

金融商品取引所等に関する内閣府令 Cabinet Office Ordinance on Financial Instruments Exchanges

(平成十九年八月七日内閣府令第五十四号)
(Cabinet Office Ordinance No. 54 of August 7, 2007)

金融商品取引法（昭和二十三年法律第二十五号）及び金融商品取引法施行令（昭和四十年政令第三百二十一号）の規定に基づき、並びに同法及び同令を実施するため、金融商品取引所等に関する内閣府令を次のように定める。

Pursuant to the provisions of the Financial Instruments and Exchange Act (Act No. 25 of 1948) and the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965), and for the purpose of enforcement of that Act and Cabinet Order, the Cabinet Office Ordinance on Financial Instruments Exchanges is enacted as follows:

第一章 総則（第一条—第三条）

Chapter I General Provisions (Articles 1 to 3)

第二章 金融商品取引所

Chapter II Financial Instruments Exchanges

第一節 総則（第四条—第十条の二）

Section 1 General Provisions (Articles 4 to 10-2)

第二節 金融商品会員制法人（第十一条—第十四条）

Section 2 Financial Instruments Incorporated Association (Articles 11 to 14)

第三節 組織変更（第十五条—第三十条）

Section 3 Entity Conversion (Articles 15 to 30)

第四節 自主規制法人（第三十一条—第三十九条）

Section 4 Self-Regulation Organizations (Articles 31 to 39)

第五節 株式会社金融商品取引所（第四十条—第五十六条）

Section 5 Stock Company-Operated Financial Instruments Exchanges (Articles 40 to 56)

第六節 金融商品取引所持株会社（第五十七条—第六十一条）

Section 6 Financial Instruments Exchange Holding Companies (Articles 57 to 61)

第七節 取引所金融商品市場における有価証券の売買等（第六十二条—第七十六 条）

Section 7 Purchase and Sale, etc. of Securities on Financial Instruments Exchange Markets (Articles 62 to 76)

第八節 金融商品取引所の解散等（第七十七条・第七十八条）

Section 8 Dissolution, etc. of Financial Instruments Exchanges (Articles 77

and 78)

第九節 合併

Section 9 Mergers

第一款 通則（第七十九条—第九十六条）

Subsection 1 General Rules (Articles 79 to 96)

第二款 合併に際しての計算

Subsection 2 Accounting at the Time of a Merger

第一目 通則（第九十七条—第九十九条）

Division 1 General Rules (Articles 97 to 99)

第二目 会員金融商品取引所と会員金融商品取引所の吸収合併の場合の計算
（第百条・第百一条）

Division 2 Accounting for an Absorption-Type Merger between a Membership-Type Financial Instruments Exchange and Another Membership-Type Financial Instruments Exchange (Articles 100 and 101)

第三目 会員金融商品取引所と株式会社金融商品取引所とが吸収合併する場合
の計算（第百二条）

Division 3 Accounting for an Absorption-Type Merger between a Membership-Type Financial Instruments Exchange and a Stock Company-Operated Financial Instruments Exchange (Article 102)

第四目 会員金融商品取引所と会員金融商品取引所とが新設合併する場合の計
算（第百三条—第百六条）

Division 4 Accounting for a Consolidation-Type Merger between a Membership-Type Financial Instruments Exchange and Another Membership-Type Financial Instruments Exchange (Articles 103 to 106)

第五目 会員金融商品取引所と株式会社金融商品取引所とが新設合併する場合
の計算（第百七条—第百九条）

Division 5 Accounting for a Consolidation-Type Merger between a Membership-Type Financial Instruments Exchange and a Stock Company-Operated Financial Instruments Exchange (Articles 107 to 109)

第十節 雑則（第百十条—第百十三条）

Section 10 Miscellaneous Provisions (Articles 110 to 113)

第三章 外国金融商品取引所（第百十四条—第百十九条）

Chapter III Foreign Financial Instruments Exchanges (Articles 114 to 119)

第四章 雑則（第百二十条・第百二十一条）

Chapter IV Miscellaneous Provisions (Articles 120 and 121)

附 則

Supplementary Provisions

第一章 総則

Chapter I General Provisions

(定義)

(Definitions)

第一条 この府令において「有価証券」、「発行者」、「金融商品取引業者」、「金融商品会員制法人」、「金融商品取引所」、「取引所金融商品市場」、「金融商品取引所持株会社」、「取引参加者」、「市場デリバティブ取引」、「外国市場デリバティブ取引」、「金融指標」、「外国金融商品取引所」、「有価証券等清算取次ぎ」、「金融商品債務引受業」、「金融商品取引清算機関」又は「証券金融会社」とは、それぞれ金融商品取引法（以下「法」という。）第二条に規定する有価証券、発行者、金融商品取引業者、金融商品会員制法人、金融商品取引所、取引所金融商品市場、金融商品取引所持株会社、取引参加者、市場デリバティブ取引、外国市場デリバティブ取引、金融指標、外国金融商品取引所、有価証券等清算取次ぎ、金融商品債務引受業、金融商品取引清算機関又は証券金融会社をいう。

Article 1 (1) As used in this Cabinet Office Ordinance, the terms "Securities", "Issuer", "Financial Instruments Business Operator", "Financial Instruments Incorporated Association", "Financial Instruments Exchange", "Financial Instruments Exchange Market", "Financial Instruments Exchange Holding Company", "Trading Participant", "Market Derivatives Transaction", "Foreign Market Derivatives Transaction", "Financial Indicator", "Foreign Financial Instruments Exchange", "Brokerage for Clearing of Securities, etc.", "Financial Instruments obligation Assumption Service", "Financial Instruments Clearing Organization" or "Securities Finance Company" respectively means Securities, Issuer, Financial Instruments Business Operator, Financial Instruments Incorporated Association, Financial Instruments Exchange, Financial Instruments Exchange Market, Financial Instruments Exchange Holding Company, Trading Participant, Market Derivatives Transaction, Foreign Market Derivatives Transactions, Financial Indicator, Foreign Financial Instruments Exchange, Brokerage for Clearing of Securities, etc., Financial Instruments obligation Assumption Service, Financial Instruments Clearing Organization or Securities Finance Company as defined in Article 2 of the Financial Instruments and Exchange Act (hereinafter referred to as the "Act").

2 この府令において、次の各号に掲げる用語の意義は、当該各号に定めるところによる。

(2) As used in this Cabinet Office Ordinance, the meanings of the terms listed in each of the following items are as prescribed respectively in those items:

一 オプション 法第二条第一項第十九号に規定するオプションをいう。

(i) Option: Option as defined in Article 2, paragraph (1), item (xix) of the Act.

二 外国金融商品市場 法第二条第八項第三号ロに規定する外国金融商品市場をいう。

(ii) Foreign Financial Instruments Market: a Foreign Financial Instruments

- Market as defined in Article 2, paragraph (8), item (iii), sub-item (b) of the Act.
- 三 登録金融機関 法第二条第十一項に規定する登録金融機関をいう。
- (iii) Registered Financial Institution: a Registered Financial Institution as defined in Article 2, paragraph (11) of the Act.
- 四 約定数値 法第二条第二十一項第二号に規定する約定数値をいう。
- (iv) Agreed Figure: an Agreed Figure as defined in Article 2, paragraph (21), item (ii) of the Act.
- 五 現実数値 法第二条第二十一項第二号に規定する現実数値をいう。
- (v) Actual Figure: an Actual Figure as defined in Article 2, paragraph (21), item (ii) of the Act.
- 六 役員 法第二十一条第一項第一号に規定する役員をいう。
- (vi) Officer: an Officer as defined in Article 21, paragraph (1), item (i) of the Act.
- 七 登録金融機関業務 法第三十三条の五第一項第三号に規定する登録金融機関業務をいう。
- (vii) Registered Financial Institutions Business: a Registered Financial Institutions Business as defined in Article 33-5, paragraph (1), item (iii) of the Act.
- 八 上場株券等 法第六十七条の十八第七号に規定する上場株券等をいう。
- (viii) Listed Share Certificates, etc.: the Listed Share Certificates, etc. as defined in Article 67-18, item (vii) of the Act.
- 九 会員等 法第八十一条第一項第三号に規定する会員等をいう。
- (ix) Member, etc.: a Member, etc. as defined in Article 81, paragraph (1), item (iii) of the Act.
- 十 自主規制業務 法第八十四条第二項に規定する自主規制業務をいう。
- (x) Self-Regulation Related Services: Self-Regulation Related Services as defined in Article 84, paragraph (2) of the Act.
- 十一 金融商品等 法第八十四条第二項第一号に規定する金融商品等をいう。
- (xi) Financial Instruments, etc.: Financial Instruments, etc. as defined in Article 84, paragraph (2), item (i) of the Act.
- 十二 自主規制法人 法第八十五条第一項に規定する自主規制法人をいう。
- (xii) Self-Regulation Organization: a Self-Regulation Organization as defined in Article 85, paragraph (1) of the Act.
- 十三 受託自主規制法人 法第八十五条の二第一項第二号に規定する受託自主規制法人をいう。
- (xiii) Entrusted Self-Regulation Organization: an Entrusted Self-Regulation Organization as defined in Article 85-2, paragraph (1), item (ii) of the Act.
- 十四 組織変更 法第百一条の二第一項に規定する組織変更をいう。
- (xiv) Entity Conversion: an Entity Conversion as defined in Article 101-2, paragraph (1) of the Act.

十五 組織変更後株式会社金融商品取引所 法第百一条の二第三項に規定する組織変更後株式会社金融商品取引所をいう。

(xv) Stock Company-Operated Financial Instruments Exchange after Entity Conversion: a Stock Company-Operated Financial Instruments Exchange after Entity Conversion as defined in Article 101-2, paragraph (3) of the Act.

十六 委託金融商品取引所 法第百二条の十九第一項に規定する委託金融商品取引所をいう。

(xvi) Entrusting Financial Instruments Exchange: an Entrusting Financial Instruments Exchange as defined in Article 102-19, paragraph (1) of the Act.

十七 対象議決権 法第百三条の二第一項に規定する対象議決権をいう。

(xvii) Subject Voting Rights: Subject Voting Rights as defined in Article 103-2, paragraph (1) of the Act.

十八 特定株式会社金融商品取引所 法第百五条の四第二項に規定する特定株式会社金融商品取引所をいう。

(xviii) Specified Stock Company-Operated Financial Instruments Exchange: a Specified Stock Company-Operated Financial Instruments Exchange as defined in Article 105-4, paragraph (2) of the Act.

十九 吸収合併存続金融商品取引所 法第百三十六条第二項に規定する吸収合併存続金融商品取引所をいう。

(xix) Financial Instruments Exchange Surviving an Absorption-Type Merger: a Financial Instruments Exchange Surviving an Absorption-Type Merger as defined in Article 136, paragraph (2) of the Act.

二十 新設合併設立金融商品取引所 法第百三十六条第二項に規定する新設合併設立金融商品取引所をいう。

(xx) Financial Instruments Exchange Established by a Consolidation-Type Merger: a Financial Instruments Exchange Established by a Consolidation-Type Merger as defined in Article 136, paragraph (2) of the Act.

二十一 新設合併消滅金融商品取引所 法第百三十六条第二項に規定する新設合併消滅金融商品取引所をいう。

(xxi) Financial Instruments Exchange Disappearing in a Consolidation-Type Merger: a Financial Instruments Exchange Disappearing in a Consolidation-Type Merger as defined in Article 136, paragraph (2) of the Act.

二十二 吸収合併消滅会員金融商品取引所 法第百三十七条第一号に規定する吸収合併消滅会員金融商品取引所をいう。

(xxii) Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger: a Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger as defined in Article 137, item (i) of the Act.

二十三 吸収合併存続会員金融商品取引所 法第百三十七条第一号に規定する吸収合併存続会員金融商品取引所をいう。

(xxiii) Membership-Type Financial Instruments Exchange Surviving an

Absorption-Type Merger: a Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger as defined in Article 137, item (i) of the Act.

二十四 新設合併消滅会員金融商品取引所 法第百三十八条第一号に規定する新設合併消滅会員金融商品取引所をいう。

(xxiv) Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger: a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger as defined in Article 138, item (i) of the Act.

二十五 新設合併設立会員金融商品取引所 法第百三十八条第二号に規定する新設合併設立会員金融商品取引所をいう。

(xxv) Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger: a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger as defined in Article 138, item (ii) of the Act.

二十六 吸収合併存続株式会社金融商品取引所 法第百三十九条第一号に規定する吸収合併存続株式会社金融商品取引所をいう。

(xxvi) Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger: a Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger as defined in Article 139, item (i) of the Act.

二十七 新設合併設立株式会社金融商品取引所 法第百三十九条の二第一項第二号に規定する新設合併設立株式会社金融商品取引所をいう。

(xxvii) Stock Company-Operated Financial Instruments Exchange Incorporated in a Consolidation-Type Merger: a Stock Company-Operated Financial Instruments Exchange Incorporated in a Consolidation-Type Merger as defined in Article 139-2, paragraph (1), item (ii) of the Act.

二十八 合併後金融商品取引所 法第百四十条第二項に規定する合併後金融商品取引所をいう。

(xxviii) Financial Instruments Exchange Resulting from a Merger: a Financial Instruments Exchange Resulting from a Merger as defined in Article 140, paragraph (2) of the Act.

二十九 外国金融商品取引所参加者 法第百五十五条の二第一項第六号に規定する外国金融商品取引所参加者をいう。

(xxix) Participant of Foreign Financial Instruments Exchange: a Participant of Foreign Financial Instruments Exchange as defined in Article 155-2, paragraph (1), item (vi) of the Act.

三十 外国市場取引 法第百五十五条の二第一項第六号に規定する外国市場取引をいう。

(xxx) Foreign Market Transactions: Foreign Market Transactions as defined in Article 155-2, paragraph (1), item (vi) of the Act.

3 この府令において、次の各号に掲げる用語の意義は、当該各号に定めるところによる。

(3) As used in this Cabinet Office Ordinance, the meanings of the terms listed in each of the following items are as prescribed respectively in those items:

一 取次者 法第百十九条第一項第二号に規定する取次者（有価証券等清算取次ぎにあっては、有価証券等清算取次ぎの委託の取次ぎの委託の取次ぎを引き受けた者）をいう。

(i) Broker: a Broker as defined in Article 119, paragraph (1), item (ii) of the Act (in the case of Brokerage for Clearing of Securities, etc., meaning a person who has accepted brokerage service for entrustment of brokerage for entrustment of Brokerage for Clearing of Securities, etc.).

二 委託者 法第百十九条第一項第二号に規定する委託者（有価証券等清算取次ぎにあっては、有価証券等清算取次ぎの委託の取次ぎを委託した者であって取次者でないもの）をいう。

(ii) Entrusting Person: an Entrusting Person as defined in Article 119, paragraph (1), item (ii) of the Act (in the case of a Brokerage for Clearing of Securities, etc., meaning a person who has entrusted brokerage in the entrustment of Brokerage for Clearing of Securities, etc. and who is not a Broker);

三 申込者 法第百十九条第一項第四号に規定する申込者（有価証券等清算取次ぎにあっては、有価証券等清算取次ぎの委託の取次ぎの委託の取次ぎを申し込んだ者）をいう。

(iii) Applicant: an Applicant as defined in Article 119, paragraph (1), item (iv) of the Act (in the case of a Brokerage for Clearing of Securities, etc., meaning a person who has made an application for brokerage service for entrustment of brokerage for entrustment of Brokerage for Clearing of Securities, etc.).

四 清算受託者 会員等が有価証券等清算取次ぎを委託する者をいう。

(iv) Clearing Trustee: a person to whom a Member, etc. entrusts a Brokerage for Clearing of Securities, etc.;

五 清算会員等 会員等が他の会員等に取引証拠金の預託を委託する場合の当該他の会員等をいう。

(v) Clearing Member, etc.: another Member, etc., when any Member, etc. entrusts depositing of clearing margins to such other Member, etc.

六 吸収合併対象財産 法第百三十七条に規定する吸収合併により吸収合併存続会員金融商品取引所が承継する財産をいう。

(vi) Assets Subject to Succession through an Absorption-Type Merger: assets to be succeeded by a Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger, through an Absorption-Type Merger as prescribed in Article 137 of the Act.

七 吸収合併対価 法第百三十七条に規定する吸収合併に際して吸収合併存続会員金融商品取引所が吸収合併消滅会員金融商品取引所の会員に対して交付する財産をい

う。

(vii) Consideration for an Absorption-Type Merger: assets to be delivered by a Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger to members of a Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger, in case of an Absorption-Type Merger as prescribed in Article 137 of the Act.

八 純財産等 会員金融商品取引所の基本金、基本準備金、基本積立金及び剰余金又は不足金をいう。

(viii) Net Assets, etc.: the capital funds, basic reserve, basic accumulated funds and surplus or shortfall of a Membership-Type Financial Instruments Exchange.

九 支配取得 法人が他の法人（当該法人と当該他の法人が共通支配下関係にある場合における当該他の法人を除く。以下この号において同じ。）又は当該他の法人の事業に対する支配を得ることをいう。

(ix) Control Acquisition: an action wherein a corporation acquires the control over another corporation (when said corporation and said other corporation are in a Common Control Relationship, excluding said other corporation; hereinafter the same applies in this item) or the business of said other corporation.

十 共通支配下関係 二以上の者（人格のないものを含む。以下この号において同じ。）が同一の者に支配（一時的な支配を除く。以下この号において同じ。）をされている場合又は二以上の者のうちの一の者が他のすべての者を支配している場合における当該二以上の者に係る関係をいう。

(x) Common Control Relationship: when two or more persons (including persons without legal personality; hereinafter the same applies in this item) are controlled (excluding temporary control; hereinafter the same applies in this item) by the same person or one of two or more persons controls all other persons, the relationship pertaining to said two or more persons.

十一 吸収合併対価時価 吸収合併対価の時価その他適切な方法により算定された吸収合併対価の価額をいう。

(xi) Market Value of Consideration for an Absorption-Type Merger: the market value of Consideration for an Absorption-Type Merger, or any other value of a Consideration for an Absorption-Type Merger calculated in accordance with the appropriate methods.

十二 新設合併対象財産 法第百三十八条に規定する新設合併により新設合併設立会員金融商品取引所が承継する財産をいう。

(xii) Assets Subject to Succession through a Consolidation-Type Merger: assets to be succeeded by a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger, through a Consolidation-Type Merger as prescribed in Article 138 of the Act.

十三 新設合併取得会員金融商品取引所 新設合併消滅会員金融商品取引所のうち、

法第百三十八条に規定する新設合併により支配取得をするものをいう。

(xiii) Membership-Type Financial Instruments Exchanges Acquired through Consolidation-Type Merger: a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger that implements a Control Acquisition through a Consolidation-Type Merger prescribed in Article 138 of the Act.

十四 新設合併対価 法第百三十八条に規定する新設合併に際して新設合併設立会員金融商品取引所が新設合併消滅会員金融商品取引所の会員に対して交付する財産をいう。

(xiv) Consideration for a Consolidation-Type Merger: assets to be delivered by a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger to members of a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger, in the case of a Consolidation-Type Merger as prescribed in Article 138 of the Act.

十五 新設合併対価時価 新設合併対価の時価その他適切な方法により算定された新設合併対価の価額をいう。

(xv) Market Value of Consideration for a Consolidation-Type Merger: the market value of Consideration for a Consolidation-Type Merger, or any other value of Consideration for a Consolidation-Type Merger calculated in accordance with the appropriate methods.

十六 非対価交付消滅会員金融商品取引所 新設合併消滅会員金融商品取引所の会員に交付する新設合併対価が存しない場合における当該新設合併消滅会員金融商品取引所をいう。

(xvi) Membership-Type Financial Instruments Exchange Disappearing without Consideration Delivered: a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger when no Consideration for a Consolidation-Type Merger is to be delivered to any member thereof.

十七 承継消滅会員金融商品取引所 新設合併消滅会員金融商品取引所の会員が受ける新設合併対価の全部が新設合併設立会員金融商品取引所の持分である場合において、当該新設合併消滅会員金融商品取引所が承継消滅会員金融商品取引所となることを定めたときにおける当該新設合併消滅会員金融商品取引所をいう。

(xvii) Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger Succeeding Equity: a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger, when all of the Consideration for a Consolidation-Type Merger to be delivered to a member thereof is constituted by equity in a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger, and if it has been determined that such Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger becomes a Membership-Type Financial Instruments Exchange Disappearing

in a Consolidation-Type Merger Succeeding Equity.

十八 非承継消滅会員金融商品取引所 承継消滅会員金融商品取引所及び非対価交付消滅会員金融商品取引所以外の新設合併消滅会員金融商品取引所をいう。

(xviii) Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger Not Succeeding Equity: a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger, excluding a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger Succeeding Equity and also excluding a Membership-Type Financial Instruments Exchange Disappearing without Consideration Delivered.

(訳文の添付)

(Attachment of Japanese Translation)

第二条 法（第五章、第五章の二若しくは法第百八十八条（金融商品取引所若しくはその会員等、自主規制法人、金融商品取引所持株会社又は外国金融商品取引所若しくはその外国金融商品取引所参加者に係るものに限る。）に限る。次条において同じ。）金融商品取引法施行令（以下「令」という。）第五章若しくは第五章の二又はこの府令の規定により、内閣総理大臣、金融庁長官又は財務局長若しくは福岡財務支局長（次条において「内閣総理大臣等」という。）に提出する書類で、特別の事情により日本語をもって記載することができないものがあるときは、その訳文を付さなければならない。ただし、当該書類が定款又は株主総会若しくは役員会等（第百十五条第二項第一号に規定する役員会等をいう。）の議事録であつて、かつ、英語で記載されたものであるときは、その概要の訳文を付すことをもって足りるものとする。

Article 2 When, due to special circumstances, any of the documents to be submitted to the Prime Minister, the Commissioner of the Financial Services Agency, a Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau (referred to as the "Prime Minister, etc." in the following Article) pursuant to the provisions of the Act (limited to Chapter V, Chapter V-2, or Article 188 of the Act (limited to the matters pertaining to a Financial Instruments Exchange or a Member, etc. thereof, a Self-Regulation Organization, a Financial Instruments Exchange Holding Company, or a Foreign Financial Instruments Exchange or its Participant of Foreign Financial Instruments Exchange); the same applies in the following Article), Chapter V or Chapter V-2 of the Order for Enforcement of the Financial Instruments and Exchange Act (hereinafter referred to as the "Cabinet Order") or this Cabinet Office Ordinance cannot be prepared in Japanese, a Japanese translation thereof must be attached thereto; provided, however, that if the document to be submitted is articles of incorporation or minutes of a shareholders meeting or a meeting of the board of officers, etc. (meaning the board of officers, etc. set forth in Article 115, paragraph (2), item (i)) prepared in English, attaching a Japanese translation of the outline thereof

is to be sufficient.

(外国通貨の換算)

(Conversion of Foreign Currency)

第三条 法、令第五章若しくは第五章の二又はこの府令の規定により内閣総理大臣等に提出する書類中、外国通貨をもって金額を表示するものがあるときは、当該金額を本邦通貨に換算した金額及びその換算に用いた標準を付記しなければならない。

Article 3 When, among the documents to be submitted to the Prime Minister, etc. under the provisions of the Act, Chapter V or Chapter V-2 of the Cabinet Order, or this Cabinet Office Ordinance, there is any document indicating an amount in a foreign currency, a supplementary note on the amount after conversion into Japanese currency and the criteria used for such conversion must be included therein.

第二章 金融商品取引所

Chapter II Financial Instruments Exchanges

第一節 総則

Section 1 General Provisions

(免許申請書)

(Written Application for License)

第四条 法第八十条第一項の免許を受けようとする者は、法第八十一条第一項の免許申請書に同条第二項に規定する書類を添付し、金融庁長官を経由して内閣総理大臣に提出しなければならない。

Article 4 (1) A person who intends to obtain the license set forth in Article 80, paragraph (1) of the Act must submit the written application for license set forth in Article 81, paragraph (1) of the Act, attaching the documents set forth in paragraph (2) of that Article, to the Prime Minister via the Commissioner of the Financial Services Agency.

2 法第八十一条第二項に規定する内閣府令で定める書類は、次に掲げる書類とする。

(2) The documents specified by Cabinet Office Ordinance, referred to in Article 81, paragraph (2) of the Act, are as follows:

一 取引所金融商品市場を開設する理由を記載した書面

(i) a document describing the reasons for establishing the Financial Instruments Exchange Market;

二 登記事項証明書

(ii) the certificate of registered matters;

三 創立総会の議事録

(iii) the minutes of the organizational meeting;

四 役員の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）及び住民票の抄本（本籍の記載のあるものに限る、役員が法人であるときは、当該役員

- の登記事項証明書) 又はこれに代わる書面並びに役員が法第二十九条の四第一項第二号イからトまでのいずれにも該当しない者であることを当該役員が誓約する書面
- (iv) the resumes of Officers (when any Officer is a corporation, a document describing the background of such Officer) and extracts of the certificates of residence of Officers (limited to extracts containing descriptions of their registered domiciles; and when any Officer is a corporation, the certificate of registered matters thereof), or documents in lieu thereof; and documents in which said Officers have pledged that they do not fall under any of the categories of the persons listed in Article 29-4, paragraph (1), item (ii), sub-item (a) through (g) of the Act;
- 五 会員等の本店その他の主たる営業所又は事務所の所在の場所を記載した書面
- (v) a document stating the locations of the head offices or any other principal business offices or principal offices of the Members, etc.;
- 六 主要な株主の氏名、住所又は居所、国籍及び職業（株主が法人その他の団体であるときは、その商号又は名称、本店又は主たる事務所の所在の場所及び行っている事業の内容）並びにその保有する議決権の数を記載した書類（免許を受けようとする者が株式会社である場合に限る。）
- (vi) a document stating the names, domiciles or residences, nationalities and occupations of major shareholders (when any major shareholder is a corporation or other type of organization, its trade name or name, the location of its head office or the principal office, and the contents of the business operated), as well as the number of voting rights held by such major shareholders (the above is limited to the cases where the person who intends to obtain the license is a stock company);
- 七 最近における財産及び収支の状況を知ることができる書類
- (vii) a document disclosing the recent status of the assets and the income and expenditure;
- 八 金融商品取引所の業務に関する知識及び経験を有する従業員の確保の状況並びに当該従業員の配置の状況を記載した書類
- (viii) a document stating the status of having secured employees who have the knowledge and experience in the business of a Financial Instruments Exchange, and the status of such employees' assignments;
- 九 金融商品取引所の事務の機構及び分掌を記載した書類
- (ix) a document stating the organizational structure for handling processes of the Financial Instruments Exchange and the allocation of such processes;
- 十 取引所金融商品市場を開設する業務において電子情報処理組織を使用する場合には、当該電子情報処理組織の概要、設置場所、容量及び保守の方法並びに当該電子情報処理組織に異常が発生した場合の対処方法を記載した書類
- (x) in the case of using an electronic data processing system for the purpose of the business relating to the establishment of a Financial Instruments Exchange Market, a document stating the basic information, location,

capacity, and maintenance method of said electronic data processing system, as well as the method of handling cases where there occurs any malfunction of such electronic data processing system; and

十一 その他法第八十二条第一項の規定による審査をするため参考となるべき事項を記載した書類

(xi) other documents stating matters which may be helpful in an examination conducted pursuant to the provisions of Article 82, paragraph (1) of the Act.

3 法第八十一条第二項に規定する内閣府令で定める書類は、金融商品取引所以外の株式会社が従前の目的を変更して取引所金融商品市場を開設するため同条第一項の規定により免許申請書を提出する場合にあっては、前項各号（第三号を除く。）に掲げる書類のほか、次に掲げる書類とする。

(3) When a stock company which is not a Financial Instruments Exchange intends to submit a written application for license pursuant to the provisions of Article 81, paragraph (1) of the Act in order to establish a Financial Instruments Exchange Market by amending its former purpose, the documents specified by Cabinet Office Ordinance, referred to in Article 81, paragraph (2) of the Act, are as follows, in addition to the documents listed in the items of the preceding paragraph (excluding item (iii)):

一 従前の目的を変更して取引所金融商品市場を開設することを決議した株主総会の議事録（会社法（平成十七年法律第八十六号）の規定により株主総会の決議があったものとみなされる場合には、当該場合に該当することを証する書面。以下同じ。）

(i) the minutes of the shareholders meeting resolving for the establishment of the Financial Instruments Exchange Market by amending the former purpose (when, pursuant to the provisions of the Companies Act (Act No. 86 of 2005), a resolution is deemed to have been adopted at a shareholders meeting, the document evidencing the fact that such a case is applicable; the same applies hereinafter);

二 従前の定款及び免許申請の際に現に存する取引の性質を明らかにする書面

(ii) the articles of incorporation before the amendment, and a document which discloses the nature of the transactions that are in effect as of the time of filing the application for such a license.

三 最終の貸借対照表（関連する注記を含む。以下同じ。） 、 損益計算書（関連する注記を含む。以下同じ。） 及び株主資本等変動計算書（関連する注記を含む。以下同じ。）

(iii) the latest balance sheet (including the notes related thereto; the same applies hereinafter), the latest profit and loss statement (including the notes related thereto; the same applies hereinafter), and the latest statement of changes in shareholders' equity, etc. (including the notes related thereto; the same applies hereinafter).

(免許申請書等に添付すべき電磁的記録)

(Electronic or Magnetic Records to Be Attached to Written Application for License, etc.)

第五条 法第八十一条第三項（法第八十五条の二第三項、第百二条の十五第三項及び第百六条の十一第三項において準用する場合を含む。）に規定する内閣府令で定める電磁的記録は、工業標準化法（昭和二十四年法律第百八十五号）に基づく日本工業規格（以下この条において「日本工業規格」という。）X六二二三に適合する九十ミリメートルフレキシブルディスクカートリッジに該当する構造の磁気ディスクとする。

Article 5 (1) The electronic or magnetic records specified by Cabinet Office Ordinance, referred to in Article 81, paragraph (3) of the Act (including the cases where it is applied mutatis mutandis pursuant to Article 85-2, paragraph (3), Article 102-15, paragraph (3) and Article 106-11, paragraph (3) of the Act), are a 90mm flexible magnetic disk cartridge in conformity with Japanese Industrial Standard (hereinafter referred to as the "JIS" in this Article) X6223 under the Industrial Standardization Act (Act No. 185 of 1949).

2 前項の電磁的記録への記録は、次に掲げる方式に従ってしなければならない。

(2) Entry of information into the electronic or magnetic records set forth in the preceding paragraph must be completed in accordance with the following specifications:

一 トラックフォーマットについては、日本工業規格X六二二五に規定する方式

(i) with regard to the track format, the specification designated by JIS X6225; and

二 ボリューム及びファイル構成については、日本工業規格X〇六〇五に規定する方式

(ii) with regard to the volume and file configuration, the specification designated by JIS X0605.

3 第一項の電磁的記録には、日本工業規格X六二二三に規定するラベル領域に、次に掲げる事項を記載した書面をはり付けなければならない。

(3) With regard to the electronic or magnetic records set forth in paragraph (1), a document containing the following matters must be affixed to the label area specified by JIS X6223:

一 申請者の名称又は商号

(i) the name or trade name of the applicant; and

二 申請年月日

(ii) the application filing date.

(取引所金融商品市場開設の免許の予備審査)

(Preliminary Examination for a License for Establishment of a Financial Instruments Exchange Market)

第五条の二 法第八十条第一項の免許を受けようとする者は、法第八十一条第一項の免許申請書及び同条第二項の書類に準じた書類を金融庁長官を経由して内閣総理大臣に

提出して予備審査を求めることができる。

Article 5-2 A person who intends to obtain the license set forth in Article 80, paragraph (1) of the Act may seek a preliminary examination, by submitting the written application for license set forth in Article 81, paragraph (1) of the Act and documents equivalent to those set forth in paragraph (2) of that Article to the Prime Minister via the Commissioner of the Financial Services Agency.

(自主規制業務から除かれる業務等)

(Business, etc. Excluded from Self-Regulation Related Services)

第六条 法第八十四条第二項第一号に規定する内閣府令で定めるものは、特定市場デリバティブ取引（市場デリバティブ取引のうち業務規程その他の規則において当該市場デリバティブ取引の対象となる金融商品等の銘柄が特定されているものをいう。第三十五条第二項第一号及び第五十条第二項第一号において同じ。）のための金融商品等の上場及び上場廃止に関する業務とする。

Article 6 (1) The business specified by Cabinet Office Ordinance, referred to in Article 84, paragraph (2), item (i) of the Act, is the business relating to the listing and delisting of Financial Instruments, etc. for Specified Market Derivatives Transactions (meaning Market Derivatives Transactions wherein issues of the Financial Instruments, etc. for such transactions are specified in the operational rules and any other rules; the same applies in Article 35, paragraph (2), item (i) and Article 50, paragraph (2), item (i)).

2 委託金融商品取引所の理事又は取締役若しくは執行役は、前項の金融商品等の上場後又は上場廃止後、遅滞なく、当該金融商品等を上場した旨又は当該金融商品等の上場を廃止した旨を受託自主規制法人の理事会に報告するものとする。

(2) If the Financial Instruments, etc. set forth in the preceding paragraph have been listed or delisted, a board member, a director, or an executive officer of the Entrusting Financial Instruments Exchange is to, without delay, report to the council of the Entrusted Self-Regulation Organization the fact that such Financial Instruments, etc. have been listed or delisted.

3 特定株式会社金融商品取引所の取締役（自主規制委員であるものを除く。）又は執行役（自主規制業務の執行を行うものを除く。）は、第一項の金融商品等の上場後又は上場廃止後、遅滞なく、当該金融商品等を上場した旨又は当該金融商品等の上場を廃止した旨を自主規制委員会に報告するものとする。

(3) If the Financial Instruments, etc. set forth in paragraph (1) have been listed or delisted, a director (excluding a director who is a member of the self-regulation committee) or an executive officer (excluding an executive officer who executes the Self-Regulation Related Services) of the Specified Stock Company-Operated Financial Instruments Exchange is to, without delay, report to the self-regulation committee the fact that such Financial Instruments, etc. have been listed or delisted.

(自主規制業務)

(Self-Regulation Related Services)

第七条 法第八十四条第二項第三号に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 7 The business specified by Cabinet Office Ordinance, referred to in Article 84, paragraph (2), item (iii) of the Act, is as follows:

一 会員等が行う取引所金融商品市場における有価証券の売買又は市場デリバティブ取引の内容の審査（取引所金融商品市場における有価証券の売買又は市場デリバティブ取引を円滑にするため、これらの取引の状況について即時に行うものを除く。）

(i) an examination of the contents of purchase and sale of Securities or Market Derivatives Transactions which are conducted by the Members, etc. on a Financial Instruments Exchange Market (excluding an examination to be instantaneously carried out in regard to the status of these transactions, so as to facilitate purchase and sale of Securities or Market Derivatives Transactions on the Financial Instruments Exchange Market);

二 会員等の資格の審査

(ii) an examination of qualification as a Member, etc.;

三 会員等に対する処分その他の措置に関する業務

(iii) business concerning disposition and any other measures to be imposed against the Members, etc.;

四 上場する有価証券の発行者が行う当該発行者に係る情報の開示又は提供に関する審査及び上場する有価証券の発行者に対する処分その他の措置に関する業務

(iv) business relating to the examination of disclosure or provision of information regarding the Issuer of the Securities to be listed, disclosure or provision which is to be conducted by such Issuer, and business relevant to the dispositions and any other measures to be imposed against the Issuer of the Securities to be listed;

五 法第八十四条第二項第一号及び第二号に掲げる業務並びに前各号に掲げるもの（以下「特定自主規制業務」という。）に関する業務規程その他の規則（金融商品等の上場及び上場廃止に関する基準並びに会員等の資格の付与に関する基準を除く。）の作成、変更及び廃止

(v) the preparation, change, and repeal of the operational rules and any other rules (excluding criteria for listing or delisting of Financial Instruments, etc. and also excluding criteria for granting qualification as a Member, etc.), in regard to the business listed in Article 84, paragraph (2), items (i) and (ii) of the Act, and to the business set forth in each of the preceding items (hereinafter referred to as "Specified Self-Regulation Related Services");

六 特定自主規制業務に関する定款の変更（金融商品等の上場及び上場廃止に関する基準並びに会員等の資格の付与に関する基準に関する定款の変更を除く。）に係る総会又は株主総会の議案の概要の作成

(vi) the preparation of an outline of proposals from the general meeting of members or the shareholders meeting on changing the articles of incorporation in regard to Specified Self-Regulation Related Services (excluding a change to the articles of incorporation in regard to the criteria for listing and delisting of Financial Instruments, etc. and to the criteria for granting qualification as a Member, etc.).

(特定業務)

(Specified Services)

第七条の二 法第八十五条第四項に規定する内閣府令で定めるものは、次に掲げる行為に関する業務とする。

Article 7-2 The business specified by Cabinet Office Ordinance, referred to in Article 85, paragraph (4) of the Act, is the business relating to the following acts:

一 有価証券又はその発行者が上場又は上場廃止に関する基準又は要件に適合するかどうかの調査

(i) an investigation as to whether the Securities or the Issuer thereof conforms to the criteria or requirements for listing or delisting;

二 上場する有価証券の発行者が行う当該発行者に係る情報の開示又は提供が前条第四号の審査を行うための基準に適合するかどうかの調査

(ii) an investigation as to whether the disclosure or provision of information regarding the Issuer of the Securities to be listed, disclosure or provision which is to be conducted by such Issuer, conform to the criteria for the examination set forth in item (iv) of the preceding Article; and

三 上場する有価証券の発行者に対する前条第四号の措置を行うための基準に適合するかどうかの調査及び当該措置の目的を達成させるために必要な措置

(iii) an investigation as to the fulfillment of the criteria for implementing the measures to be imposed against the Issuer of the Securities to be listed as set forth in item (iv) of the preceding Article, and implementation of any measures necessary for achievement of the purpose of such measures.

(金融商品取引所が特定業務を委託する場合に講ずべき措置)

(Measures to Be Implemented in Cases of Entrustment of Specified Services by a Financial Instruments Exchange)

第七条の三 金融商品取引所は、法第八十五条第四項の規定により特定業務（同項に規定する特定業務をいう。以下この条及び第三十二条の二において同じ。）を委託する場合には、次に掲げる措置を講じなければならない。

Article 7-3 When a Financial Instruments Exchange entrusts the Specified Services (meaning the Specified Services set forth in that paragraph; hereinafter the same applies in this Article and Article 32-2) pursuant to the provisions of Article 85, paragraph (4) of the Act, it must implement the

measures listed in following items:

一 当該特定業務を的確、公正かつ効率的に実施することができると思われる者に委託するための措置

(i) measures for entrustment of the Specified Services to a person who is found to be able to carry out the Specified Services in an appropriate, fair, and efficient manner;

二 当該特定業務の委託を受けた者（以下この条において「受託者」という。）が、当該特定業務以外の業務による利益を図るため、当該特定業務に関し、投資者の保護に欠け、取引の公正を害し、又は当該特定業務に係る有価証券の発行者を不当に害する行為を行うことを防止するための措置

(ii) measures for preventing a person entrusted with the Specified Services (hereinafter referred to as an "Entrusted Party" in this Article) from committing any act in relation to the Specified Services which would impair the protection of investors, hinder the fairness of transactions, or unreasonably prejudice the Issuer of the Securities pertaining to said Specified Services, in an attempt to gain any profit from any business other than the Specified Services;

三 受託者が、当該特定業務に関して知り得た情報を、投資者の保護に欠け、取引の公正を害し、又は当該特定業務に係る有価証券の発行者を不当に害する行為に利用することを防止するための措置

(iii) measures for preventing an Entrusted Party from utilizing any information obtained in the course of conducting said Specified Services for the purpose of any act which would impair the protection of investors, hinder the fairness of transactions, or unreasonably prejudice the Issuer of the Securities pertaining to said Specified Services;

四 当該特定業務に係る発行者に対する受託者の独立性を確保するための措置

(iv) measures for assurance of an Entrusted Party's independence from the Issuer pertaining to said Specified Services;

五 受託者における当該特定業務の実施状況を、定期的に又は必要に応じて報告を求め、実地調査をし、又はその他の手段により確認することにより、受託者が当該特定業務を的確に実施しているかを検証し、必要に応じ改善させることその他の受託者に対する必要かつ適切な監督を行うための措置

(v) measures for ensuring necessary and appropriate supervision of an Entrusted Party, such as requesting a report from such party or conducting on-the-spot investigations on a regular or as-needed basis with regard to status of such party's performance of the Specified Services, or any other means, in order to verify whether the Entrusted Party is carrying out said Specified Services in an appropriate manner, or instructing such party to improve their status on as-needed basis.

六 金融商品取引所の自主規制業務の健全かつ適切な運営を確保し、投資者の保護を図るため必要がある場合には、当該特定業務の委託の条件の変更、違約金の徴収、

委託の終了その他の必要な措置を講ずるための措置

- (vi) when it is necessary, for the purpose of securing the sound and proper operation of the Self-Regulation Related Services of a Financial Instruments Exchange and the protection of investors, measures to change the terms and conditions for entrustment of said Specified Services, collect penalties, terminate the entrustment, or to implement any other necessary measures.

(自主規制業務の委託に係る認可申請)

(Application for Authorization Pertaining to Entrustment of Self-Regulation Services)

第八条 法第八十五条の二第一項第四号に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 8 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 85-2, paragraph (1), item (iv) of the Act, are as follows:

一 委託をする費用の額の算出の方法

(i) the method of calculating the amount of expenses for the entrustment;

二 委託契約の終了の事由に関する事項

(ii) matters concerning the grounds for termination of the entrustment contract;

三 委託金融商品取引所及び受託自主規制法人による自主規制業務の分掌の方法並びにその他の委託金融商品取引所及び受託自主規制法人相互の関係に関する事項

(iii) the method of allocation of Self-Regulation Services between the Entrusting Financial Instruments Exchange and the Entrusted Self-Regulation Organization and any other matters on relations between the Entrusting Financial Instruments Exchanges and the Entrusted Self-Regulation Organization; and

四 自主規制業務を委託する理由

(iv) the reasons for entrusting the Self-Regulation Services.

2 法第八十五条の二第二項に規定する内閣府令で定める書類は、次に掲げる書類とする。

(2) The documents specified by Cabinet Office Ordinance, referred to in Article 85-2, paragraph (2) of the Act, are as follows:

一 受託自主規制法人が受けた法第百二条の十四の認可に関する書類の写し

(i) a copy of the document relating to the authorization under Article 102-14 of the Act obtained by the Entrusted Self-Regulation Organization;

二 自主規制業務に係る委託金融商品取引所及び受託自主規制法人の事務の機構及び分掌を記載した書類

(ii) a document stating the organizational structure for handling of processes and the allocation of such processes of the Entrusting Financial Instruments Exchanges and the Entrusted Self-Regulation Organization pertaining to the Self-Regulation Services;

三 自主規制業務に係る事業計画書

(iii) the business plan for the Self-Regulation Services; and

四 その他法第八十五条の三の規定による審査をするため参考となるべき事項を記載した書類

(iv) other documents stating matters which may be helpful in an examination conducted pursuant to the provisions of Article 85-3 of the Act.

(自主規制業務の委託に係る認可の予備審査)

(Preliminary Examination for Authorization Pertaining to Entrustment of Self-Regulation Related Services)

第九条 法第八十五条第一項の認可を受けようとする金融商品取引所は、法第八十五条の二第一項の認可申請書及び同条第二項に規定する書類に準じた書類を金融庁長官に提出して予備審査を求めることができる。

Article 9 A Financial Instruments Exchange which intends to obtain the authorization under Article 85, paragraph (1) of the Act may seek a preliminary examination by submitting to the Commissioner of the Financial Services Agency a written application for authorization as set forth in Article 85-2, paragraph (1) of the Act and documents equivalent to those set forth in paragraph (2) of that Article.

(金融商品取引所の兼業業務に係る認可申請等)

(Application for Authorization, etc. Pertaining to a Subsidiary Business of a Financial Instruments Exchange)

第九条の二 法第八十七条の二第一項ただし書の認可を受けようとする金融商品取引所は、次に掲げる事項を記載した認可申請書を金融庁長官に提出しなければならない。

Article 9-2 (1) A Financial Instruments Exchange which intends to obtain the authorization under the proviso to Article 87-2, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency a written application for authorization stating the following matters:

一 認可を受けようとする業務の種類

(i) the type of business to be authorized; and

二 当該業務の開始予定年月日

(ii) the scheduled date for commencing said business.

2 前項の認可申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for authorization set forth in the preceding paragraph:

一 当該業務を行う理由を記載した書面

(i) a document stating the reasons for conducting said business;

二 当該業務の内容及び方法を記載した書面

(ii) a document stating the contents and methods of said business;

三 当該業務に関する内部規則

(iii) the internal rules on said business;

四 当該業務を所掌する組織及びその人員の配置を記載した書面

(iv) a document stating the organizational structure in charge of said business and positions of personnel therefor;

五 当該認可後三事業年度における当該業務の収支の見込みを記載した書面

(v) a document stating the prospective income and expenditures of said business for three business years after said authorization is granted; and

六 その他参考となるべき事項を記載した書類

(vi) other documents stating matters which may be helpful.

3 法第八十七条の二第一項ただし書に規定する内閣府令で定める取引は、算定割当量（同項に規定する算定割当量をいう。）に類似するものに係る取引とする。

(3) The transactions specified by Cabinet Office Ordinance, referred to in the proviso to Article 87-2, paragraph (1) of the Act, are transactions pertaining to subject-matter similar to carbon dioxide equivalent quotas (meaning the carbon dioxide equivalent quotas as set forth in that paragraph).

（金融商品取引所の兼業業務に係る認可の予備審査）

(Preliminary Examination for Authorization Pertaining to a Subsidiary Business of a Financial Instruments Exchange)

第九条の三 法第八十七条の二第一項ただし書の認可を受けようとする金融商品取引所は、前条第一項の認可申請書及び同条第二項各号の書類に準じた書類を金融庁長官に提出して予備審査を求めることができる。

Article 9-3 A Financial Instruments Exchange which intends to obtain the authorization under the proviso to Article 87-2, paragraph (1) of the Act may seek a preliminary examination by submitting to the Commissioner of the Financial Services Agency a written application for authorization under paragraph (1) of the preceding Article and documents equivalent to those set forth in the items of paragraph (2) of that Article.

（金融商品取引所の子会社に係る認可申請）

(Application for Authorization Pertaining to the Subsidiary Company of a Financial Instruments Exchange)

第十条 法第八十七条の三第一項ただし書の認可を受けようとする金融商品取引所は、認可申請書に次に掲げる書類を添付して金融庁長官に提出しなければならない。

Article 10 (1) A Financial Instruments Exchange which intends to obtain the authorization under the proviso to Article 87-3, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency a written application for authorization, with the following documents attached thereto:

一 当該認可に係る会社を子会社（法第八十七条の三第三項に規定する子会社をいう。以下同じ。）とする理由を記載した書面

(i) a document stating the reasons for holding the company pertaining to said

authorization to be said Financial Instruments Exchange's Subsidiary Company (meaning a Subsidiary Company as set forth in Article 87-3, paragraph (3) of the Act; the same applies hereinafter);

二 当該金融商品取引所及びその子会社に関する次に掲げる書類

(ii) the following documents relating to said Financial Instruments Exchange and the Subsidiary Company thereof:

イ 当該金融商品取引所及びその子会社の業務及び財産の状況を連結して記載した最終の貸借対照表、損益計算書及び剰余金計算書又は株主資本等変動計算書その他これらの最近における業務、財産及び損益の状況を知ることができる書類

(a) the latest balance sheet, profit and loss statement, and surplus statement or statement of changes in shareholders' equity, etc. in which the status of the business and assets of said Financial Instruments Exchange and its Subsidiary Company are set out in a consolidated manner, and any other document disclosing the recent status of their businesses, assets, and profit and loss.

ロ 当該認可後三事業年度における当該金融商品取引所及びその子会社（当該認可に係る子会社となる会社を含む。）の収支の見込みを記載した書類

(b) a document stating the prospective income and expenditures of said Financial Instruments Exchange and its Subsidiary Company (including a company which is to become a Subsidiary Company for which said authorization is sought) for three business years after said authorization is granted.

三 当該認可に係る子会社となる会社に関する次に掲げる書類

(iii) the following documents relating to a company which is to become a Subsidiary Company for which said authorization is sought:

イ 商号及び本店の所在の場所を記載した書面

(a) a document stating the trade name and the location of the head office;

ロ 業務の内容を記載した書類

(b) a document stating the business contents;

ハ 取締役及び監査役（委員会設置会社にあつては、取締役及び執行役。第五十七条第二項及び第六十一条第一項第三号ハにおいて同じ。）の氏名及び役職名を記載した書面

(c) a document stating the names and titles of directors and company auditors (in case of a company with committees, directors, and executive officers; the same applies in Article 57, paragraph (2) and Article 61, paragraph (1), item (iii), sub-item (c));

ニ 会計参与設置会社にあつては、会計参与の氏名又は名称を記載した書面

(d) in the case of a company with accounting advisors, a document stating the names of the accounting advisors;

ホ 定款

(e) the articles of incorporation;

へ 登記事項証明書

(f) the certificate of registered matters; and

ト 最終の貸借対照表、損益計算書及び株主資本等変動計算書その他最近における業務、財産及び損益の状況を知ることができる書類

(g) the latest balance sheet, profit and loss statement, and statement of changes in shareholders' equity, etc., and any other document disclosing the recent status of the business, assets, and profit and loss; and

四 その他参考となるべき事項を記載した書類

(iv) other documents stating matters which may be helpful.

2 法第八十七条の三第四項の認可を受けようとする金融商品取引所は、次に掲げる事項を記載した認可申請書を金融庁長官に提出しなければならない。

(2) A Financial Instruments Exchange which intends to obtain the authorization under Article 87-3, paragraph (4) of the Act must submit to the Commissioner of the Financial Services Agency a written application for authorization stating the following matters:

一 自主規制法人を設立する理由

(i) the reasons for establishing of the Self-Regulation Organization;

二 設立する自主規制法人に関する次に掲げる事項

(ii) the following matters in relation to the Self-Regulation Organization to be established:

イ 名称

(a) the name thereof;

ロ 事務所の所在の場所

(b) the location of the office;

ハ 役員になろうとする者の氏名

(c) the names of persons who are to assume positions as its Officers; and

ニ 会員になろうとする者の商号又は名称及び出資の予定額

(d) the trade names or names of the persons to become members, and the scheduled amount of contributions.

3 前項の認可申請書には、同項第二号ハの役員になろうとする者の履歴書を添付しなければならない。

(3) Resumes of the persons who are to assume the positions as Officers as set forth in sub-item (c), item (ii) of the preceding paragraph must be attached to the written application for authorization set forth in that paragraph.

(金融商品取引所の子会社に係る認可の予備審査)

(Preliminary Examination for Authorization Pertaining to a Subsidiary Company of a Financial Instruments Exchange)

第十条の二 法第八十七条の三第一項ただし書の認可を受けようとする金融商品取引所は、前条第一項の認可申請書及び同項各号の書類に準じた書類を金融庁長官に提出して予備審査を求めることができる。

Article 10-2 A Financial Instruments Exchange which intends to obtain the authorization under the proviso to Article 87-3, paragraph (1) of the Act may seek a preliminary examination by submitting to the Commissioner of the Financial Services Agency a written application for authorization as set forth in paragraph (1) of the preceding Article and the document equivalent to those set forth in the items of that paragraph.

第二節 金融商品会員制法人

Section 2 Financial Instruments Incorporated Association

(認可を要する定款に係る事項)

(Matters Pertaining to the Articles of Incorporation Which Require Authorization)

第十一条 法第八十八条の三第二項各号に掲げる事項については、その細則を定款以外の規則に委ねる場合においても、当該規則の変更について法第一百四十九条第一項の認可を受けなければならない。

Article 11 With regard to the matters listed in each of the items of Article 88-3, paragraph (2) of the Act, even in the case that the detailed regulations are to be prescribed by rules other than the articles of incorporation, changes to said rules must be authorized set forth in Article 149, paragraph (1) of the Act.

(財産目録)

(Inventory of Assets)

第十二条 法第百条の十七第一項において準用する会社法第四百九十二条第一項の規定により作成すべき財産目録については、この条の定めるところによる。

Article 12 (1) An inventory of assets to be prepared pursuant to the provisions of Article 492, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 100-17, paragraph (1) of the Act is governed by the provisions of this Article.

2 前項の財産目録に計上すべき財産については、その処分価格を付すことが困難な場合を除き、法第百条の十七第一項において準用する会社法第六百四十四条各号（第三号を除く。）に掲げる場合に該当することとなった日における処分価格を付さなければならない。この場合において、清算中の金融商品会員制法人の会計帳簿については、財産目録に付された価格を取得価額とみなす。

(2) With regard to the assets to be recorded in the inventory of assets set forth in the preceding paragraph, the disposal price thereof as of the day on which the Financial Instruments Incorporated Association has fallen under the cases listed in the items of Article 644 of the Companies Act (excluding item (iii)) as applied mutatis mutandis pursuant to Article 100-17, paragraph (1) of the Act must be included, except when it is difficult to include the disposal price. In this case, with regard to the accounting books of the Financial Instruments

Incorporated Association in liquidation, the price recorded in the inventory of assets is deemed to be the acquisition value.

3 第一項の財産目録は、次に掲げる部に区分して表示しなければならない。この場合において、第一号及び第二号に掲げる部は、その内容を示す適当な名称を付した項目に細分することができる。

(3) The inventory of assets set forth in paragraph (1) must consist of the following sections, in which case, the sections listed items (i) and (ii) may be further divided into items that have been given appropriate titles indicating their contents:

一 資産

(i) assets;

二 負債

(ii) liabilities; and

三 正味資産

(iii) net worth.

(清算開始時の貸借対照表)

(Balance Sheet at the Time of Commencement of Liquidation)

第十三条 法第百条の十七第一項において準用する会社法第四百九十二条第一項の規定により作成すべき貸借対照表については、この条の定めるところによる。

Article 13 (1) The balance sheet to be prepared pursuant to the provisions of Article 492, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 100-17, paragraph (1) of the Act is governed by the provisions of this Article.

2 前項の貸借対照表は、財産目録に基づき作成しなければならない。

(2) The balance sheet set forth in the preceding paragraph must be prepared based on the inventory of assets.

3 第一項の貸借対照表は、次に掲げる部に区分して表示しなければならない。この場合において、第一号及び第二号に掲げる部は、その内容を示す適当な名称を付した項目に細分することができる。

(3) The balance sheet set forth in paragraph (1) must consist of the following sections, in which case, the sections listed items (i) and (ii) may be further divided into items that have been given appropriate titles indicating their contents:

一 資産

(i) assets;

二 負債

(ii) liabilities; and

三 純資産

(iii) net assets.

4 処分価格を付すことが困難な資産がある場合には、第一項の貸借対照表には、当該

資産に係る財産評価の方針を注記しなければならない。

(4) When it is difficult to record the disposal price for any asset, an explanatory note on the policy of assets valuation pertaining to said asset must be stated in the balance sheet set forth paragraph (1).

(決算報告)

(Statement of Accounts)

第十四条 法第百条の十七第一項において準用する会社法第五百七条第一項の規定により作成すべき決算報告は、次に掲げる事項を内容とするものでなければならない。この場合において、第一号及び第二号に掲げる事項については、適切な項目に細分することができる。

Article 14 (1) The statement of accounts to be prepared pursuant to the provisions of Article 507, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 100-17, paragraph (1) of the Act must include the following information, in which case the matters listed in items (i) and (ii) may be divided into appropriate sections:

一 債権の取立て、資産の処分その他の行為によって得た収入の額

(i) the amount of income generated from the collection of claims, disposition of assets, or any other act;

二 債務の弁済、清算に係る費用の支払その他の行為による費用の額

(ii) the amount of expenses for payment of obligations, liquidation expenses, and expenses incurred in relation to payment and any other act;

三 残余財産の額（支払税額がある場合には、その税額及び当該税額を控除した後の財産の額）

(iii) the amount of residual assets (when any tax amount is payable, such tax amount, and the amount of assets after deduction of said tax amount); and

四 一会員当たりの分配額

(iv) the amount distributed per member.

2 前項第四号に掲げる事項については、次に掲げる事項を注記しなければならない。

(2) With regard to the matter listed in item (iv) of the preceding paragraph, the following matters must be stated:

一 残余財産の分配を完了した日

(i) the day when distribution of the residual assets was completed;

二 残余財産の全部又は一部が金銭以外の財産である場合には、当該財産の種類及び価額

(ii) when all or a part of the residual assets are assets other than money, the type of said residual assets and the value thereof.

第三節 組織変更

Section 3 (Entity Conversion)

(組織変更をする会員金融商品取引所の事前開示事項)

(Matters Subject to Prior Disclosure by Membership-Type Financial Instruments Exchange Implementing an Entity Conversion)

第十五条 法第百一条の三第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 15 The matters specified by Cabinet Office Ordinance, referred to in Article 101-3, paragraph (1) of the Act, are as follows:

一 組織変更計画の内容

(i) the details of the entity conversion plan;

二 組織変更後株式会社金融商品取引所の債務の履行の見込みに関する事項

(ii) matters relating to the prospects for the performance of obligations by the Stock Company-Operated Financial Instruments Exchange after the Entity Conversion; and

三 法第百一条の三第一項の規定により同項の書面又は電磁的記録（法第十三条第五項に規定する電磁的記録をいう。第二十六条及び第九十六条を除き、以下同じ。）を主たる事務所に備え置いた日後、前二号に掲げる事項に変更が生じたときは、変更後の当該事項

(iii) if, after the day when the documents or the electronic or magnetic records (meaning electronic or magnetic records set forth in Article 13, paragraph (5) of the Act; the same applies hereinafter, except in Article 26 and Article 96) set forth in Article 101-3, paragraph (1) of the Act have been placed at the principal office pursuant to the provisions of that paragraph, any change in the matters listed in the preceding two items has arisen, said matters after the change.

(電磁的記録に記録された事項を表示する方法)

(Method to Indicate Information Recorded in an Electronic or Magnetic Record)

第十六条 次に掲げる規定に規定する内閣府令で定める方法は、次に掲げる規定の電磁的記録に記録された事項を紙面又は映像面に表示する方法とする。

Article 16 The method specified by Cabinet Office Ordinance referred to in the following provisions is a method of presenting the information recorded in the electronic or magnetic records listed in the following provisions on paper or on a computer screen:

一 法第百一条の三第二項第三号

(i) Article 101-3, paragraph (2), item (iii) of the Act;

二 法第百一条の五第二項第三号

(ii) Article 101-5, paragraph (2), item (iii) of the Act;

三 法第百二条の三十一第二項第二号

(iii) Article 102-31, paragraph (2), item (ii) of the Act;

四 法第百五条の十六第二項第二号

(iv) Article 105-16, paragraph (2), item (ii) of the Act;

- 五 法第百三十九条の三第二項第三号
(v) Article 139-3, paragraph (2), item (iii) of the Act;
- 六 法第百三十九条の四第九項第三号
(vi) Article 139-4, paragraph (9), item (iii) of the Act;
- 七 法第百三十九条の五第二項第三号
(vii) Article 139-5, paragraph (2), item (iii) of the Act;
- 八 法第百三十九条の六第五項第三号
(viii) Article 139-6, paragraph (5), item (iii) of the Act;
- 九 法第百三十九条の七第二項第三号
(ix) Article 139-7, paragraph (2), item (iii) of the Act;
- 十 法第百三十九条の十三第三項第三号
(x) Article 139-13, paragraph (3), item (iii) of the Act;
- 十一 法第百三十九条の十四第二項第三号
(xi) Article 139-14, paragraph (2), item (iii) of the Act; and
- 十二 法第百三十九条の二十一第三項第三号
(xii) Article 139-21, paragraph (3), item (iii) of the Act.

(電磁的記録に記録された事項を提供するための電磁的方法)

(Electronic or Magnetic Means for Provision of Information Recorded in
Electronic or Magnetic Records)

第十七条 法第百一条の三第二項第四号に規定する内閣府令で定めるものは、次に掲げる方法であって組織変更をする会員金融商品取引所の定めたものとする。

Article 17 The electronic or magnetic means specified by Cabinet Office Ordinance, referred to in Article 101-3, paragraph (2), item (iv) of the Act, is the means listed in the following items and designated by a Membership-Type Financial Instruments Exchange implementing an Entity Conversion.

一 電子情報処理組織を使用する方法のうち、送信者の使用に係る電子計算機と受信者の使用に係る電子計算機とを接続する電気通信回線を通じて送信し、受信者の使用に係る電子計算機に備えられたファイルに記録するもの

(i) from among the means of using an Electronic Data Processing System, the method of transmitting information via a telecommunications line that links the computer used by the sender to the computer used by the receiver and recording it in a file stored on the computer used by the receiver; or

二 磁気ディスクその他これに準ずる方法により一定の情報を確実に記録しておくことができる物をもって調製するファイルに情報を記録したものを交付する方法

(ii) the method of delivering a file which has been prepared using media which are capable of reliably recording certain information by magnetic disk or any other method similar thereto in which the information is recorded.

(組織変更後株式会社金融商品取引所の事後開示事項等)

(Matters Subject to Ex-Post Facto Disclosure, etc. by Stock Company-Operated

Financial Instruments Exchange after Entity Conversion)

第十八条 法第百一条の五第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 18 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 101-5, paragraph (1) of the Act, are as follows:

一 組織変更が効力を生じた日

(i) the day when the Entity Conversion became effective;

二 組織変更をする会員金融商品取引所における法第百一条の四の規定による手続の経過

(ii) the progress of the procedures under Article 101-4 of the Act conducted by the Membership-Type Financial Instruments Exchange implementing the Entity Conversion; and

三 法第百一条の二十第一項の登記をした日

(iii) the date of the registration set forth in Article 101-20, paragraph (1) of the Act.

2 法第百一条の五第二項第四号に規定する内閣府令で定めるものは、前条各号に掲げる方法であって組織変更後株式会社金融商品取引所の定めたものとする。

(2) Matters specified by Cabinet Office Ordinance, referred to in Article 101-5, paragraph (2), item (iv) of the Act, are the methods listed in each of the items of the preceding Article and designated by the Stock Company-Operated Financial Instruments Exchange after Entity Conversion.

(一に満たない株式の端数を処理する場合における市場価格)

(Market Price for Processing of Fractions of Less Than One Share)

第十九条 法第百一条の六第二項において準用する会社法第二百三十四条第二項に規定する内閣府令で定める方法は、次の各号に掲げる場合の区分に応じ、当該各号に定める額をもって同項に規定する株式の価格とする方法とする。

Article 19 The method specified by Cabinet Office Ordinance, referred to in Article 234, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 101-6, paragraph (2) of the Act, are the method whereby the amount listed in each of the following items is treated as the price of shares set forth in each item, in accordance with the categories of the respective cases set forth therein:

一 当該株式を市場において行う取引によって売却する場合 当該取引によって売却する価格

(i) when said shares are sold through a market transaction: the sale price of said transaction;

二 前号に掲げる場合以外の場合 次に掲げる額のうちいずれか高い額

(ii) in cases other than the case set forth the preceding item: the higher of the following prices:

イ 法第百一条の六第二項において読み替えて準用する会社法第二百三十四条第二

項の規定により売却する日（以下この号において「売却日」という。）における当該株式を取引する市場における最終の価格（当該売却日に売買取引がない場合又は当該売却日が当該市場の休業日に当たる場合にあっては、その後最初になされた売買取引の成立価格）

(a) the closing price of said shares on the market in which said shares are traded, as of the day when said shares were sold, pursuant to the provisions of Article 234, paragraph (2) of the Companies Act as applied mutatis mutandis by replacing certain terms pursuant to Article 101-6, paragraph (2) of the Act (hereinafter referred to as the "Day of Sale" in this item) (if no purchase and sale transaction has been conducted on the Day of Sale, or if the Day of Sale falls in a non-business day of said market, the contract price of the purchase and sale transaction effected for the first time after said day); or

ロ 売却日において当該株式が公開買付け等（法第二十七条の二第六項（法第二十七条の二十二の二第二項において準用する場合を含む。）に規定する公開買付け及びこれに相当する外国の法令に基づく制度をいう。ロ及び第二十八条第二号において同じ。）の対象であるときは、当該売却日における当該公開買付け等に係る契約における当該株式の価格

(b) when, as of the Day of Sale, said shares are the subject of a Tender Offer, etc. (meaning a Tender Offer as set forth in Article 27-2, paragraph (6) of the Act (including the cases where it is applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of the Act) or a system equivalent thereto established under foreign laws and regulations; the same applies in (b) of this item and Article 28, item (ii)), the price of said shares provided for in the contract pertaining to said Tender Offer, etc. as of said Day of Sale.

（会計慣行のしん酌）

(Consideration of Accounting Practices)

第二十条 次条及び第二十二条の用語の解釈及び規定の適用に関しては、一般に公正妥当と認められる企業会計の基準その他の企業会計の慣行をしん酌しなければならない。

Article 20 For the purpose of interpretation of terms set forth in the following Article and Article 22 and application of the provisions thereunder, business accounting standards that are generally accepted as fair and appropriate and any other corporate accounting practices must be considered.

（組織変更後株式会社金融商品取引所の資本金として計上すべき額）

(Amount to Be Recorded in Stated Capital of Stock Company-Operated Financial Instruments Exchange after Entity Conversion)

第二十一条 法第百一条の七に規定する内閣府令で定める組織変更後株式会社金融商品取引所の資本金として計上すべき額は、組織変更の直前の会員金融商品取引所の基本金の額とする。

Article 21 The amount to be recorded in the stated capital of a Stock Company-Operated Financial Instruments Exchange after Entity Conversion, which is specified by Cabinet Office Ordinance referred to in Article 101-7 of the Act, is the amount of the capital funds of a Membership-Type Financial Instruments Exchange immediately before Entity Conversion.

(組織変更に際しての計算に必要な事項)

(Necessary Matters Concerning Accounting in Relation to Entity Conversion)

第二十二條 法第百一條の八に規定する内閣府令で定める組織変更に際しての計算に必要な事項は、この條の定めるところによる。

Article 22 (1) The necessary matters concerning accounting in relation to an Entity Conversion specified by Cabinet Office Ordinance, referred to in Article 101-8 of the Act, are governed by the provisions of this Article.

2 会員金融商品取引所が組織変更をする場合には、当該組織変更をすることを理由にその有する資産及び負債の帳簿価額を変更することはできない。

(2) When a Membership-Type Financial Instruments Exchange intends to implement an Entity Conversion, the book value of assets and liabilities thereof may not be altered for the reasons of such Entity Conversion.

3 会員金融商品取引所が組織変更をする場合には、組織変更後株式会社金融商品取引所の次の各号に掲げる額は、当該各号に定める額とする。

(3) When a Membership-Type Financial Instruments Exchange intends to implement an Entity Conversion, each of the amounts listed in each of the following items in regard to a Stock Company-Operated Financial Instruments Exchange after Entity Conversion is the amount specified by the respective item:

一 資本準備金の額 零

(i) the amount of capital reserve: zero;

二 その他資本剰余金の額 イに掲げる額からロに掲げる額を減じて得た額

(ii) the amount of any other capital surplus: the amount obtained by subtracting the amount listed in sub-item (b) below from the amount listed in sub-item (a) below:

イ 組織変更の直前の会員金融商品取引所の基本準備金の額

(a) the amount of basic reserve of the Membership-Type Financial Instruments Exchange immediately before the Entity Conversion.

ロ 組織変更をする会員金融商品取引所の会員に対して交付する金銭の額のうち、組織変更をする会員金融商品取引所がその他資本剰余金の額から減ずるべき額と定めた額

(b) of the amount of money to be delivered to the members of the Membership-Type Financial Instruments Exchange implementing the Entity Conversion, the amount which the Membership-Type Financial Instruments Exchange implementing the Entity Conversion has

determined to reduce from the amount of other capital surplus.

三 利益準備金の額 零

(iii) the amount of retained earnings reserve: zero;

四 その他利益剰余金の額 イに掲げる額からロに掲げる額を減じて得た額

(iv) the amount of other retained earnings: the amount obtained by subtracting the amount listed in sub-item (b) below from the amount listed in sub-item (a) below:

イ 組織変更の直前の会員金融商品取引所の剰余金又は不足金の額

(a) the amount of surplus or shortfall of the Membership-Type Financial Instruments Exchange immediately before the Entity Conversion.

ロ 組織変更をする会員金融商品取引所の会員に対して交付する金銭の額のうち、組織変更をする会員金融商品取引所がその他利益剰余金の額から減ずるべき額と定めた額

(b) of the amount of money to be delivered to the members of Membership-Type Financial Instruments Exchange implementing the Entity Conversion, the amount which the Membership-Type Financial Instruments Exchange implementing the Entity Conversion has determined to reduce from the amount of other retained earnings.

(組織変更時発行株式の引受けの申込みをしようとする者に対して通知すべき事項)

(Matters Requiring Notices to Person Intending to Make Application for Subscription of Shares Issued upon Entity Conversion)

第二十三条 法第百一条の十第一項第四号に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 23 The matters specified by Cabinet Office Ordinance, referred to in Article 101-10, paragraph (1), item (iv) of the Act, are as follows:

一 組織変更後株式会社金融商品取引所の発行可能株式総数（当該組織変更後株式会社金融商品取引所が種類株式発行会社である場合にあっては、各種類の株式の発行可能種類株式総数を含む。）

(i) the total number of authorized shares of the Stock Company-Operated Financial Instruments Exchange after Entity Conversion (when said Stock Company-Operated Financial Instruments Exchange after Entity Conversion is a company with class shares, including the total number of authorized shares in each class);

二 組織変更後株式会社金融商品取引所（種類株式発行会社を除く。）が発行する株式の内容として会社法第百七条第一項各号に掲げる事項を定めているときは、当該株式の内容

(ii) if the Stock Company-Operated Financial Instruments Exchange after Entity Conversion (excluding a company with class shares) has prescribed the matters set forth in each of the items of Article 107, paragraph (1) of the Companies Act as the features of the shares to be issued, the features of said

shares;

三 組織変更後株式会社金融商品取引所（種類株式発行会社に限る。）が会社法第百八条第一項各号に掲げる事項につき内容の異なる株式を発行することとしているときは、各種類の株式の内容（ある種類の株式につき同条第三項の定款の定めがある場合において、当該定款の定めにより組織変更後株式会社金融商品取引所が当該種類の株式の内容を定めていないときは、当該種類の株式の内容の要綱）

(iii) if the Stock Company-Operated Financial Instruments Exchange after Entity Conversion (limited to a company with class shares) has decided to issue shares with different features as to the matters set forth in each of the items of Article 108, paragraph (1) of the Companies Act, the features of the respective classes of shares (when, with regard to a certain class of shares, there is a provisions in the articles of incorporation as prescribed under the provisions of paragraph (3) of that Article, and if the Stock Company-Operated Financial Instruments Exchange after Entity Conversion, as provided for in such provisions of the articles of incorporation, has not prescribed the features of said class of shares, the outline of the features of said class of shares);

四 単元株式数についての組織変更後株式会社金融商品取引所の定款の定めがあるときは、その単元株式数（当該組織変更後株式会社金融商品取引所が種類株式発行会社である場合にあっては、各種類の株式の単元株式数）

(iv) when there are any provisions concerning a share unit in the articles of incorporation of the Stock Company-Operated Financial Instruments Exchange after Entity Conversion, such share units (when said Stock Company-Operated Financial Instruments Exchange after Entity Conversion is a company with class shares, the share units of respective class of shares);

五 次に掲げる組織変更後株式会社金融商品取引所の定款の定めがあるときは、その規定

(v) when the articles of incorporation of the Stock Company-Operated Financial Instruments Exchange after Entity Conversion contains any of the provisions listed in the following sub-items, said provisions:

イ 会社法第百三十九条第一項、第百四十条第五項又は第百四十五条第一号若しくは第二号に規定する定款の定め

(a) the provisions of the articles of incorporation as set forth in Article 139, paragraph (1), Article 140, paragraph (5), or Article 145, item (i) or (ii) of the Companies Act;

ロ 会社法第百六十四条第一項に規定する定款の定め

(b) the provisions of the articles of incorporation as set forth in Article 164, paragraph (1) of the Companies Act;

ハ 会社法第百六十七条第三項に規定する定款の定め

(c) the provisions of the articles of incorporation as set forth in Article 167, paragraph (3) of the Companies Act;

- ニ 会社法第百六十八条第一項又は第百六十九条第二項に規定する定款の定め
 (d) the provisions of the articles of incorporation as set forth in Article 168, paragraph (1) or Article 169, paragraph (2) of the Companies Act;
- ホ 会社法第百七十四条に規定する定款の定め
 (e) the provisions of the articles of incorporation as set forth in Article 174 of the Companies Act;
- ヘ 会社法第三百四十七条に規定する定款の定め
 (f) the provisions of the articles of incorporation as set forth in Article 347 of the Companies Act;
- ト 会社法施行規則（平成十八年法務省令第十二号）第二十六条第一号又は第二号に規定する定款の定め
 (g) the provisions of the articles of incorporation as set forth in Article 26, item (i) or (ii) of the Ordinance for Enforcement of the Companies Act (Ordinance of the Ministry of Justice No. 12 of 2006).
- 六 株主名簿管理人を置く旨の組織変更後株式会社金融商品取引所の定款の定めがあるときは、その氏名又は名称及び住所並びに営業所
 (vi) when there are any provisions in the articles of incorporation of the Stock Company-Operated Financial Instruments Exchange after Entity Conversion to the effect that a shareholder registry administrator is appointed, the name and the address thereof, and the business office thereof.
- 七 組織変更後株式会社金融商品取引所の定款に定められた事項（法第百一条の十第一項第一号から第三号まで及び前各号に掲げる事項を除く。）であつて、会員金融商品取引所に対して組織変更時発行株式（法第百一条の九第一号に規定する組織変更時発行株式をいう。第三十条第二項第十号において同じ。）の引受けの申込みをしようとする者が当該者に対して通知することを請求した事項
 (vii) from among the matters provided for in the articles of incorporation of the Stock Company-Operated Financial Instruments Exchange after Entity Conversion (excluding the matters listed in Article 101-10, paragraph (1), items (i) through (iii) of the Act and each of the preceding items), the matters on which a person who intends to make an application for the subscription for Shares Issued upon Entity Conversion (meaning the Shares Issued upon Entity Conversion set forth in Article 101-9, item (i) of the Act; the same applies in Article 30, paragraph (2), item (x)) to a Membership-Type Financial Instruments Exchange has required a notification.

（電磁的方法の種類及び内容）

(Types and Contents of Electronic or Magnetic Means)

第二十四条 令第十九条の二の五第一項の規定により示すべき電磁的方法（同項に規定する電磁的方法をいう。）の種類及び内容は、次に掲げるものとする。

Article 24 The types and contents of electronic or magnetic means to be indicated pursuant to the provisions of Article 19-2-5, paragraph (1) of the

Cabinet Order (meaning the electronic or magnetic means set forth in that paragraph) are as follows:

一 次に掲げる方法のうち、送信者が使用するもの

(i) from among the means listed in the following, the means to be used by the sender:

イ 電子情報処理組織を使用する方法のうち次に掲げるもの

(a) among the methods using an electronic data processing system, the following methods:

(1) 送信者の使用に係る電子計算機と受信者の使用に係る電子計算機とを接続する電気通信回線を通じて送信し、受信者の使用に係る電子計算機に備えられたファイルに記録する方法

1. the method of transmitting information via a telecommunications line that links the computer used by the sender to the computer used by the receiver and recording it in a file stored on the computer used by the receiver; or

(2) 送信者の使用に係る電子計算機に備えられたファイルに記録された情報の内容を電気通信回線を通じて情報の提供を受ける者の閲覧に供し、当該情報の提供を受ける者の使用に係る電子計算機に備えられたファイルに当該情報を記録する方法

2. the method of making the contents of information recorded into a file stored on a computer used by the sender available for inspection by the receiver of the information via a telecommunications line, and recording said information into a file stored on the computer used by said receiver of information.

ロ 磁気ディスクその他これに準ずる方法により一定の情報を確実に記録しておくことができる物をもって調製するファイルに情報を記録したものを交付する方法

(b) the method of delivering a file which has been prepared using media which are capable of reliably recording certain information by magnetic disk or any other method similar thereto in which the information is recorded.

二 ファイルへの記録の方式

(ii) the format for recording information into files.

(電磁的方法)

(Electronic or Magnetic Means)

第二十五条 令第十九条の二の五第一項に規定する電子情報処理組織を使用する方法その他の情報通信の技術を利用する方法であつて内閣府令で定める方法は、次に掲げる方法とする。

Article 25 (1) The method using an electronic data processing system or any other method using information and communications technology which is specified by Cabinet Office Ordinance, referred to in Article 19-2-5, paragraph

(1) of the Cabinet Order, is as follows:

一 電子情報処理組織を使用する方法のうちイ又はロに掲げるもの

(i) from among the methods using an electronic data processing system, the methods listed in the following sub-item (a) or (b):

イ 送信者の使用に係る電子計算機と受信者の使用に係る電子計算機とを接続する電気通信回線を通じて送信し、受信者の使用に係る電子計算機に備えられたファイルに記録する方法

(a) the method of transmitting information via a telecommunications line that links the computer used by the sender to the computer used by the receiver and recording it in a file stored on the computer used by the receiver;

ロ 送信者の使用に係る電子計算機に備えられたファイルに記録された情報の内容を電気通信回線を通じて情報の提供を受ける者の閲覧に供し、当該情報の提供を受ける者の使用に係る電子計算機に備えられたファイルに当該情報を記録する方法

(b) the method of making available the contents of information recorded in a file stored on the computer used by the sender for inspection by the receiver of the information via a telecommunications line, and recording said information in a file stored on the computer used by said receiver of information;

二 磁気ディスクその他これに準ずる方法により一定の情報を確実に記録しておくことができる物をもって調製するファイルに情報を記録したものを交付する方法

(ii) the method of delivering a file which has been prepared using media which are capable of reliably recording certain information by way of magnetic disk or any other method similar thereto in which the information is recorded.

2 前項各号に掲げる方法は、受信者がファイルへの記録を出力することにより書面を作成することができるものでなければならない。

(2) The methods listed in each of the items of the preceding paragraph must be methods that enable the receiver to create a document by outputting the information that is recorded in the file.

(検査役が提供する電磁的記録)

(Electronic or Magnetic Records to Be Provided by Inspectors)

第二十六条 法第百一条の十六第三項において準用する会社法第二百七条第四項に規定する内閣府令で定めるものは、商業登記規則（昭和三十九年法務省令第二十三号）第三十六条第一項に規定する磁気ディスク（電磁的記録に限る。）及び同法第二百七条第四項の規定により電磁的記録の提供を受ける者が定める電磁的記録とする。

Article 26 The electronic or magnetic records specified by Cabinet Office Ordinance, referred to in Article 207, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 101-16, paragraph (3) of the Act, are a magnetic disk prescribed in Article 36, paragraph (1) of the Ordinance for

Commercial Registration (Ordinance of the Ministry of Justice No. 23 of 1964) (limited to electronic or magnetic records), and the electronic or magnetic records designated by the person who receives the electronic or magnetic records pursuant to the provisions of Article 207, paragraph (4) of the Companies Act.

(検査役による電磁的記録に記録された事項の提供)

(Information Recorded on Electronic or Magnetic Records to Be Provided by Inspectors)

第二十七条 法第百一条の十六第三項において準用する会社法第二百七条第六項に規定する内閣府令で定める方法は、電磁的方法のうち、同項の規定により同項の電磁的記録に記録された事項の提供を受ける者が定めるものとする。

Article 27 The methods specified by Cabinet Office Ordinance, referred to in Article 207, paragraph (6) of the Companies Act as applied *mutatis mutandis* pursuant to Article 101-16, paragraph (3) of the Act, are the electronic or magnetic means designated by a person who, pursuant to the provisions of that paragraph, receives the information recorded on the electronic or magnetic records as set forth in that paragraph.

(検査役の調査を要しない市場価格のある有価証券)

(Securities with Market Price Exempted from the Requirement of Investigation by Inspector)

第二十八条 法第百一条の十六第三項において準用する会社法第二百七条第九項第三号に規定する内閣府令で定める方法は、次に掲げる額のうちいずれか高い額をもって同号に規定する有価証券の価格とする方法とする。

Article 28 The method specified by Cabinet Office Ordinance, referred to in Article 207, paragraph (9), item (iii) of the Companies Act as applied *mutatis mutandis* pursuant to Article 101-16, paragraph (3) of the Act, is the method whereby the higher of the following amounts is treated as the price of Securities prescribed in that item:

一 法第百一条の九第三号の価額を定めた日（以下この条において「価額決定日」という。）における当該有価証券を取引する市場における最終の価格（当該価額決定日に売買取引がない場合又は当該価額決定日が当該市場の休業日に当たる場合にあっては、その後最初になされた売買取引の成立価格）

(i) The closing price of the Securities at the market where said Securities are traded, as of the day when the value set forth in Article 101-9, item (iii) of the Act was determined (hereinafter referred to as a "Valuation Day" in this Article) (when no purchase and sale transaction is conducted on the Valuation Day, or when the Valuation Day falls on a non-business day of said market, the contract price of the purchase and sale transaction effected for the first time after said day); or

二 価額決定日において当該有価証券が公開買付け等の対象であるときは、当該価額決定日における当該公開買付け等に係る契約における当該有価証券の価格

(ii) when, as of the Valuation Day, said Securities are the subject of a Tender Offer, etc., the price of said Securities provided for in the contract pertaining to said Tender Offer as of said Valuation Day.

(出資された財産等の価額が不足する場合に責任をとるべき理事)

(Board Member to Be Held Liable in Case of a Shortfall in the Value of Assets Contributed)

第二十九条 法第百一条の十六第三項において準用する会社法第二百十三条第一項第二号に規定する内閣府令で定めるものは、次に掲げる者とする。

Article 29 A person specified by Cabinet Office Ordinance, referred to in Article 213, paragraph (1), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 101-16, paragraph (3) of the Act, is as follows:

一 総会に現物出資財産（法第百一条の十三第一項に規定する現物出資財産をいう。）の価額の決定に関する議案を提案した理事

(i) A board member who submitted a proposal regarding valuation of Property Contributed in Kind (meaning a Property Contributed in Kind as set forth in Article 101-13, paragraph (1) of the Act) to a general meeting of members; or

二 前号の議案の提案の決定に同意した理事

(ii) A board member who gave consent to the decision to submit the proposal under the preceding item.

(組織変更認可申請書)

(Written Application for Authorization of Entity Conversion)

第三十条 法第百一条の十七第一項の認可を受けようとする者は、同条第二項の組織変更認可申請書に同条第三項に規定する書類を添付して金融庁長官に提出しなければならない。

Article 30 (1) A person who intends to obtain the authorization under Article 101-17, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency a written application for authorization of entity conversion under paragraph (2) of that Article, attaching the documents set forth in paragraph (3) of that Article.

2 法第百一条の十七第三項に規定する内閣府令で定める書類は、次に掲げる書類とする。

(2) The documents specified by Cabinet Office Ordinance, referred to in Article 101-17, paragraph (3) of the Act, are as follows:

一 組織変更の理由を記載した書面

(i) a document stating the reasons for implementing the Entity Conversion;

二 組織変更計画の内容を記載した書面

(ii) a document stating the contents of the entity conversion plan;

- 三 組織変更後株式会社金融商品取引所の定款、業務規程及び受託契約準則
- (iii) the articles of incorporation, operational rules, and brokerage contract rules of the Stock Company-Operated Financial Instruments Exchange after Entity Conversion;
- 四 組織変更計画を承認した総会の議事録その他必要な手続があったことを証する書面
- (iv) the minutes of the general meeting of members in which the entity conversion plan was approved, or and any other document evidencing that necessary procedures have been taken;
- 五 貸借対照表及び当該貸借対照表とともに作成された収支計算書
- (v) a balance sheet and an income and expenditure statement prepared along with said balance sheet;
- 六 組織変更後株式会社金融商品取引所の役員の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）及び住民票の抄本（本籍の記載のあるもの限り、役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面並びに役員が法第二十九条の四第一項第二号イからトまで及び会社法第三百三十一条第一項第三号又は第三百三十三条第三項各号のいずれにも該当しない者であることを当該役員が誓約する書面
- (vi) the resumes of Officers (when any Officer is a corporation, a document describing the background of such Officer) and extracts of the certificates of residence of Officers (limited to extracts containing descriptions of their registered domiciles; and when any Officer is a corporation, the certificate of registered matters thereof) of the Stock Company-Operated Financial Instruments Exchange after Entity Conversion, or documents in lieu thereof; and documents in which said Officers have pledged that they do not fall under any of the categories of persons listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act, in Article 331, paragraph (1), item (iii) of the Companies Act, and in the items of Article 333, paragraph (3) of that Act;
- 七 主要な株主の氏名、住所又は居所、国籍及び職業（株主が法人その他の団体である場合には、その商号又は名称、本店又は主たる事務所の所在の場所及び行っている事業の内容）並びにその保有する議決権の数を記載した書類
- (vii) a document stating the names, domiciles or residences, nationalities and occupations of major shareholders (when any major shareholder is a corporation or other type of organization, its trade name or name, the location of its head office or the principal office, and the contents of the business operated), as well as the number of voting rights held by such major shareholders;
- 八 現に存する純資産額を証する書面
- (viii) a document evidencing the existing amount of net assets;
- 九 組織変更後株式会社金融商品取引所の役員となるべき者が就任を承諾したことを

証する書面

(ix) a document evidencing the acceptance of the position by the person to assume the position of Officer of the Stock Company-Operated Financial Instruments Exchange after Entity Conversion;

十 法第百一条の九の規定により組織変更時発行株式を発行するときは、次に掲げる書類

(x) when the Shares Issued upon Entity Conversion are to be issued pursuant to the provisions of Article 101-9 of the Act, the following documents:

イ 組織変更時発行株式の引受けの申込みを証する書面

(a) a document evidencing the application for subscription for Shares Issued upon Entity Conversion;

ロ 金銭を出資の目的とするときは、法第百一条の十三第一項の規定による払込みがあったことを証する書面

(b) when the subject of contribution is money, a document evidencing that the payment under Article 101-13, paragraph (1) of the Act has been made;

ハ 金銭以外の財産を出資の目的とするときは、次に掲げる書類

(c) when the subject of contribution is any assets other than money, the following documents:

(1) 検査役が選任されたときは、検査役の調査報告を記載した書面及びその附属書類

1. if an inspector has been appointed, a document containing the investigation report by the inspector and the documents attached thereto;

(2) 法第百一条の十六第三項において準用する会社法第二百七条第九項第三号に掲げる場合には、有価証券の市場価格を証する書面

2. in the case referred to in Article 207, paragraph (9), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 101-16, paragraph (3) of the Act, a document evidencing the market price of Securities;

(3) 法第百一条の十六第三項において準用する会社法第二百七条第九項第四号に掲げる場合には、同号に規定する証明を記載した書面及びその附属書類

3. in the case referred to in Article 207, paragraph (9), item (iv) of the Companies Act as applied mutatis mutandis pursuant to Article 101-16, paragraph (3) of the Act, a document stating the verification under that item and the documents attached thereto;

(4) 法第百一条の十六第三項において準用する会社法第二百七条第九項第五号に掲げる場合には、同号に規定する金銭債権について記載された会計帳簿

4. in the case referred to in Article 207, paragraph (9), item (v) of the Companies Act as applied mutatis mutandis pursuant to Article 101-16, paragraph (3) of the Act, the accounting book containing a description of the monetary claims set forth in that item.

ニ 検査役の報告に関する裁判があったときは、その謄本

(d) if a judicial decision has been rendered in regard to an inspector's report, a transcript of such judicial decision.

十一 法第百一条の四第二項の規定による公告及び催告をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は組織変更をしても当該債権者を害するおそれがないことを証する書面

(xi) a document evidencing that the public notice and notices under the provisions of Article 101-4, paragraph (2) of the Act have been given, and if any creditor has raised an objection, the fact that the payment has been made or reasonable security has been provided to said creditor or reasonable assets have been deposited in trust for the purpose of having said creditor receive the payment, or that said Entity Conversion is not likely to harm said creditor;

十二 金融商品取引所の業務に関する知識及び経験を有する従業員の確保の状況並びに当該従業員の配置の状況を記載した書類

(xii) a document stating the status of having secured employees who have knowledge and experience in the business of a Financial Instruments Exchange, and the status of such employees' assignments;

十三 組織変更後株式会社金融商品取引所の事務の機構及び分掌を記載した書類

(xiii) a document stating the organizational structure for handling processes of the Stock Company-Operated Financial Instruments Exchange after Entity Conversion, and the allocation of such processes;

十四 その他法第百一条の十八第一項の規定による審査をするため参考となるべき事項を記載した書類

(xiv) a document stating matters which may be helpful in an examination conducted pursuant to the provisions of Article 101-18, paragraph (1) of the Act.

第四節 自主規制法人

Section 4 Self-Regulation Organizations

(認可申請書の添付書類)

(Documents to Be Attached to the Written Application for Authorization)

第三十一条 法第百二条の十五第二項に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 31 (1) The documents specified by Cabinet Office Ordinance, referred to in Article 102-15, paragraph (2) of the Act, are as follows:

一 登記事項証明書

(i) the certificate of registered matters;

二 創立総会の議事録

(ii) the minutes of the organizational meeting;

三 役員の履歴書及び住民票の抄本（本籍の記載のあるものに限る。）又はこれに代わる書面並びに役員が法第二十九条の四第一項第二号イからトまでのいずれにも該当しない者であることを当該役員が誓約する書面

(iii) the resumes and extracts of the certificates of residence (limited to extracts containing descriptions of the registered domiciles) of Officers, or documents in lieu thereof; and documents in which said Officers have pledged that they do not fall under any of the categories of the persons listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act;

四 会員の本店又は主たる事務所の所在の場所を記載した書面

(iv) a document stating the locations of the head offices or the principal offices of members;

五 事業計画書

(v) the business plan;

六 最近における財産及び収支の状況を知ることができる書類

(vi) a document which discloses the recent status of the assets and the income and expenditures;

七 自主規制業務に関する知識及び経験を有する従業員の確保の状況並びに当該従業員の配置の状況を記載した書類

(vii) a document stating the status of having secured employees who have knowledge and experience in Self-Regulation Related Services, and the status of such employees' assignments;

八 自主規制法人の事務の機構及び分掌を記載した書類

(viii) a document stating the organizational structure for handling processes of the Self-Regulation Organization and the allocation of such processes;

九 自主規制業務において電子情報処理組織を使用する場合には、当該電子情報処理組織の概要、設置場所、容量及び保守の方法並びに当該電子情報処理組織に異常が発生した場合の対処方法を記載した書類

(ix) in the case of using an electronic data processing system for the purpose of the Self-Regulation Related Services, a document stating the basic information, location, capacity, and maintenance method of said electronic data processing system, as well as the method of handling of cases where there occurs any malfunction of such electronic data processing system; and

十 その他法第百二条の十六第一項の規定による審査をするため参考となるべき事項を記載した書類

(x) other documents stating matters which may be helpful in an examination conducted pursuant to the provisions of Article 102-16, paragraph (1) of the Act.

2 自主規制法人は、前項第五号、第七号又は第八号に掲げる書類に記載した事項に変更があったときは、遅滞なく、その旨（同項第五号又は第八号に掲げる書類に記載した事項に変更があったときは、その理由を含む。）を記載した届出書を金融庁長官に

提出しなければならない。

(2) If there has been any changes in the matters stated in the document listed in item (v), (vii), or (viii) of the preceding paragraph, a Self-Regulation Organization must, without delay, submit a written notification to that effect (when there is a change in any matter stated in the documents listed in item (v) or (viii) of that paragraph, including the reasons therefor) to the Commissioner of Financial Services Agency.

(自主規制業務の開始に係る認可の予備審査)

(Preliminary Examination for Authorization on Commencement of Self-Regulation Related Services)

第三十二条 法第百二条の十四の認可を受けようとする自主規制法人は、法第百二条の十五第一項の認可申請書及び同条第二項に規定する書類に準じた書類を金融庁長官に提出して予備審査を求めることができる。

Article 32 A Self-Regulation Organization which intends to obtain the authorization under Article 102-14 of the Act may seek a preliminary examination by submitting to the Commissioner of the Financial Services Agency a written application for authorization as set forth in Article 102-15, paragraph (1) of the Act and the document equivalent to those set forth in paragraph (2) of that Article.

(自主規制法人が特定業務を再委託する場合に講ずべき措置)

(Measures to Be Implemented in the Case of Re-Entrustment of Specified Services by a Self-Regulation Organization)

第三十二条の二 第七条の三の規定は、法第百二条の十九第一項ただし書の規定により自主規制法人が特定業務を再委託する場合について準用する。

Article 32-2 The provisions of Article 7-3 apply mutatis mutandis to the cases where a Self-Regulation Organization re-entrusts the Specified Services pursuant to the proviso to Article 102-19, paragraph (1) of the Act.

(理事会の議事録)

(Minutes of Council Meetings)

第三十三条 法第百二条の三十第三項の規定による理事会の議事録の作成については、この条の定めるところによる。

Article 33 (1) Preparation of the minutes of council meetings as set forth in Article 102-30, paragraph (3) of the Act is governed by the provisions in this Article.

2 理事会の議事録は、書面又は電磁的記録をもって作成しなければならない。

(2) The minutes of council meetings must be prepared in writing or by means of electronic or magnetic record.

3 理事会の議事録は、次に掲げる事項を内容とするものでなければならない。

(3) The minutes of council meetings must include the following substance:

一 理事会が開催された日時及び場所（当該場所に存しない理事又は監事が理事会に出席をした場合における当該出席の方法を含む。）

(i) the date, time, and location of convocation of the council (if a board member or an auditor who is not present at said location has participated in the council, the method of said participation is also included);

二 理事会の議事の経過の要領及びその結果

(ii) an outline of the proceedings of the council meeting, and the results thereof;

三 決議を要する事項について特別の利害関係を有する理事があるときは、その氏名

(iii) when any board member has any special interests in the matters that require a resolution of the council, said board member's name; and

四 理事会の議長が存するときは、議長の氏名

(iv) if the council chairperson has been appointed, said chairperson's name;

五 議事録の作成に係る職務を行った理事の氏名

(v) the name of the board member who performed the duties related to preparation of the minutes.

（署名又は記名押印に代わる措置）

(Measures in Lieu of Signing or Affixing Names and Seals)

第三十四条 法第百二条の三十第四項に規定する内閣府令で定める署名又は記名押印に代わる措置は、電磁的記録に記録することができる情報について行われる措置であって、次の要件のいずれにも該当するものとする。

Article 34 The measures in lieu of signing or affixing of names and seals specified by Cabinet Office Ordinance, referred to in Article 102-30, paragraph (4) of the Act, are measures that are implemented in regard to information which can be recorded into the electronic or magnetic records, and satisfy all of the following requirements:

一 当該情報が当該措置を行った者の作成に係るものであることを示すためのものであること。

(i) that the measures indicate that said information has been prepared by the person who has implemented said measures; and

二 当該情報について改変が行われていないかどうかを確認することができるものであること。

(ii) that the measures enable verification as to whether said information has been altered.

（受託自主規制法人の同意を得るべき変更等）

(Changes which Require Consent of Entrusted Self-Regulation Organization)

第三十五条 法第百二条の三十二に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 35 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 102-32 of the Act, are as follows:

一 金融商品等の上場及び上場廃止に関する基準（法第八十四条第二項第一号に掲げる業務の全部又は一部を受託自主規制法人に委託している場合に限る。）

(i) the criteria for listing and delisting of Financial Instruments, etc. (limited to a case where the business listed in Article 84, paragraph (2), item (i) of the Act have been entrusted in whole or in part to the Entrusted Self-Regulation Organization);

二 会員等の資格の付与に関する基準（第七条第二号に掲げる業務の全部又は一部を受託自主規制法人に委託している場合に限る。）

(ii) the criteria for granting qualification as a Member, etc. (limited to a case where the business listed in Article 7, item (ii) have been entrusted in whole or in part to the Entrusted Self-Regulation Organization);

三 特定自主規制業務（受託自主規制法人に委託しているものに限る。次項第五号において同じ。）に関連する業務規程その他の規則（第七条第五号の規定により受託自主規制法人にその作成、変更及び廃止を委託しているもの並びに前各号に掲げるものを除く。）

(iii) the operational rules and any other rules (excluding the rules, preparation, change, or repeal which has been entrusted to the Entrusted Self-Regulation Organization pursuant to the provisions of Article 7, item (v), and also excluding the criteria set forth in each of the preceding items) related to the Specified Self-Regulation Related Services (limited to those entrusted to the Entrusted Self-Regulation Organization; the same applies in item (v) of the following paragraph).

2 委託金融商品取引所は、次の各号（当該委託金融商品取引所が受託自主規制法人に法第八十四条第二項第一号に掲げる業務を委託していない場合にあつては第一号及び第三号を除く。）のいずれかに該当するときは、受託自主規制法人の同意を得るものとする。

(2) When an Entrusting Financial Instruments Exchange falls under any of the categories listed the following items (excluding items (i) and (iii), if said Entrusting Financial Instruments Exchange has not entrusted the business specified in Article 84, paragraph (2), item (i) of the Act to the Entrusted Self-Regulation Organization), it is to obtain consent from the Entrusted Self-Regulation Organization:

一 特定市場デリバティブ取引のための金融商品等の上場及び上場廃止に関連する業務規程その他の規則の作成、変更及び廃止を行おうとするとき。

(i) when it intends to prepare, change, or repeal operational rules or other rules relating to listing and delisting of Financial Instruments, etc. for the Specified Market Derivatives Transactions;

二 前項第一号若しくは第二号に掲げるものに関連する業務規程その他の規則又は同項第三号に掲げるものの作成を行おうとするとき。

(ii) when it intends to prepare operational rules or other rules relating to the criteria listed in item (i) or item (ii) of the preceding paragraph or the operational rules and any other rules specified in item (iii) of that paragraph;

三 金融商品等の上場及び上場廃止に関する基準に関連する定款の変更に係る総会又は株主総会の議案の概要を定めようとするとき。

(iii) when it intends to prepare the outline of a proposal for a general meeting of members or a shareholders meeting which pertains to a change to the articles of incorporation relevant to the criteria for listing and delisting of Financial Instruments, etc.;

四 会員等の資格の付与に関する基準に関連する定款の変更に係る総会又は株主総会の議案の概要を定めようとするとき（第七条第二号に掲げる業務の全部又は一部を受託自主規制法人に委託している場合に限る。）。

(iv) when it intends to prepare the outline of a proposal for a general meeting of members or a shareholders meeting which pertains to a change to the articles of incorporation relevant to the criteria for granting qualification as a Member, etc. (limited to the case where the business listed in Article 7, item (ii) have been entrusted in whole or in part to an Entrusted Self-Regulation Organization);

五 特定自主規制業務に関連する定款の変更に係る総会又は株主総会の議案の概要を定めようとするとき（第七条第六号の規定により当該議案の概要の作成を受託自主規制法人に委託している場合及び前二号に掲げる場合を除く。）。

(v) when it intends to prepare the outline of a proposal for a general meeting of members or a shareholders meeting which pertains a change to the articles of incorporation relevant to the Specified Self-Regulation Related Services (excluding the case where the preparation of the outline of said proposal has been entrusted to the Entrusted Self-Regulation Organization pursuant to the provisions of Article 7 (vi), and also excluding the cases listed in the preceding two items).

(理事会に対する業務の報告)

(Reporting of Business to the Council)

第三十六条 法第百二条の三十四第一項の規定による報告は、受託自主規制法人が行った自主規制業務に基づいて委託金融商品取引所が行うべき措置の実施の状況を内容とするものでなければならない。

Article 36 The report to be made under Article 102-34, paragraph (1) of the Act must include the status of implementation of the measures to be taken by an Entrusting Financial Instruments Exchange based on the Self-Regulation Services provided by the Entrusted Self-Regulation Organization.

(財産目録)

(Inventory of Assets)

第三十七条 第十二条の規定は、法第百二条の三十七第一項において準用する会社法第四百九十二条第一項の規定により作成すべき財産目録について準用する。この場合において、第十二条第二項中「金融商品会員制法人」とあるのは、「自主規制法人」と読み替えるものとする。

Article 37 The provisions of Article 12 apply mutatis mutandis to the inventory of assets which is to be prepared pursuant to the provisions of Article 492, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 102-37, paragraph (1) of the Act. In this case, the term "Financial Instruments Incorporated Association" in Article 12, paragraph (2) is deemed to be replaced with "Self-Regulation Organization."

(清算開始時の貸借対照表)

(Balance Sheet at the Time of Commencement of Liquidation)

第三十八条 第十三条の規定は、法第百二条の三十七第一項において準用する会社法第四百九十二条第一項の規定により作成すべき貸借対照表について準用する。

Article 38 The provisions of Article 13 apply mutatis mutandis to the balance sheet to be prepared pursuant to the provisions of Article 492, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 102-37, paragraph (1) of the Act.

(決算報告)

(Statement of Accounts)

第三十九条 第十四条の規定は、法第百二条の三十七第一項において準用する会社法第五百七条第一項の規定により作成すべき決算報告について準用する。

Article 39 The provisions of Article 14 apply mutatis mutandis to the statement of accounts to be prepared pursuant to the provisions of Article 507, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 102-37, paragraph (1) of the Act.

第五節 株式会社金融商品取引所

Section 5 Stock Company-Operated Financial Instruments Exchanges

(認可を要する定款に係る事項)

(Matters Pertaining to the Articles of Incorporation Which Require Authorization)

第四十条 法第百三条各号に掲げる事項については、その細則を定款以外の規則に委ねる場合においても、当該規則の変更について法第百四十九条第一項の認可を受けなければならない。

Article 40 With regard to the matters listed in each of the items of Article 103 of the Act, even in the case that the detailed regulations are to be prescribed by rules other than the articles of incorporation, changes to said rules must be

authorized under Article 149, paragraph (1) of the Act.

(財務及び営業の方針の決定に対して重要な影響を与えることが推測される事実)
(Facts Estimated to Have a Material Influence on Decisions of Financial and Operational Policies)

第四十一条 法第百三条の二第一項に規定する内閣府令で定める事実は、次に掲げる事実とする。

Article 41 The facts specified by Cabinet Office Ordinance, referred to in Article 103-2, paragraph (1) of the Act, are as follows:

一 役員若しくは使用人である者又はこれらであった者であって株式会社金融商品取引所（以下この条及び次条において「会社」という。）の財務及び営業又は事業の方針の決定に関して影響を与えることができるものが、当該会社の取締役若しくは執行役又はこれらに準ずる役職に就任していること。

(i) that any Officer or employee, or a person who formerly held such positions, who would have an influence on decisions on the financial policies and operational or business policies of the Stock Company-Operated Financial Instruments Exchange (hereinafter referred to as the "Company" in this Article and the following Article) has assumed the position of the Company's director, executive officer, or any other position equivalent thereto;

二 会社に対して重要な融資を行っていること。

(ii) that any important loan has been made to the Company;

三 会社に対して重要な技術を提供していること。

(iii) that any important technology has been provided to the Company;

四 会社との間に重要な営業上又は事業上の取引があること。

(iv) that there exists any important operational or business transactions with the Company; or

五 その他会社の財務及び営業又は事業の方針の決定に対して重要な影響を与えることができることが推測される事実が存在すること。

(v) that there exists any other fact implying a material influence on decisions on the Company's financial policies and operational or business policies.

(取得又は保有の態様その他の事情を勘案して取得又は保有する議決権から除く議決権)

(Voting Rights Excluded from Voting Rights Acquired or Held, Considering Manner of Acquisition or Holding or Other Circumstances)

第四十二条 法第百三条の二第一項に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 42 The voting rights specified by Cabinet Office Ordinance, referred to in Article 103-2, paragraph (1) of the Act, are as follows:

一 信託業（信託業法（平成十六年法律第百五十四号）第二条第一項に規定する信託業をいう。）を営む者が信託財産として取得し、又は所有する会社の株式に係る議

決権（法第百三条の二第五項第一号の規定により当該信託業を営む者が自ら取得し、又は保有する議決権とみなされるものを除く。）

(i) the voting rights pertaining the shares in the Company which a person who operates a Trust Business (meaning a Trust Business as set forth in Article 2, paragraph (1) of the Trust Business Act (Act No. 154 of 2004)) has acquired or owns as trust property (excluding the voting rights which, pursuant to the provisions of Article 103-2, paragraph (5), item (i) of the Act, are regarded as the voting rights acquired or owned by a person who operates said Trust Business);

二 法人の代表権を有する者又は法人の代表権を有する支配人が当該代表権又は代理権に基づき、議決権を行使することができる権限若しくは議決権の行使について指図を行うことができる権限又は投資を行うのに必要な権限を有する場合における当該法人の所有する会社の株式に係る議決権

(ii) the voting rights pertaining to the shares in the Company owned by a corporation, if a person having the authority of representation for such corporation or a manager having the authority of representation therefor has been granted the authority to exercise the voting rights or to give instructions as to the exercise thereof or the authority required for making an investment, based on such authority of representation or authority to act as an agent;

三 会社の役員又は従業員が当該会社の他の役員又は従業員と共同して当該会社の株式の取得（一定の計画に従い、個別の投資判断に基づかず、継続的に行われ、各役員又は従業員の一回家当たりの拠出金額が百万円に満たないものに限る。）をした場合（当該会社が会社法第百五十六条第一項（同法第百六十五条第三項の規定により読み替えて適用する場合を含む。）の規定に基づき取得した株式以外の株式を取得したときは、金融商品取引業者に委託して行った場合に限る。）において当該取得をした会社の株式を信託された者が取得し、又は所有する当該会社の株式に係る議決権（法第百三条の二第五項第一号の規定により当該信託された者が自ら取得し、又は保有する議決権とみなされるものを除く。）

(iii) the voting rights pertaining to the shares in the Company acquired or owned by a person entrusted with such shares in the Company acquired (excluding the voting rights which, pursuant to the provisions of Article 103-2, paragraph (5), item (i) of the Act, are regarded as the voting rights acquired or held by the entrusted person), if an Officer or employee of the Company has acquired the shares in the Company jointly with another Officer or employee of the Company (limited to acquisition which is conducted continuously according to a certain plan without depending on an individual investment decision and for which each Officer or employee contributes less than one million yen per occasion of acquisition) (in the case of acquisition of any share other than those acquired by the Company pursuant to the provisions of Article 156, paragraph (1) of the Companies Act

(including the cases where it is applied by replacing certain terms pursuant to the provisions of Article 165, paragraph (3) of that Act), the above is limited to the case where such acquisition was conducted based on an entrustment to a Financial Instruments Business Operator);

四 相続人が相続財産として取得し、又は所有する会社の株式（当該相続人（共同相続の場合を除く。）が単純承認（単純承認をしたものとみなされる場合を含む。）若しくは限定承認をした日までのもの又は当該相続財産の共同相続人が遺産分割を了していないものに限る。）に係る議決権

(iv) the voting rights pertaining to shares in the Company acquired or owned by an heir as the estate (limited to the shares acquired or owned prior to the day when the heir (excluding the case of a joint inheritance) makes an unqualified acceptance (including the cases where an unqualified acceptance is deemed to have been made) or a qualified acceptance, or the shares which the coheirs of such estate have not yet divided);

五 会社が自己の株式の消却を行うために取得し、又は所有する当該会社の株式に係る議決権

(v) the voting rights pertaining to the shares in the Company which have been acquired or owned by the Company for the purpose of cancellation of its own shares.

（取得等の制限の適用除外）

(Exclusion from Application of Limitations on Acquisition, etc.)

第四十三条 法第一百三條の二第二項、第一百六條の三第二項、第一百六條の十第二項、第一百六條の十四第二項及び第一百六條の十七第二項に規定する内閣府令で定める場合は、次に掲げる場合とする。

Article 43 The cases specified by Cabinet Office Ordinance, referred to in Article 103-2, paragraph (2), Article 106-3, paragraph (2), Article 106-10, paragraph (2), Article 106-14, paragraph (2) and Article 106-17, paragraph (2) of the Act are as follows:

一 保有する対象議決権の数に増加がない場合

(i) the cases where there is no increase in the number of the Subject Voting Rights held;

二 担保権の行使又は代物弁済の受領により対象議決権を取得し、又は保有する場合

(ii) the cases where the Subject Voting Rights are acquired or held as a result of the exercise of a security interest or of receipt of substitute performance;

三 金融商品取引業者（法第二十八条第一項に規定する第一種金融商品取引業を行う者に限る。）が業務として対象議決権を取得し、又は保有する場合（法第二条第八項第一号に掲げる行為により取得し、又は保有する場合を除く。）

(iii) the cases where a Financial Instruments Business Operator (limited to an operator engaged in Type I Financial Instruments Business as set forth in Article 28, paragraph (1) of the Act) acquires or holds the Subject Voting

Rights as its business (excluding the cases of acquisition or holding through the acts specified in Article 2, paragraph (8), item (i) of the Act);

四 証券金融会社が法第百五十六条の二十四第一項に規定する業務として対象議決権を取得し、又は保有する場合

(iv) the cases where a Securities Finance Company acquires or holds the Subject Voting Rights as its business as set forth in Article 156-24, paragraph (1) of the Act.

(特定保有者の届出に関する事項)

(Matters Pertaining to the Notification of Specified Holders)

第四十四条 法第百三条の二第三項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 44 The matters specified by Cabinet Office Ordinance, referred to in Article 103-2, paragraph (3) of the Act, are as follows:

一 特定保有者（法第百三条の二第三項に規定する特定保有者をいう。次号において同じ。）になった日

(i) the day when the person has come to fall under the category of a Specified Holder (meaning a Specified Holder as set forth in Article 103-2, paragraph (3) of the Act; the same applies in the following item);

二 特定保有者に該当することとなった原因

(ii) the cause of said person having come to fall under the category of the Specified Holder; and

三 その保有する対象議決権の数

(iii) the number of Subject Voting Rights held by such Specified Holder.

(対象議決権保有届出書の提出等)

(Submission of Notification of Holding Subject Voting Rights)

第四十五条 法第百三条の三第一項の規定により対象議決権保有届出書を提出する者は、別紙様式第一号により作成した対象議決権保有届出書及びその写しを、居住者（外国為替及び外国貿易法（昭和二十四年法律第二百二十八号）第六条第一項第五号前段に規定する居住者をいう。）であるときはその本店又は主たる事務所の所在地（個人である場合にあっては、その住所又は居所）を管轄する財務局長（当該所在地が福岡財務支局の管轄区域内にある場合にあっては、福岡財務支局長）に、非居住者（外国為替及び外国貿易法第六条第一項第六号に規定する非居住者をいう。）であるときは関東財務局長に提出しなければならない。

Article 45 (1) A person who intends to submit a Notification of Holding Subject Voting Rights pursuant to the provisions of Article 103-3, paragraph (1) of the Act must submit such notification prepared using Appended Form No. 1 and a copy thereof, to the Director-General of the Local Finance Bureau having jurisdiction over the location of its head office or principal office (in the case of an individual, the domicile or residence) (when the location falls within the

jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof), in case of a Resident (meaning a Resident as set forth in the first sentence of Article 6, paragraph (1), item (v) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949)), or, to the Director-General of the Kanto Local Financial Bureau, in the case of a Non-Resident (meaning a Non-Resident as set forth in Article 6, paragraph (1), item (vi) of the Foreign Exchange and Foreign Trade Act).

2 法第百三条の三第一項に規定する対象議決権保有割合、保有の目的その他内閣府令で定める事項は、別紙様式第一号に定める事項とする。

(2) The Subject Voting Rights Holding Ratio, the purpose of holding, and other matters specified by Cabinet Office Ordinance, referred to in Article 103-3, paragraph (1) of the Act, are the matters prescribed in Appended Form No. 1.

(公衆縦覧の事項等)

(Matters to Be Made Available for Public Inspection)

第四十六条 法第百四条に規定する内閣府令で定める事項は、当該株式会社金融商品取引所の発行済株式の総数及び総株主の議決権の数とする。

Article 46 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 104 of the Act are the total number of issued shares in the Stock Company-Operated Financial Instruments Exchange and the number of voting rights of all shareholders thereof.

2 法第百四条の規定により公衆の縦覧に供する場合において、株式の転換（当該株式がその発行会社を取得され、引換えに他の種類の株式が交付されることをいう。）又は新株予約権の行使によって発行済株式の総数又は総株主の議決権の数に変更があった場合における発行済株式の総数又は総株主の議決権の数は、前月末日現在のものによることができる。

(2) For the purpose of making information available for public inspection pursuant to the provisions of Article 104 of the Act, the total number of issued shares or the number of voting rights of all the shareholders may be in accordance with the numbers as of the last day of the previous month, when there occurs any change in the total number of issued shares or the number of the voting rights of all the shareholders on the grounds of a Conversion of Shares (meaning the case where said shares are acquired by the issuing company thereof and where another class of shares are delivered in exchange therefor) or of an exercise of share options.

3 法第百四条の規定により公衆の縦覧に供する場合において、株式会社金融商品取引所の発行済株式の総数に変更があったときは、その登記が行われるまでの間は、登記されている発行済株式の総数をもって、第一項の発行済株式の総数とみなすことができる。

(3) For the purpose of making information available for public inspection pursuant to the provisions of Article 104 of the Act, when there occurs any

change in the total number of issued shares in the Stock Company-Operated Financial Instruments Exchange, the total number of issued shares registered in the commercial registry may be treated as the total number of issued shares set forth in paragraph (1) until the completion of the registration to reflect such change.

4 株式会社金融商品取引所は、第一項に定める事項を記載した書面を本店に備え置き、その営業時間中これを公衆の縦覧に供しなければならない。

(4) A Stock Company-Operated Financial Instruments Exchange must keep a document stating the matters set forth in paragraph (1) at its head office and make it available for public inspection during its business hours.

(資本金の額の減少の認可申請)

(Application for Authorization of Reduction in the Amount of Stated Capital)

第四十七条 法第百五条第一項の認可を受けようとする株式会社金融商品取引所は、次に掲げる事項を記載した認可申請書を金融庁長官に提出しなければならない。

Article 47 (1) A Stock Company-Operated Financial Instruments Exchange which intends to obtain the authorization set forth in Article 105, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency a written application for authorization stating the following matters:

一 減少する前の資本金の額

(i) the amount of the stated capital before the reduction;

二 減少する資本金の額

(ii) the amount of the stated capital to be reduced;

三 資本金の額の減少の内容

(iii) the details of reduction in the amount of stated capital;

四 資本金の額の減少が効力を生ずる日

(iv) the date upon which the reduction in the amount of stated capital becomes effective.

2 前項の認可申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for authorization set forth in the preceding paragraph:

一 資本金の額を減少する理由を記載した書面

(i) a document stating the reasons for the reduction in the amount of stated capital;

二 資本金の額の減少の方法を記載した書類

(ii) a document stating the method of reduction in the amount of stated capital;

三 株主総会又は取締役会の議事録その他必要な手続があったことを証する書面

(iii) the minutes of shareholders meetings or the meetings of the board of

directors, or any other documents evidencing that necessary procedures have been followed;

四 最終の貸借対照表

(iv) the latest balance sheet;

五 会社法第四百四十九条第二項の規定による公告及び催告（同条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告（同法第二条第三十四号に規定する電子公告をいう。以下同じ。）によってした場合にあっては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は資本金の額の減少をしても当該債権者を害するおそれがないことを証する書面

(v) a document evidencing that the public notice or the notices under Article 449, paragraph (2) of the Companies Act (if, in addition to public notice in an official gazette, a public notice has been made in a daily newspaper that publishes matters on current affairs or in Electronic Public Notice (meaning an Electronic Public Notice under Article 2, item (xxxiv) of that Act; the same applies hereinafter) pursuant to the provisions of paragraph (3) of that Article, public notice by such method) have been given, and if any creditor has raised an objection, the fact that the payment has been made or reasonable security has been provided to said creditor or reasonable assets have been deposited in trust for the purpose of having said creditor receive the payment, or that said reduction in the amount of the stated capital is not likely to harm said creditor;

六 株券発行会社にあつては会社法第二百十九条第一項本文の規定による公告をしたことを証する書面又は株式の全部について株券を発行していないことを証する書面

(vi) when the Stock Company-Operated Financial Instruments Exchange is a share certificate-issuing company, a document evidencing that the public notice has been given pursuant to the provisions of the main clause of Article 219, paragraph (1) of the Companies Act, or a document evidencing that none of the share certificates of the shares have been issued;

七 その他参考となるべき事項を記載した書類

(vii) any other documents containing matters which may be helpful.

（資本金の額の増加の届出）

(Notification of Increase in the Amount of Stated Capital)

第四十八条 法第百五条第二項の規定により届出をしようとする株式会社金融商品取引所は、次に掲げる事項を記載した届出書を金融庁長官に提出しなければならない。

Article 48 (1) A Stock Company-Operated Financial Instruments Exchange which intends to file a notification pursuant to the provisions of Article 105, paragraph (2) of the Act must submit to the Commissioner of the Financial Services Agency a written notification stating the following matters:

一 増加する前の資本金の額

(i) the amount of stated capital before the increase;

二 増加する資本金の額

(ii) the amount of stated capital to be increased; and

三 資本金の額の増加の内容

(iii) the details of the increase in the amount of stated capital; and

四 資本金の額の増加が効力を生ずる日

(iv) the date upon which the increase in the amount of stated capital becomes effective.

2 前項の届出書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written notification set forth in the preceding paragraph:

一 資本金の額の増加の方法を記載した書類

(i) a document stating the method of increasing the amount of stated capital;

二 取締役会の議事録その他必要な手続があったことを証する書面

(ii) the minutes of board of directors meetings or any other document evidencing that the necessary procedures have been followed;

三 資本金の額の増加後に想定される貸借対照表

(iii) an estimated balance sheet after the increase in the amount of stated capital.

(緊急の場合の取扱い)

(Handling in Emergency Situations)

第四十九条 法第百五条の九各項に規定する内閣府令で定める自主規制業務は、金融商品等の上場廃止に関する業務とする。

Article 49 The Self-Regulation Related Services specified by Cabinet Office Ordinance, referred to in the paragraphs of Article 105-9 of the Act, are the business relating to delisting of Financial Instruments, etc.

(自主規制委員会の同意を得るべき変更等)

(Changes, etc. Subject to Consent of the Self-Regulation Committee)

第五十条 法第百五条の十一に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 50 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 105-11 of the Act, are as follows:

一 金融商品等の上場及び上場廃止に関する基準

(i) the criteria for listing and delisting of Financial Instruments, etc.;

二 会員等の資格の付与に関する基準

(ii) the criteria for granting qualification as a Member, etc.; and

三 特定自主規制業務に関連する業務規程その他の規則

(iii) the operational rules and any other rules relating to the Specified Self-Regulation Related Services.

2 特定株式会社金融商品取引所は、次の各号のいずれかに該当するときは、自主規制委員会の同意を得るものとする。

(2) A Specified Stock Company-Operated Financial Instruments Exchange is to, when it falls under any of the cases listed in the following items, obtain consent thereon from the self-regulation committee:

一 特定市場デリバティブ取引のための金融商品等の上場及び上場廃止に関連する業務規程その他の規則の作成、変更又は廃止を行おうとするとき。

(i) when it intends to prepare, change or repeal the operational rules or other rules relating to listing and delisting of Financial Instruments, etc. for Specified Market Derivatives Transactions;

二 前項第一号若しくは第二号に掲げるもの又は特定自主規制業務に関連する業務規程その他の規則の作成を行おうとするとき。

(ii) when it intends to prepare the operational rules and other rules relating to the criteria listed in item (i) or (ii) of the preceding paragraph or the Specified Self-Regulation Related Services;

三 前項第一号若しくは第二号に掲げるもの又は特定自主規制業務に関連する定款の変更に係る株主総会の議案の概要を定めようとするとき。

(iii) when it intends to prepare the outline of a proposal for the shareholders meeting which pertains to any change to the articles of incorporation in regard to the criteria listed in item (i) or item (ii) of the preceding paragraph or the Specified Self-Regulation Related Services.

(自主規制委員会の議事録)

(Minutes of Self-Regulation Committee Meetings)

第五十一条 法第百五条の十五第三項の規定による自主規制委員会の議事録の作成については、この条の定めるところによる。

Article 51 (1) A preparation of minutes of self-regulation committee meetings pursuant to the provisions of Article 105-15, paragraph (3) of the Act is governed by the provisions of this Article.

2 自主規制委員会の議事録は、書面又は電磁的記録をもって作成しなければならない。

(2) The minutes of the self-regulation committee meetings must be prepared in writing or by means of electronic or magnetic record.

3 自主規制委員会の議事録は、次に掲げる事項を内容とするものでなければならない。

(3) The minutes of the self-regulation committee meetings must include the following substance:

一 自主規制委員会が開催された日時及び場所（当該場所に存しない自主規制委員が自主規制委員会に出席をした場合における当該出席の方法を含む。）

(i) the date, time, and location of convocation of the self-regulation committee (when a member of the self-regulation committee is not present at said location participated in the committee meeting, the method of such participation is also included);

二 自主規制委員会の議事の経過の要領及びその結果

(ii) an outline of the proceedings of the self-regulation committee meeting, and

the results thereof;

三 決議を要する事項について特別の利害関係を有する自主規制委員があるときは、その氏名

(iii) if any self-regulation committee member has any special interests in the matters that require a resolution of the self-regulation committee, said member's name;

四 自主規制委員会に執行役、取締役、会計参与又は会計監査人が出席した場合は、その氏名

(iv) if an executive officer, director, accounting advisor, or accounting auditor has attended the self-regulation committee meeting, the name of said officer, director, advisor, or auditor;

五 自主規制委員会の議長が存するときは、議長の氏名

(v) if a self-regulation committee chairperson has been appointed, said chairperson's name; and

六 議事録の作成に係る職務を行った自主規制委員の氏名

(vi) the name of the self-regulation committee member who performed the duties related to preparation of the minutes.

(署名又は記名押印に代わる措置)

(Measures in Lieu of Signing or Affixing Names and Seals)

第五十二条 第三十四条の規定は、法第百五条の十五第五項の規定による署名又は記名押印に代わる措置について準用する。

Article 52 The provisions of Article 34 apply mutatis mutandis to the measures in lieu of signing or affixing names and seals pursuant to the provisions of Article 105-15, paragraph (5) of the Act.

(自主規制委員会の職務執行のための決定)

(Decisions for Execution of Duties of Self-Regulation Committees)

第五十三条 法第百六条に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 53 The matters specified by Cabinet Office Ordinance, referred to in Article 106 of the Act, are as follows:

一 自主規制委員会の職務を補助すべき取締役及び使用人に関する事項

(i) matters relating to directors and employees who are to assist in the duties of a self-regulation committee;

二 自主規制業務の執行を行う取締役、執行役及び使用人に関する事項

(ii) matters relating to directors, executive officers and employees who execute the Self-Regulation Related Services;

三 第一号の取締役又は使用人の執行役からの独立性に関する事項（当該特定株式会社金融商品取引所が委員会設置会社である場合に限る。）

(iii) matters relating to the independence of directors and employees set forth in item (i) from the executive officers (limited to a case where said Specified

Stock Company-Operated Financial Instruments Exchange is a company with committees);

四 第二号の取締役、執行役及び使用人による自主規制業務の執行に関する業務の他の業務からの独立性に関する事項

(iv) matters relating to the independence of the business relating to the execution of the Self-Regulation Related Services by directors, executive officers and employees set forth item (ii) from other business;

五 第二号の取締役、執行役及び使用人が自主規制委員会に自主規制業務の執行に関する事項を報告するための体制その他の自主規制委員会への報告に関する事項

(v) matters relating to the system under which the directors, executive officers and employees set forth in item (ii) report on matters concerning the execution of Self-Regulation Related Services to the self-regulation committee, and other matters relating to reports to the self-regulation committee;

六 その他自主規制委員会の自主規制業務に関する事項の決定が実効的に行われることを確保するための体制

(vi) other systems to ensure that the matters concerning the Self-Regulation Related Services of the self-regulation committee are to be decided effectively; and

七 自主規制業務以外の業務に関する事項の決定を行う場合における当該決定が適切かつ実効的に行われることが確保されるための事項

(vii) matters relating to assurance of appropriate and efficient decision-making, in case of making a decision with regard to any matter relating to business other than Self-Regulation Related Services.

(株式会社金融商品取引所の保有基準割合以上の数の対象議決権を取得し、又は保有しようとする場合の認可申請書)

(Written Application for Authorization in Cases of Acquisition or Holding of Subject Voting Rights in a Stock Company-Operated Financial Instruments Exchange of Not Less Than the Holding Ratio Threshold)

第五十四条 法第百六条の三第一項の認可を受けようとする者は、次に掲げる事項を記載した認可申請書を金融庁長官に提出しなければならない。

Article 54 (1) A person who intends to obtain the authorization under Article 106-3, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency a written application for authorization stating the following matters:

一 商号若しくは名称又は氏名及び本店若しくは主たる事務所（地方公共団体にあつては、事務所）の所在地又は住所若しくは居所

(i) the trade name, name, and the location of the head office or principal office (in case of a local government, its office); or the domicile or residence;

二 法人であるときは、代表者の氏名

(ii) in the case of a corporation, the name of the representative thereof;

三 地方公共団体であるときは、長の氏名

(iii) in the case of a local government, the name of the head thereof;

四 その保有する株式会社金融商品取引所の対象議決権の数及び保有割合並びに当該認可後に取得し、又は保有しようとする当該株式会社金融商品取引所の対象議決権の数及び保有割合

(iv) the number and holding ratio of Subject Voting Rights in the Stock Company-Operated Financial Instruments Exchange already held, and the number and holding ratio of the Subject Voting Rights in the Stock Company-Operated Financial Instruments Exchange which the authorization applicant intends to acquire or hold after obtaining authorization; and

五 取得し、又は保有しようとする理由

(v) the reasons for acquisition or holding.

2 前項の認可申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for authorization set forth in the preceding paragraph:

一 次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに定める書類（申請者が外国の法人であることその他の理由により当該書類の一部がない場合は、当該書類に相当する書類）

(i) the documents prescribed in sub-items (a) through (c), in accordance with the respective categories set forth therein (when any part of said documents is not available for the reasons that the authorization applicant is a foreign corporation or any other reasons, a document equivalent to said document):

イ 申請者が法人（地方公共団体を除く。ハにおいて同じ。）である場合 当該法人に関する次に掲げる書類

(a) when the authorization applicant is a corporation (excluding a local government; the same applies in sub-item (c)): the following documents pertaining to said corporation:

(1) 定款

1. the articles of incorporation;

(2) 登記事項証明書

2. the certificate of registered matters;

(3) 役員（会計参与を除く。以下（3）において同じ。）の履歴書及び住民票の抄本（本籍の記載のあるものに限る。）並びに役員が法第二十九条の四第一項第二号イからトまでのいずれにも該当しない者であることを当該役員が誓約する書面

3. the resumes of the Officers (excluding accounting advisors; hereinafter the same applies in 3.) and extracts of the certificates of residence of the Officers (limited to extracts containing descriptions of their registered domiciles); and documents in which said Officers have pledged that they do not fall under any of the categories of the persons

listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act;

- (4) 会計参与設置会社にあつては、会計参与の履歴書（会計参与が法人であるときは、当該会計参与の沿革を記載した書面）及び住民票の抄本（本籍の記載のあるものに限り、会計参与が法人であるときは、当該会計参与の登記事項証明書）並びに会計参与が法第二十九条の四第一項第二号イからトまでのいずれにも該当しない者であることを当該会計参与が誓約する書面
4. when the authorization applicant is a company with accounting advisors, resumes of the accounting advisors (when any accounting advisor is a corporation, a document describing the background of such accounting advisor) and extracts of the certificates of residence of accounting advisors (limited to extracts containing descriptions of their registered domiciles; and when any accounting advisor is a corporation, the certificate of registered matters thereof); and documents in which said accounting advisors have pledged that they do not fall under any of the categories of the persons listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act;
- (5) 総株主等の議決権（法第二十九条の四第二項に規定する総株主等の議決権をいう。）の百分の五を超える議決権を保有する者の氏名、住所又は居所、国籍及び職業（当該者が法人その他の団体であるときは、その名称、本店又は主たる事務所の所在の場所及びその行っている事業の内容）並びにその保有する議決権の数を記載した書類
5. a document stating the name, domicile or residence, nationality, and occupation of the person (when said person is a corporation or any other type of organization, its name, the location of the head office or the principal office, and the contents of the business operated) who hold voting rights exceeding five percent of the Voting Rights Held by All the Shareholders, etc. (meaning the Voting Rights Held by All the Shareholders, etc. as set forth in Article 29-4, paragraph (2) of the Act) and the number of voting rights held by such person;
- (6) 認可の申請が株主総会又は取締役会（これらに準ずる機関を含む。以下（6）において同じ。）の決議を要するものである場合には、これに関する株主総会又は取締役会の議事録その他必要な手続があつたことを証する書面
6. when the application for authorization requires a resolution of a shareholders meeting or a board of directors meeting (including an organ equivalent thereto; the same applies hereinafter in 6.), the minutes of the shareholders meetings or the board of directors meetings, or any other document evidencing that necessary procedures have been followed;
- (7) 業務の内容を記載した書類
7. a document stating the business contents;

- (8) 最終の貸借対照表、損益計算書及び株主資本等変動計算書その他当該法人の最近における業務、財産及び収支の状況を知ることができる書類
8. the latest balance sheet, profit and loss statement and statement of changes in shareholders' equity, etc., and other document disclosing the recent status of the business, assets, and the income and expenditures of said corporation;
- (9) 外国金融商品取引市場開設者（法第六十条の二第一項第六号に規定する外国金融商品取引市場開設者をいう。（13）において同じ。）にあつては、その本店又は主たる事務所の所在する国において法第八十条第一項の免許と同種類の免許又はこれに類する許可その他の行政処分を受けていることを証する書類
9. when the authorization applicant is an Establisher of a Foreign Financial Instruments Exchange Market (meaning an Establisher of a Foreign Financial Instruments Exchange Market as set forth in Article 60-2, paragraph (1), item (vi) of the Act; the same applies in 13.), a document evidencing that the same kind of license as the license under Article 80, paragraph (1) of the Act, or permission or other administrative disposition similar to such license has been granted in the state where its head office or principal office is located;
- (10) 外国金融商品取引市場開設者持株会社（令第十九条の三の三第三号に規定する外国金融商品取引市場開設者持株会社をいう。以下（10）及び（13）において同じ。）にあつては、その本店又は主たる事務所の所在する国における法（法に基づく命令を含む。）に相当する外国の法令を執行する当局が、当該者が外国金融商品取引市場開設者持株会社であることについて法第百六条の十第一項の認可と同種類の認可又はこれに類する許可その他の行為をしていることを証する書類
10. when the authorization applicant is a Holding Company of the Establisher of a Foreign Financial Instruments Exchange Market (meaning a Holding Company of the Establisher of a Foreign Financial Instruments Exchange Market as set forth in Article 19-3-3, item (iii) of the Cabinet Order; hereinafter the same applies in 10. and 13.), a document evidencing that the authority which executes the laws and regulations of a foreign state equivalent the Act (including an order based on the Act) in the state where its head office or principal office is located has granted the same kind of authorization as that under Article 106-10, paragraph (1) of the Act or has granted permission or otherwise conducted any other act similar thereto, in regard to the fact that said person is a Holding Company of the Establisher of a Foreign Financial Instruments Exchange Market;
- (11) 外国商品市場開設者（令第十九条の三の三第四号に規定する外国商品市場開設者をいう。（13）において同じ。）にあつては、その本店又は主

たる事務所の所在する国において商品先物取引法（昭和二十五年法律第二百三十九号）第九条若しくは第七十八条の許可と同種類の許可又はこれに類する認可その他の行政処分を受けていることを証する書類

11. when the authorization applicant is an Establisher of a Foreign Commodity Market (meaning an Establisher of a Foreign Commodity Market prescribed in Article 19-3-3, item (iv) of the Cabinet Order; the same applies in 13.), a document evidencing that it has obtained the same kind of permission as the permission under Article 9 or Article 78 of the Commodity Futures Trading Act (Act No. 239 of 1950), or authorization or other administrative disposition similar thereto in the state where its head office or principal office is located;

(1 2) 外国商品市場開設者持株会社（令第十九条の三の三第五号に規定する外国商品市場開設者持株会社をいう。以下（1 2）及び（1 3）において同じ。）にあっては、その本店又は主たる事務所の所在する国における商品先物取引法（同法に基づく命令を含む。）に相当する外国の法令を執行する当局が、当該者が外国商品取引市場開設者持株会社であることについて同法第九十六条の二十五第一項の認可と同種類の認可又はこれに類する許可その他の行為をしていることを証する書類

12. when the authorization applicant is a Holding Company of the Establisher of a Foreign Commodity Market (meaning a Holding Company of the Establisher of a Foreign Commodity Market as set forth in Article 19-3-3, item (v) of the Cabinet Order; hereinafter the same applies in 12. and 13.), a document evidencing that the authority which executes the laws and regulations of a foreign state equivalent to the Commodity Futures Trading Act (including an order based on that Act) in the state where its head office or principal office is located has granted the same kind of authorization as the authorization under Article 96-25, paragraph (1) of that Act or has granted permission or otherwise conducted any other act similar thereto, in regard to the fact that said person is a Holding Company of the Establisher of a Foreign Commodity Market; and

(1 3) 外国金融商品取引市場開設者、外国金融商品取引市場開設者持株会社、外国商品市場開設者又は外国商品市場開設者持株会社にあっては、その総株主の議決権の保有基準割合（法第百三条の二第一項に規定する保有基準割合をいう。）以上の数の対象議決権（同項に規定する対象議決権をいう。）を取得し、又は保有しようとする株式会社金融商品取引所が認可金融商品取引業協会、金融商品取引所、金融商品取引所持株会社、商品取引所又は商品取引所持株会社の子会社であることを知ることができる書類

13. when the authorization applicant is an Establisher of a Foreign Financial Instruments Exchange Market, a Holding Company of the Establisher of a Foreign Financial Instruments Exchange Market, an

Establisher of a Foreign Commodity Market or a Holding Company of the Establisher of a Foreign Commodity Market, a document showing that the Stock Company-Operated Financial Instruments Exchange which intends to acquire or hold a number of Subject Voting Rights (meaning the Subject Voting Rights as set forth in Article 103-2, paragraph (1) of the Act) not less than the Holding Ratio Threshold (meaning the Holding Ratio Threshold set forth in that paragraph) of the voting rights of all shareholders is a Subsidiary Company of an Authorized Financial Instruments Firms Association, a Financial Instruments Exchange, a Financial Instruments Exchange Holding Company, a Financial Instruments Exchange Holding Company, a Commodity Exchange or a Commodity Exchange Holding Company;

ロ 申請者が地方公共団体である場合 最終の貸借対照表その他の当該地方公共団体の最近における財産及び収支の状況を知ることができる書類

(b) when the authorization applicant is a local government: the latest balance sheet, or other documents disclosing the recent status of assets, and income and expenditures of said local government.

ハ 申請者が法人又は地方公共団体以外の者である場合 当該者に関する次に掲げる書類

(c) when the authorization applicant is not a corporation or a local government: the documents listed in the following in relation to said person:

(1) 職業を記載した書面

1. a document stating the occupation of said person;

(2) 住民票の抄本（本籍の記載のあるものに限る。）又はこれに代わる書面

2. an extract of the certificate of residence (limited to an extract containing a description of the registered domicile) or a document in lieu thereof; and

(3) 法第二十九条の四第一項第二号イからトまでのいずれにも該当しないことを当該者が誓約する書面

3. a document in which said person has pledged that said person does not fall under any of the categories of the persons listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act.

ニ 株式会社金融商品取引所の対象議決権の保有に係る体制を記載した書類

(ii) a document stating the system of the Stock Company-Operated Financial Instruments Exchange which pertains to holding of the Subject Voting Rights.

三 認可後に当該株式会社金融商品取引所との間に有することを予定する人事、資金、技術及び取引等における関係並びに当該関係に係る方針（当該株式会社金融商品取引所の業務の健全かつ適切な運営を確保するための体制を含む。）を記載した書類

(iii) a document stating the relationship which the authorization applicant will

have in terms of personnel affairs, funding, technology, transactions, etc. with said Stock Company-Operated Financial Instruments Exchange after the granting of authorization, and the policy concerning said relationship (including a system for assurance of sound and appropriate operation of the business of said Stock Company-Operated Financial Instruments Exchange);
四 その他法第百六条の四第一項の規定による審査をするため参考となるべき事項を記載した書類

(iv) other documents stating matters which may be helpful in an examination conducted pursuant to the provisions of Article 106-4, paragraph (1) of the Act.

(株式会社金融商品取引所の保有基準割合以上の数の対象議決権を取得し、又は保有しようとする場合の予備審査)

(Preliminary Examination for Authorization for Acquisition or Holding of Subject Voting Rights in Stock Company-Operated Financial Instruments Exchange of Not Less Than Holding Ratio Threshold)

第五十五条 法第百六条の三第一項の認可を受けようとする者は、前条第一項の認可申請書及び同条第二項各号に掲げる書類に準じた書類を金融庁長官に提出して予備審査を求めることができる。

Article 55 A person who intends to obtain the authorization set forth in Article 106-3, paragraph (1) of the Act may seek a preliminary examination by submitting to the Commissioner of the Financial Services Agency a written application for authorization under paragraph (1) of the preceding Article and documents equivalent to those listed in each of the items of paragraph (2) of that Article.

(特定保有者に係る規定の準用)

(Mutatis Mutandis Application of Provisions Concerning Specified Holders)

第五十六条 第四十四条の規定は、法第百六条の三第三項（法第百六条の十第四項及び第百六条の十七第四項において準用する場合を含む。）に規定する内閣府令で定める事項について準用する。

Article 56 The provisions of Article 44 apply mutatis mutandis to the matters specified by Cabinet Office Ordinance, referred to in Article 106-3, paragraph (3) of the Act (including the cases where it is applied mutatis mutandis pursuant to Article 106-10, paragraph (4) and Article 106-17, paragraph (4) of the Act).

第六節 金融商品取引所持株会社

Section 6 Financial Instruments Exchange Holding Companies

(金融商品取引所持株会社に係る認可申請)

(Application for Authorization Pertaining to Financial Instruments Exchange Holding Companies)

第五十七条 法第百六条の十第一項の認可を受けようとする者は、法第百六条の十一第一項の認可申請書に同条第二項に規定する書類を添付し、金融庁長官を経由して内閣総理大臣に提出しなければならない。

Article 57 (1) A person who intends to obtain the authorization set forth in Article 106-10, paragraph (1) of the Act must submit a written application for authorization set forth in Article 106-11, paragraph (1) of the Act, attaching the documents set forth in paragraph (2) of that Article, to the Prime Minister via the Commissioner of the Financial Services Agency.

2 法第百六条の十一第二項に規定する内閣府令で定める書類は、次の各号に掲げる場合の区分に応じ、当該各号に定める書類とする。

(2) The documents specified by Cabinet Office Ordinance, referred to in Article 106-11, paragraph (2) of the Act, are the documents set forth in the following items, in accordance with the categories of the respective cases set forth therein:

一 株式会社金融商品取引所を子会社としようとする場合 次に掲げる書類

(i) when the authorization applicant intends to make a Stock Company-Operated Financial Instruments Exchange its Subsidiary Company: the following documents:

イ 株式会社金融商品取引所を子会社とする理由を記載した書面

(a) a document stating the reasons for making the Stock Company-Operated Financial Instruments Exchange its Subsidiary Company;

ロ 株式会社金融商品取引所を子会社としようとする者に関する次に掲げる書類

(b) the following documents pertaining to the person who intends to make the Stock Company-Operated Financial Instruments Exchange its Subsidiary Company;

(1) 登記事項証明書

1. certificate of registered matters;

(2) 取締役及び監査役の履歴書及び住民票の抄本（本籍の記載のあるものに限る。）又はこれに代わる書面並びに取締役及び監査役が法第二十九条の四第一項第二号イからトまでのいずれにも該当しない者であることを当該取締役及び監査役が誓約する書面

2. resumes and extracts of the certificates of residence (limited to extracts containing descriptions of the registered domiciles) of directors and company auditors or documents in lieu thereof; and documents in which said directors and auditors have pledged that they do not fall under any of the categories of the persons listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act;

(3) 会計参与設置会社にあつては、会計参与の履歴書（会計参与が法人であるときは、当該会計参与の沿革を記載した書面）及び住民票の抄本（本籍の

記載のあるものに限り、会計参与が法人であるときは、当該会計参与の登記事項証明書）又はこれに代わる書面並びに会計参与が法第二十九条の四第一項第二号イからトまでのいずれにも該当しない者であることを当該会計参与が誓約する書面

3. when the authorization applicant is a company with accounting advisors, the resumes of the accounting advisors (when any accounting advisor is a corporation, a document describing the background of such accounting advisor) and extracts of the certificates of residence of the accounting advisors (limited to the extracts containing descriptions of their registered domiciles; and when any accounting advisor is a corporation, the certificate of registered matters thereof), or a document in lieu thereof; and documents in which said accounting advisors have pledged that they do not fall under any of the categories listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act;
 - (4) 株主の氏名、住所又は居所、国籍及び職業（株主が法人その他の団体であるときは、その商号又は名称、本店又は主たる事務所の所在の場所及びその行っている事業の内容）並びにその保有する議決権の数を記載した書類
4. the document stating the names, domiciles or residences, nationalities, and occupations of shareholders (when any shareholder is a corporation or any other type of organization, its trade name or name, the location of its head office or principal office, and the content of business operated) and the number of voting rights held by such shareholders;
 - (5) 株主総会又は取締役会の議事録その他必要な手続があったことを証する書面
5. the minutes of the shareholders meeting or the board of directors meeting, or other documents evidencing that necessary procedures have been followed;
 - (6) 本店の所在の場所を記載した書類
6. a document stating the location of the head office;
 - (7) 業務の内容を記載した書類
7. a document stating the business contents;
 - (8) 最終の貸借対照表、損益計算書及び株主資本等変動計算書その他当該者の最近における業務、財産及び収支の状況を知ることができる書類
8. the latest balance sheet, profit and loss statement and statement of changes in shareholders' equity, etc., or any other document disclosing the recent status of the business, assets, and income and expenditures of said person;
 - (9) 当該者が行う子会社となる株式会社金融商品取引所の経営管理に係る体制を記載した書類

9. a document stating the system pertaining to the business management of the Stock Company-Operated Financial Instruments Exchange to become a Subsidiary Company which is to be handled by said person;
- (10) 株式会社金融商品取引所の業務に関する知識及び経験を有する従業員の確保の状況を記載した書類
10. a document stating the status of having secured employees who have knowledge and experience in the business of a Stock Company-Operated Financial Instruments Exchange;
- ハ 子会社となる株式会社金融商品取引所に関する次に掲げる書類
- (c) the following documents relating to the Stock Company-Operated Financial Instruments Exchange to become a Subsidiary Company:
- (1) 商号及び本店の所在の場所を記載した書類
1. a document stating the trade name and the location of the head office;
- (2) 取締役及び監査役の役職名及び氏名を記載した書類
2. a document stating the titles and the names of directors and company auditors;
- (3) 会計参与設置会社にあつては、会計参与の名称又は氏名を記載した書類
3. when the authorization applicant is a company with accounting advisors, a document stating the names of the accounting advisors; and
- (4) 最終の貸借対照表、損益計算書及び株主資本等変動計算書その他当該株式会社金融商品取引所の最近における業務、財産及び収支の状況を知ることができる書類
4. the latest balance sheet, profit and loss statement and statement of changes in shareholders' equity, etc., or any other document disclosing the current status of the business, assets, and income and expenditures of said Stock Company-Operated Financial Instruments Exchange.
- ニ 法第百六条の十第一項の認可後三事業年度における当該者及びその子会社である株式会社金融商品取引所の収支の見込みを記載した書類
- (d) a document stating the prospective income and expenditures of said person, and of the Stock Company-Operated Financial Instruments Exchange which is said person's Subsidiary Company, for three business years after authorization under Article 106-10, paragraph (1) of the Act is granted;
- ホ その他法第百六条の十二第一項の規定による審査をするため参考となるべき事項を記載した書類
- (e) other documents stating matters which may be helpful in an examination conducted pursuant to the provisions of Article 106-12, paragraph (1) of the Act.
- 二 株式会社金融商品取引所を子会社とする会社を設立しようとする場合 次に掲げる書類

(ii) when the authorization applicant intends to incorporate a company which makes a Stock Company-Operated Financial Instruments Exchange its Subsidiary Company: the documents listed in the following sub-items:

イ 株式会社金融商品取引所を子会社とする会社を設立しようとする理由を記載した書面

(a) a document stating the reasons for incorporating the company which makes a Stock Company-Operated Financial Instruments Exchange its Subsidiary Company;

ロ 法第百六条の十第一項の認可を受けて設立される会社（以下この号において「設立会社」という。）に関する次に掲げる書類

(b) the following documents pertaining to the company to be incorporated with authorization under Article 106-10, paragraph (1) of Act (hereinafter referred to as the "Incorporated Company" in this item):

(1) 取締役及び監査役の履歴書及び住民票の抄本（本籍の記載のあるものに限る。）又はこれに代わる書面並びに取締役及び監査役が法第二十九条の四第一項第二号イからトまでのいずれにも該当しない者であることを当該取締役及び監査役が誓約する書面

1. the resumes and extracts of the certificates of residence (limited to extracts containing descriptions of the registered domiciles) of the directors and company auditors or documents in lieu thereof, and documents in which said directors and auditors have pledged that they do not fall under any of the categories of the persons listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act;

(2) 会計参与設置会社にあつては、会計参与の履歴書（会計参与が法人であるときは、当該会計参与の沿革を記載した書面）及び住民票の抄本（本籍の記載のあるもの限り、会計参与が法人であるときは、当該会計参与の登記事項証明書）又はこれに代わる書面並びに会計参与が法第二十九条の四第一項第二号イからトまでのいずれにも該当しない者であることを当該会計参与が誓約する書面

2. when the authorization applicant is a company with accounting advisors, the resumes of the accounting advisors (when any accounting advisor is a corporation, a document stating background of such accounting advisor) and extracts of the certificates of residence of the accounting advisors (limited to the extracts containing descriptions of their registered domiciles, and when any accounting advisor is a corporation, the certificates of registered matters thereof), or a document in lieu thereof; and documents in which said accounting advisors have pledged that they do not fall under any of the categories listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act;

(3) 株主となる者の氏名、住所又は居所、国籍及び職業（株主となる者が法人その他の団体であるときは、その商号又は名称、本店又は主たる事務所の

所在の場所及びその行っている事業の内容) 並びにその保有する議決権の数を記載した書類

3. a document stating the names, domiciles or residences, nationalities, and occupations of the persons to become shareholders (when any person to become a shareholder is a corporation or any other type of organization, its trade name or name, the location of its head office or principal office, and the content of business operated) and the number of voting rights to be held by such persons;
 - (4) その設立が創立総会の決議を要するものである場合には、これに関する創立総会の議事録(株式移転、合併又は分割により設立される場合にあつては、これに関する株主総会の議事録)その他必要な手続があつたことを証する書面
 4. when the incorporation requires a resolution made at an organizational meeting, the minutes of the relevant organizational meeting (in case of incorporation through share transfer, merger, or company split, the minutes of the shareholders meeting pertaining thereto), or any other document evidencing that necessary procedures have been followed;
 - (5) 本店の所在の場所を記載した書類
 5. a document stating the location of the head office;
 - (6) 業務の内容を記載した書類
 6. a document stating the business contents;
 - (7) 資本金の額その他の当該設立後における財産の状況を知ることができる書類
 7. a document disclosing the amount of stated capital and other status of the assets after said incorporation;
 - (8) 当該設立会社が行う子会社となる株式会社金融商品取引所の経営管理に係る体制を記載した書類
 8. a document stating the system pertaining to the business management of the Stock Company-Operated Financial Instruments Exchange to become a Subsidiary Company which is to be handled by said Incorporated Company;
 - (9) 株式会社金融商品取引所の業務に関する知識及び経験を有する従業員の確保の状況を記載した書類
 9. a document stating the status of having secured employees who have knowledge and experience in the business of a Stock Company-Operated Financial Instruments Exchange.
- ハ 子会社となる株式会社金融商品取引所に関する次に掲げる書類
- (c) the following documents relating to the Stock Company-Operated Financial Instruments Exchange which is to become a Subsidiary Company:
- (1) 商号及び本店の所在の場所を記載した書類

1. a document stating the trade name and the location of the head office thereof;
 - (2) 取締役及び監査役の役職名及び氏名を記載した書類
 2. a document stating the titles and the names of the directors and company auditors;
 - (3) 会計参与設置会社にあつては、会計参与の名称又は氏名を記載した書類
 3. when the authorization applicant is a company with accounting advisors, a document stating the names of the accounting advisors;
 - (4) 最終の貸借対照表、損益計算書及び株主資本等変動計算書その他当該株式会社金融商品取引所の最近における業務、財産及び収支の状況を知ることができる書類
 4. the latest balance sheet, profit and loss statement and statement of changes in shareholders' equity, etc., or any other document disclosing the recent status of the business, assets, and income and expenditures of said Stock Company-Operated Financial Instruments Exchange.
- ニ その設立後三事業年度における設立会社及びその子会社である株式会社金融商品取引所の収支の見込みを記載した書類
- (d) a document stating the prospective income and expenditures of the Incorporated Company and the Stock Company-Operated Financial Instruments Exchange which is its Subsidiary Company for three business years after the incorporation thereof;
- ホ その他法第百六条の十二第一項の規定による審査をするため参考となるべき事項を記載した書類
- (e) other documents stating matters which may be helpful in an examination conducted pursuant to the provisions of Article 106-12, paragraph (1) of the Act.

(金融商品取引所持株会社の認可の予備審査)

(Preliminary Examination for Authorization of Financial Instruments Exchange Holding Companies)

第五十八条 法第百六条の十第一項の認可を受けようとする者は、前条第二項各号に掲げる場合の区分に応じ、同条第一項の認可申請書及び同条第二項各号に掲げる書類に準じた書類を金融庁長官を経由して内閣総理大臣に提出して予備審査を求めることができる。

Article 58 A person who intends to obtain the authorization set forth in Article 106-10, paragraph (1) of the Act may seek a preliminary examination by submitting a written application for authorization under paragraph (1) of the preceding Article and documents equivalent to those listed in each of the items of paragraph (2) of that Article, in accordance with the categories of the cases listed in each of the items in paragraph (2) of the preceding Article, to the Prime Minister via the Commissioner of the Financial Services Agency.

(特定持株会社に係る認可申請)

(Application for Authorization Pertaining to Specified Holding Companies)

第五十九条 法第百六条の十第三項ただし書の認可を受けようとする特定持株会社（同項に規定する特定持株会社をいう。）は、認可申請書に次に掲げる書類を添付し、金融庁長官を経由して内閣総理大臣に提出しなければならない。

Article 59 A Specified Holding Company (meaning a Specified Holding Company as set forth in Article 106-10, paragraph (3) of the Act) which intends to obtain the authorization set forth in the proviso to that paragraph must submit a written application for authorization, attaching the documents listed in the following items, to the Prime Minister via the Commissioner of the Financial Services Agency:

一 株式会社金融商品取引所を子会社とする理由を記載した書面

(i) a document stating the reasons for making the Stock Company-Operated Financial Instruments Exchange its Subsidiary Company;

二 第五十七条第二項第一号ロ、ハ及びホに掲げる書類

(ii) the documents listed in Article 57, paragraph (2), item (i), sub-items (b), (c) and (e);

三 法第百六条の十第三項ただし書の認可後三事業年度における当該特定持株会社及びその子会社である株式会社金融商品取引所の収支の見込みを記載した書類

(iii) a document stating the prospective income and expenditures of said Specified Holding Company, and the Stock Company-Operated Financial Instruments Exchange which is its Subsidiary Company, for three business years after the authorization under the proviso to Article 106-10, paragraph (3) of the Act is granted.

(金融商品取引所持株会社の特定保有者の届出に関する事項等)

(Matters Relating to Notification of Specified Holders of Financial Instruments Exchange Holding Companies)

第六十条 第四十四条の規定は法第百六条の十四第三項に規定する内閣府令で定める事項について、第四十五条の規定は法第百六条の十五の規定により対象議決権保有届出書を提出する者及び同項に規定する内閣府令で定める事項について、第五十五条の規定は法第百六条の十七第一項の認可を受けようとする者について、それぞれ準用する。

Article 60 (1) The provisions of Article 44 apply mutatis mutandis to the matters specified by Cabinet Office Ordinance referred to in Article 106-14, paragraph (3) of the Act; the provisions of Article 45 apply mutatis mutandis to a person who submits the Notification of Holding Subject Voting Rights pursuant to the provisions of Article 106-15 of the Act and to the matters specified by Cabinet Office Ordinance referred to in that paragraph; and the provisions of Article 55 apply mutatis mutandis to a person who intends to obtain the authorization under Article 106-17, paragraph (1) of the Act.

2 第五十四条（第二項第一号イ（10）及び（12）を除く。）の規定は、法第百六条の十七第一項の認可を受けようとする者について準用する。この場合において、同号イ（13）中「外国金融商品取引市場開設者、外国金融商品取引市場開設者持株会社、外国商品市場開設者又は外国商品市場開設者持株会社」とあるのは「外国金融商品取引市場開設者又は外国商品市場開設者」と、「認可金融商品取引業協会、金融商品取引所、金融商品取引所持株会社、商品取引所又は商品取引所持株会社」とあるのは「認可金融商品取引業協会、金融商品取引所又は商品取引所」と読み替えるものとする。

(2) The provisions of Article 54 (excluding sub-items (a) 10. and (a) 12. of item (i) of paragraph (2)) apply mutatis mutandis to a person who intends to obtain the authorization under Article 106-17, paragraph (1) of the Act. In this case, the terms "an Establisher of a Foreign Financial Instruments Exchange Market, a Holding Company of the Establisher of a Foreign Financial Instruments Exchange Market, an Establisher of a Foreign Commodity Market or a Holding Company of the Establisher of a Foreign Commodity Market" and "an Authorized Financial Instruments Firms Association, a Financial Instruments Exchange, a Financial Instruments Exchange Holding Company, a Commodity Exchange or a Commodity Exchange Holding Company" in sub-item (a) 13. of that item are deemed to be replaced with "an Establisher of a Foreign Financial Instruments Exchange Market or an Establisher of a Foreign Commodity Market" and "an Authorized Financial Instruments Firms Association, a Financial Instruments Exchange or a Commodity Exchange", respectively.

（金融商品取引所持株会社の子会社に係る認可申請等）

(Application for Authorization, etc. Pertaining to a Subsidiary Company of a Financial Instruments Exchange Holding Company)

第六十一条 法第百六条の二十四第一項ただし書の認可を受けようとする金融商品取引所持株会社は、認可申請書に次に掲げる書類を添付して金融庁長官に提出しなければならない。

Article 61 (1) A Financial Instruments Exchange Holding Company which intends to obtain the authorization under the proviso to Article 106-24, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency a written application for authorization stating the following matters, with the following documents attached thereto:

一 当該認可に係る会社を子会社とする理由を記載した書面

(i) a document stating the reasons for making the company pertaining to said authorization said Financial Instruments Exchange Holding Company's Subsidiary Company;

二 当該金融商品取引所持株会社及びその子会社に関する次に掲げる書類

(ii) the following documents relating to said Financial Instruments Exchange

Holding Company and Subsidiary Companies thereof:

イ 当該金融商品取引所持株会社及びその子会社の業務及び財産の状況を連結して記載した最終の貸借対照表、損益計算書及び剰余金計算書又は株主資本等変動計算書その他これらの最近における業務、財産及び損益の状況を知ることができる書類

(a) the latest balance sheet, profit and loss statement, and surplus statement, or statement of changes in shareholders' equity, etc. in which the status of the business and assets of said Financial Instruments Exchange Holding Company and its Subsidiary Companies are set out in a consolidated manner, and any other document disclosing the recent status of their businesses, assets, and profit and loss;

ロ 当該認可後三事業年度における当該金融商品取引所持株会社及びその子会社（当該認可に係る子会社となる会社を含む。）の収支の見込みを記載した書類

(b) a document stating the prospective income and expenditures of said Financial Instruments Exchange Holding Company and its Subsidiary Companies (including the company which is to become a Subsidiary Company for which said authorization is sought) for three business years after said authorization is granted; and

ハ 当該金融商品取引所持株会社が行う子会社（当該認可に係る子会社となる会社を含む。）の経営管理に係る体制を記載した書類

(c) a document stating the system pertaining to the business management of Subsidiary Companies (including the company pertaining to said authorization which is to become a Subsidiary Company) which is handled by said Financial Instruments Exchange Holding Company;

三 当該認可に係る子会社となる会社に関する次に掲げる書類

(iii) the following documents relating to the company which is to become a Subsidiary Company for which said authorization is sought:

イ 商号及び本店の所在の場所を記載した書面

(a) a document stating the trade name and the location of the head office;

ロ 業務の内容を記載した書類

(b) a document stating the business contents;

ハ 取締役及び監査役の氏名及び役職名を記載した書面

(c) a document stating the names and titles of directors and company auditors;

ニ 会計参与設置会社にあつては、会計参与の氏名又は名称を記載した書面

(d) in the case of a company with accounting advisors, a document stating the names of the accounting advisors;

ホ 定款

(e) the articles of incorporation;

ヘ 登記事項証明書

(f) the certificate of registered matters; and

ト 最終の貸借対照表、損益計算書及び株主資本等変動計算書その他最近における業務、財産及び損益の状況を知ることができる書類

(g) the latest balance sheet, profit and loss statement, and statement of changes in shareholders' equity, etc., and any other document disclosing the recent status of the business, assets, and profit and loss; and

四 その他参考となるべき事項を記載した書類

(iv) other documents stating matters which may be helpful.

2 第十条の二の規定は、法第百六条の二十四第一項ただし書の認可を受けようとする金融商品取引所持株会社について準用する。

(2) The provisions of Article 10-2 apply mutatis mutandis to a Financial Instruments Exchange Holding Company which intends to obtain the authorization under the proviso to Article 106-24, paragraph (1) of the Act.

第七節 取引所金融商品市場における有価証券の売買等

Section 7 Purchase and Sale, etc. of Securities on Financial Instruments Exchanges Markets

(清算参加者が行うことができる取引)

(Permitted Transactions for Clearing Participants)

第六十二条 法第百十一条第二項に規定する内閣府令で定める取引は、金融商品取引所の会員等から有価証券等清算取次ぎの委託を受けて行う当該金融商品取引所が開設する取引所金融商品市場における有価証券の売買又は市場デリバティブ取引（登録金融機関から委託を受けて行う場合は、登録金融機関業務に係るものに限る。）とする。

Article 62 The transactions specified by Cabinet Office Ordinance, referred to in Article 111, paragraph (2) of the Act, are the purchase and sale of Securities or Market Derivatives Transactions on a Financial Instruments Exchange Market established by a Financial Instruments Exchange which are conducted based on an entrustment of Brokerage for Clearing of Securities, etc. from a Member, etc. of said Financial Instruments Exchange (when the transaction is conducted based on an entrustment from a Registered Financial Institution, limited to those pertaining to the Registered Financial Institution Business).

(認可を要する業務規程に係る事項)

(Matters Pertaining to Operational Rules Which Require Authorization)

第六十三条 法第百十七条各号に掲げる事項については、その細則を業務規程以外の規則に委ねる場合においても、当該規則の変更について法第百四十九条第一項の認可を受けなければならない。

Article 63 (1) With regard to the matters listed in each of the items of Article 117 of the Act, even in case that the detailed regulations are to be prescribed by rules other than the operational rules, changes to said rules must be authorized under Article 149, paragraph (1) of the Act.

2 次に掲げる事項については、業務規程又はその細則を委ねた規則において定めなければならない。

(2) The following matters must be prescribed in the operational rules or in the rules under which the detailed regulations are to be prescribed:

一 法第百五十六条の二十四第一項に規定する信用取引及び金融商品取引所の会員等が当該金融商品取引所が開設する取引所金融商品市場における有価証券の売買の決済のために証券金融会社から当該金融商品取引所の決済機構を利用して金銭又は有価証券の貸付けを受ける取引に関する事項

(i) matters pertaining to Margin Transactions set forth in Article 156-24, paragraph (1) of the Act, and to transactions under that paragraph wherein a Member, etc. of the Financial Instruments Exchange, etc., for the purpose of settlement of purchase and sale of Securities on the Financial Instruments Exchange Market established by said Financial Instruments Exchange, borrows money or Securities from a Securities Finance Company by utilizing a clearing system of said Financial Instruments Exchange;

二 金融商品等の上場及び上場廃止に関する事項

(ii) matters pertaining to listing and delisting of Financial Instruments, etc.;

三 上場する有価証券の発行者が行う当該発行者に係る情報の開示に関する事項

(iii) matters pertaining to the disclosure of information concerning the Issuer of Securities to be listed, disclosure which is to be conducted by said Issuer; and

四 清算基金（売買の決済の履行を担保するために、会員等が金融商品取引所に預託する基金をいう。）に関する事項

(iv) matters pertaining to the Clearing Funds (meaning the funds which Members, etc. deposit with the Financial Instruments Exchange in order to secure the performance of settlement of purchase and sale).

(一般投資家等買付けの禁止の対象とならない者)

(Persons Excluded from the Prohibition on Purchasing for General Investors, etc.)

第六十三条の二 法第百十七条の二第一項に規定する内閣府令で定める者は、次に掲げる者（第一号から第三号までに掲げる者にあつては、会員等に当該有価証券の買付けの委託をする者に限る。）とする。

Article 63-2 (1) The persons specified by Cabinet Office Ordinance, referred to in Article 117-2, paragraph (1) of the Act, are as follows (with regard to the persons listed in item (i) through item (iii), limited to a person who entrusts purchase of said Securities to a Member, etc.):

一 有価証券の発行者

(i) the Issuer of the Securities;

二 有価証券の発行者の取締役等（取締役、監査役、執行役、理事若しくは監事又はこれらに準ずる者をいう。）であり、かつ、当該発行者の総株主等の議決権（法第

二十九条の四第二項に規定する総株主等の議決権をいう。以下この条において同じ。)の百分の五十を超える議決権(社債、株式等の振替に関する法律(平成十三年法律第七十五号)第四百七条第一項又は第四百八条第一項(これらの規定を同法第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項及び第二百七十六条(第二号に係る部分に限る。))において準用する場合を含む。)の規定により発行者に対抗することができない株式又は出資に係る議決権を含む。以下この条において「特定議決権」という。)を自己若しくは他人の名義をもって保有する者(以下この条において「特定役員」という。)又は当該特定役員の被支配法人等(前号に掲げる者を除く。)

(ii) a person who is a Director, etc. of the Issuer of Securities (meaning a director, company auditor, executive officer, board member, auditor, or any other person holding a position equivalent thereto), and holds voting rights (including the voting rights pertaining to shares or equity which 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. (Act No. 75 of 2001) (including the cases where these provisions are applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), and Article 276 (limited to the part pertaining to item (ii)) of that Act); hereinafter referred to as "Specified Voting Rights" in this Article) exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. (meaning the Voting Rights Held by All the Shareholders, etc. as set forth in Article 29-4, paragraph (2) of the Act; hereinafter the same applies in this Article) in said Issuer, under the person's name or under the name of any other person (hereinafter referred to as "Specified Officer" in this Article), or corporation, etc. under control of a Specified Officer (excluding the person listed in the preceding item);

三 有価証券の発行者の総株主等の議決権の百分の五十を超える特定議決権を自己又は他人の名義をもって保有する会社(前号に掲げる者を除く。)

(iii) a company which holds Specified Voting Rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. in said Issuer of the Securities, under the company's name or under the name of any other person (excluding a person listed in the preceding item);

四 有価証券(次に掲げるものに限る。)の発行者の役員等(当該発行者の発行する当該有価証券の買付け(当該発行者の他の役員等と共同して、一定の計画に従い、個別の投資判断に基づかず、継続的に買付けを行うことを内容とする契約であって各役員等の一回当たりの拠出金額が百万円に満たないものに基づいて行うものに限る。)を会員等に委託する者に限り、第二号に掲げる者を除く。)

(iv) Officers, etc. of the Issuer of the Securities (limited to the following Securities) (limited to a person who entrusts a Member, etc. to purchase said Securities issued by said Issuer (limited to a purchase of Securities made

under a contract whereby the Officers, etc., jointly with other Officers, etc. of such Issuer, continuously conducts purchases according to a certain plan without depending on an individual investment decision, and whereby each Officer, etc. contributes less than one million yen per occasion of purchasing), and excluding the persons specified in item (ii):

イ 法第二条第一項第九号に掲げる有価証券

(a) the Securities specified in Article 2, paragraph (1), item (ix) of the Act;

ロ 法第二条第一項第十七号に掲げる有価証券のうち、同項第九号に掲げる有価証券の性質を有するもの

(b) the Securities specified in Article 2, paragraph (1), item (xvii) of the Act which have the nature of the Securities specified in item (ix) of that paragraph;

ハ イ又はロに掲げる有価証券を令第二条の三第三号に規定する受託有価証券とする同号に規定する有価証券信託受益証券

(c) the Beneficiary Certificates of a Securities Trust set forth in Article 2-3, item (iii) of the Cabinet Order, for which the Securities listed in preceding sub-item (a) or (b) are to be the Entrusted Securities set forth in Article 2-3, item (iii) of the Cabinet Order; and

ニ 法第二条第一項第二十号に掲げる有価証券でイ又はロに掲げる有価証券に係る権利を表示するもの

(d) the Securities listed in Article 2, paragraph (1), item (xx) of the Act which indicate rights pertaining to the Securities listed in sub-item (a) or (b).

2 特定役員とその被支配法人等が合わせて他の法人等（法人その他の団体をいう。以下この条において同じ。）の総株主等の議決権の百分の五十を超える特定議決権を自己又は他人の名義をもって保有する場合には、当該他の法人等は、当該特定役員の被支配法人等とみなして、前項第二号及びこの項の規定を適用する。

(2) When the Specified Officers and the corporations, etc. under their control, under their respective names or under the names of any other persons, hold Specified Voting Rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. in any other corporation, etc. (meaning a corporation or other type of organization; hereinafter the same applies in this Article), said other corporation, etc. is deemed to be a corporation, etc. under control of said Specified Officer, and the provisions of item (ii) of the preceding paragraph and this paragraph apply.

3 第一項第二号及び前項の「被支配法人等」とは、特定役員が他の法人等の総株主等の議決権の百分の五十を超える特定議決権を自己又は他人の名義をもって保有する場合における当該他の法人等をいう。

(3) The term "corporation, etc. under control" as used in item (ii) of paragraph (1) and the preceding paragraph means the other corporation, etc., when a Specified Officer, under the officer's own name or under the name of any other person, holds Specified Voting Rights exceeding 50 percent of the Voting Rights

Held by All the Shareholders, etc. in said other corporation, etc.

- 4 第一項第四号の「役員等」とは、令第一条の三の三第五号に規定する役員等をいう。
(4) The term "Officer, etc." as used in item (iv) of paragraph (1) means an Officer, etc. set forth in Article 1-3-3, item (v) of the Cabinet Order.

(取引証拠金の預託方法)

(Means to Deposit Clearing Margin)

第六十四条 法第百十九条第一項の規定に基づき取次者、委託者又は申込者から取引証拠金の預託を受ける金融商品取引所（その開設する取引所金融商品市場における市場デリバティブ取引（法第百十九条に規定する市場デリバティブ取引をいう。以下この条及び第六十八条第二項において同じ。）の全部又は一部に関し、他の金融商品取引清算機関に金融商品債務引受業を行わせる旨を定款又は業務規程で定めた場合にあっては、当該市場デリバティブ取引について金融商品債務引受業を行う金融商品取引清算機関。以下この条から第六十九条までにおいて同じ。）は、次の各号に掲げる場合の区分に応じ、当該各号に定める者を代理人として当該取引証拠金の預託を受けなければならない。

Article 64 (1) A Financial Instruments Exchange which receives the deposit of any clearing margin from a Broker, Entrusting Person, or Applicant pursuant to the provisions of Article 119, paragraph (1) of the Act (when it is provided for in its articles of incorporation or operational rules that, with regard to Market Derivatives Transactions (meaning the Market Derivatives Transaction set forth in Article 119 of the Act; hereinafter the same applies in this Article and Article 68, paragraph (2)) in whole or in part on the Financial Instruments Exchange Market it has established, the Financial Instruments obligation Assumption Service is entrusted to another Financial Instruments Clearing Organization, it means such Financial Instruments Clearing Organization which conducts the Financial Instruments obligation Assumption Service pertaining to said Market Derivatives Transactions; hereinafter the same applies in this Article through Article 69) must receive the deposit of said clearing margin by appointing any of the persons listed in the following items as its agent, in accordance with the categories of the respective cases set forth therein:

- 一 法第百十九条第一項第二号又は第三号に掲げる場合（市場デリバティブ取引を受託した会員等が当該市場デリバティブ取引について有価証券等清算取次ぎを委託するものとして清算受託者を届け出た場合を除く。） 当該市場デリバティブ取引を受託した会員等

(i) in the cases referred to in Article 119, paragraph (1), item (ii) or (iii) of the Act (excluding the cases where the Member, etc. which has accepted an entrustment of a Market Derivatives Transaction has notified the Financial Instruments Exchange of a Clearing Entrustee as a person to accept entrustment of the Brokerage for Clearing of the Securities, etc. pertaining

- to said Market Derivatives Transaction): the Member, etc. which has accepted the entrustment of said Market Derivatives Transactions;
- 二 法第百十九条第一項第二号又は第三号に掲げる場合（当該市場デリバティブ取引について有価証券等清算取次ぎを委託するものとして清算受託者を届け出た場合に限る。） 当該市場デリバティブ取引の清算取次ぎの委託の取次ぎを引き受けた会員等又は当該会員等が届け出た清算受託者
- (ii) in the cases referred to in Article 119, paragraph (1), item (ii) or (iii) of the Act (limited the cases where the Clearing Entrustee has been notified as a person to accept entrustment of the Brokerage for Clearing of Securities, etc. pertaining to said Market Derivatives Transaction): the Member, etc. which has accepted the brokerage service for entrustment of brokerage for clearing of said Market Derivatives Transactions, or the Clearing Entrustee notified by said Member, etc.;
- 三 法第百十九条第一項第四号に掲げる場合（市場デリバティブ取引を受託した会員等が当該市場デリバティブ取引について有価証券等清算取次ぎを委託するものとして清算受託者を届け出た場合を除く。） 市場デリバティブ取引に係る取次者又は当該市場デリバティブ取引を受託した会員等
- (iii) in the cases referred to in Article 119, paragraph (1), item (iv) of the Act (excluding the cases where the Member, etc. which has accepted an entrustment of a Market Derivatives Transaction has notified the Financial Instruments Exchange of a Clearing Entrustee as a person to accept entrustment of the Brokerage for Clearing of Securities, etc. pertaining to said Market Derivatives Transaction): the Broker pertaining to the Market Derivatives Transactions, or the Member, etc. which has been entrusted said Market Derivatives Transaction;
- 四 法第百十九条第一項第四号に掲げる場合（当該市場デリバティブ取引について有価証券等清算取次ぎを委託するものとして清算受託者を届け出た場合に限る。） 市場デリバティブ取引に係る取次者、当該市場デリバティブ取引の清算取次ぎの委託の取次ぎを引き受けた会員等又は当該会員等が届け出た清算受託者
- (iv) in the cases referred to in Article 119, paragraph (1), item (iv) of the Act (limited the cases where the Clearing Entrustee has been notified as a person to accept entrustment of the Brokerage for Clearing of Securities, etc. pertaining to said Market Derivatives Transaction): the Broker pertaining to the Market Derivatives Transaction, the Member, etc. which has accepted brokerage for entrustment of brokerage for clearing of said Market Derivatives Transactions, or the Clearing Entrustee notified by said Member, etc.
- 2 法第百十九条第一項の規定に基づき取引証拠金の預託を受ける金融商品取引所は、市場デリバティブ取引を行う会員等その他の同項各号に定める者に代えて、当該会員等が届け出た清算会員等から当該取引証拠金の預託を受けることができる。
- (2) A Financial Instruments Exchange which receives the deposit of any clearing

margin pursuant to the provisions of Article 119, paragraph (1) of the Act may receive the deposit of said clearing margin from a Clearing Member, etc. notified by a Member, etc. conducting a Market Derivatives Transaction, instead of said Member, etc. or any other person set forth in the items of that paragraph.

(取次証拠金の預託方法)

(Means to Deposit Brokerage Margin)

第六十五条 法第百十九条第二項の規定により、申込者をして取次証拠金を預託させる取次者は、当該申込者から、自己に対して当該取次証拠金を預託させることについての書面による同意を得なければならない。

Article 65 (1) A Broker which may have an Applicant deposit a brokerage margin pursuant to the provisions of Article 119, paragraph (2) of the Act must obtain from said Applicant a written consent for depositing the brokerage margin with said Broker.

2 取次者は、前項の規定による申込者の書面による同意に代えて、第四項に定めるところにより、当該申込者の承諾を得て、当該申込者の同意を電磁的方法により得ることができる。この場合において、当該取次者は、当該申込者の書面による同意を得たものとみなす。

(2) A Broker may, in lieu of the Applicant's written consent under the preceding paragraph, obtain consent from said Applicant by electronic or magnetic means as provided for by paragraph (4), with the approval of the Applicant. In this case, said Broker is deemed to have obtained the written consent of said Applicant.

3 前項に規定する電磁的方法のうち、電子情報処理組織を使用する方法による場合は、取次者の使用に係る電子計算機と、申込者の使用に係る電子計算機とを電気通信回線で接続した電子情報処理組織によらなければならない。

(3) In the case of adopting a method using an electronic data processing system as the electronic or magnetic means set forth in the preceding paragraph, such method must be implemented by an electronic data processing system that links the computer used by said Broker to the computer used by the Applicant via a telecommunications line.

4 第二項の規定により申込者の同意を得ようとする取次者は、あらかじめ、当該申込者に対し、その用いる次に掲げる電磁的方法の種類及び内容を示し、書面又は電磁的方法による承諾を得なければならない。

(4) A Broker which intends to obtain consent from an Applicant pursuant to the provisions of paragraph (2) must, in advance, present to the Applicant with the types and contents of the following electronic or magnetic means which it intends to use, and obtain approval therefrom in writing or by electronic or magnetic means:

一 第二項に規定する電磁的方法のうち取次者が使用するもの

(i) the electronic or magnetic means set forth in paragraph (2) used by the Broker; and

二 ファイルへの記録の方式

(ii) the format of recording information into the file.

5 前項の規定による承諾を得た取次者は、申込者から書面又は電磁的方法により電磁的方法による同意を行わない旨の申出があったときは、当該申込者の同意を電磁的方法によって得てはならない。ただし、当該申込者が再び同項の規定による承諾をした場合は、この限りでない。

(5) If the Applicant has advised the Broker, in writing or by electronic or magnetic means, that said Applicant refuses to give consent by electronic or magnetic means, the Broker which has obtained the approval under the preceding paragraph may not obtain such consent from the Applicant by electronic or magnetic means; provided, however, that this does not apply to the cases where such Applicant gives the approval under that paragraph again.

(委託証拠金の預託方法)

(Means to Deposit Customer Margin)

第六十六条 法第百十九条第三項の規定により、委託者、取次者又は申込者をして委託証拠金を預託させる会員等は、当該委託者、取次者又は申込者から、自己に対して当該委託証拠金を預託させることについての書面による同意を得なければならない。

Article 66 (1) A Member, etc. which intends to have an Entrusting Person, a Broker, or an Applicant deposit customer margin pursuant to the provisions of Article 119, paragraph (3) of the Act must obtain from said Entrusting Person, Broker, or Applicant a written consent on depositing the customer margin with such Member, etc.

2 法第百十九条第三項の規定により、申込者をして委託証拠金を預託させる会員等は、当該申込者の取次者を代理人として当該委託証拠金の預託を受けなければならない。

(2) A Member, etc. which intends to have an Applicant deposit customer margin pursuant to the provisions of Article 119, paragraph (3) of the Act must receive the deposit of said customer margin by appointing the Broker of said Applicant as an agent.

3 前条第二項から第五項までの規定は、第一項の規定による委託者、取次者又は申込者の書面による同意について準用する。

(3) The provisions of paragraphs (2) through (5) of the preceding Article apply mutatis mutandis to a written consent from an Entrusting Person, a Broker, or an Applicant under paragraph (1).

(金融商品取引所における取引証拠金の分別管理)

(Separate Management of Clearing Margin by Financial Instruments Exchanges)

第六十七条 法第百十九条第四項の規定に基づき取引証拠金を管理する金融商品取引所

は、次の各号に掲げる区分ごとかつ会員等（清算受託者を通じて取引証拠金の預託を受けたときは、清算受託者）ごとに、当該取引証拠金を自己の固有財産その他の取引証拠金以外の財産と区分して管理しなければならない。

Article 67 (1) A Financial Instruments Exchange managing clearing margins pursuant to the provisions of Article 119, paragraph (4) of the Act must manage them in accordance with the classifications listed in each of the following items and for each Member, etc. (if it has received a deposit of clearing margins through a Clearing Entrustee, for each Clearing Entrustee), separately from its own assets and any other asset other than clearing margins:

一 法第百十九条第一項第一号に掲げる場合のうち会員等が自己の計算において市場デリバティブ取引を行うときに、同項の規定に基づき当該会員等から預託を受けた取引証拠金

(i) clearing margin deposited by a Member, etc. pursuant to the provisions of Article 119, paragraph (1) of the Act, in the case specified in item (i) of that paragraph where said Member, etc. conducts Market Derivatives Transactions on its own account;

二 法第百十九条第一項第一号に掲げる場合のうち会員等が受託した市場デリバティブ取引を同条第三項の規定に基づき委託証拠金の預託を受けて行うときに、同条第一項の規定に基づき当該会員等から預託を受けた取引証拠金並びに同項各号に掲げる場合に、同項及び第六十四条第二項の規定に基づき清算会員等から預託を受けた取引証拠金

(ii) clearing margin deposited by a Member, etc. pursuant to the provisions of Article 119, paragraph (1) of the Act, in the case specified in item (i) of that paragraph where the Member, etc. conducts Market Derivatives Transactions for which it has accepted entrustment by receiving a deposit of a customer margin pursuant to the provisions of paragraph (3) of that Article, and the clearing margin deposited by a Clearing Member, etc. pursuant to the provisions of Article 119, paragraph (1) of the Act and Article 64, paragraph (2) of this Ordinance, in the case listed in each of the items of Article 119, paragraph (1) of the Act;

三 法第百十九条第一項第二号又は第四号に掲げる場合に、同項の規定に基づき委託者又は申込者から預託を受けた取引証拠金

(iii) clearing margin deposited by an Entrusting Person or an Applicant pursuant to the provisions of Article 119, paragraph (1) of the Act, in cases specified in item (ii) or (iv) of that paragraph;

四 法第百十九条第一項第三号に掲げる場合に、同項の規定に基づき取次者から預託を受けた取引証拠金

(iv) clearing margin deposited by a Broker pursuant to the provisions of Article 119, paragraph (1) of the Act, in cases specified in item (iii) of that paragraph.

2 法第百十九条第四項の規定に基づき取引証拠金を管理する金融商品取引所は、次項

の規定に基づき管理されるものを除くほか、次に掲げる方法により、当該取引証拠金を管理しなければならない。

(2) A Financial Instruments Exchange which manages clearing margins pursuant to the provisions of Article 119, paragraph (4) of the Act must, except for clearing margins managed pursuant to the provisions of the following paragraph, manage them by the means listed in the following items:

一 銀行、協同組織金融機関（協同組織金融機関の優先出資に関する法律（平成五年法律第四十四号）第二条第一項に規定する協同組織金融機関をいう。）又は株式会社商工組合中央金庫への預金又は貯金（当該取引証拠金であることがその名義により明らかなものに限る。）

(i) as a deposit or savings in a bank, a Cooperative Structured Financial Institution (meaning a Cooperative Structured Financial Institution as set forth in Article 2, paragraph (1) the Act on Preferred Equity Investment by Cooperative Structured Financial Institutions (Act No. 44 of 1993)) or the Shoko Chukin Bank Limited (limited to the case where it is obvious from the holder's name that such a deposit or savings comprise said clearing margins);
or

二 信託業務を営む金融機関（金融機関の信託業務の兼営等に関する法律（昭和十八年法律第四十三号）第一条第一項の認可を受けた金融機関をいう。）への金銭信託で元本の補てんの契約のあるもの（当該取引証拠金であることがその名義により明らかなものに限る。）

(ii) as a monetary trust with a financial institution operating a Trust Business (meaning financial institution authorized under Article 1, paragraph (1) of the Act on Concurrent Operation of Trust Business by a Financial Institution (Act No. 43 of 1943)), with a contractual agreement on compensation of the principal (limited to the case where it is obvious from the right holder's name that such monetary trust comprises said clearing margins).

3 法第百十九条第四項の規定に基づき代用有価証券等（同条第五項の規定により取引証拠金に充てられる有価証券（以下この項において「代用有価証券」という。）及び次条第一項に定めるものをいう。以下この項において同じ。）を管理する金融商品取引所は、次の各号に掲げる代用有価証券等の区分に応じ、当該各号に定める方法により、当該代用有価証券等を管理しなければならない。

(3) A Financial Instruments Exchange which manages Substitute Securities, etc. (meaning Securities to be substituted for a clearing margin pursuant to the provisions of Article 119, paragraph (5) of the Act (hereinafter referred to as "Substitute Securities" in this paragraph) and those set forth in paragraph (1) of the following Article; the same applies hereinafter in this paragraph) pursuant to the provisions of Article 119, paragraph (4) of the Act must manage them in accordance with the methods specified in each of the following items, in accordance with the respective categories of Substitute Securities, etc. set forth therein:

一 有価証券（法第二条第二項の規定により有価証券とみなされる権利を除く。）
次のイからニまでに掲げる有価証券の区分に応じ、当該イからニまでに定める方法

(i) Securities (excluding rights which are regarded as Securities pursuant to the provisions of Article 2, paragraph (2) of the Act): the methods listed in sub-items (a) through (d) in accordance with the respective categories of Securities set forth therein:

イ 金融商品取引所が自己で保管することにより管理する有価証券（混蔵して保管されるものを除く。ロにおいて同じ。） 代用有価証券の保管場所について固有有価証券等（自己の固有財産である有価証券その他の代用有価証券以外の有価証券をいう。次号及び第三号において同じ。）の保管場所と明確に区分し、かつ、当該代用有価証券についてどの会員等から又はどの会員等若しくは清算受託者若しくは清算会員等を通じ預託を受けた有価証券であるかが直ちに判別できる状態で保管することにより管理する方法

(a) Securities managed by the Financial Instruments Exchange by way of taking custody thereof by itself (excluding the Securities retained by way of commingled custody; the same applies in sub-item (b)): to manage the Substitute Securities by taking custody thereof under conditions wherein the place of custody thereof is clearly separated from that of its Own Securities, etc. (meaning Securities constituting its own assets, and any Securities other than Substitute Securities; the same applies in the following item and item (iii)) and wherein it can be identified immediately which Member, etc. has deposited said Substitute Securities, or through which Member, etc., Clearing Entrustee, or Clearing Member, etc. said Substitute Securities have been deposited;

ロ 金融商品取引所が第三者をして保管させることにより管理する有価証券 当該第三者において、代用有価証券の保管場所について固有有価証券等の保管場所と明確に区分させ、かつ、当該代用有価証券についてどの会員等から又はどの会員等若しくは清算受託者若しくは清算会員等を通じ預託を受けた有価証券であるかが直ちに判別できる状態で保管させることにより管理する方法

(b) Securities managed by the Financial Instruments Exchange by way of having a third party take custody thereof: to manage the Substitute Securities by having a third party take custody thereof under conditions wherein the place of custody of the Substitute Securities is clearly separated from that for its Own Securities, etc., and where it can be identified immediately which Member, etc. has deposited said Substitute Securities, or through which Member, etc., Clearing Entrustee, or Clearing Member, etc. said Substitute Securities have been deposited;

ハ 金融商品取引所が自己で保管することにより管理する有価証券（混蔵して保管されるものに限る。ニにおいて同じ。） 代用有価証券の保管場所については固有有価証券等の保管場所と明確に区分し、かつ、各会員等から又は各会員等、各清算受託者若しくは各清算会員等を通じ預託を受けた代用有価証券に係る持分が

自己の帳簿により直ちに判別できる状態で保管することにより管理する方法

(c) Securities managed by a Financial Instruments Exchange by way of taking custody thereof by itself (limited to the Securities held by way of commingled custody; the same applies in sub-item (d)): to manage the Substitute Securities by taking custody thereof under conditions wherein the place of custody of the Substitute Securities is clearly separated from that for its Own Securities, etc., and wherein the share pertaining to Substitute Securities deposited by each Member, etc. or through each Member, Clearing Entrustee, or Clearing Member, etc. can be identified immediately based on the books of the Financial Instruments Exchange;

ニ 金融商品取引所が第三者をして保管させることにより管理する有価証券 当該第三者における代用有価証券を預託する者のための口座について金融商品取引所の自己のための口座と区分する方法その他の方法により代用有価証券に係る持分が直ちに判別でき、かつ、各会員等から又は各会員等若しくは各清算受託者若しくは各清算会員等を通じ預託を受けた代用有価証券に係る持分が自己の帳簿により直ちに判別できる状態で保管させることにより管理する方法

(d) Securities managed by a Financial Instruments Exchange by way of having a third party take custody thereof: to manage the Substitute Securities by having said third party take custody thereof under conditions wherein, by means of separating any account created by said third party for a person who deposits Substitute Securities from the Financial Instruments Exchange's own account or by any other means, the share pertaining to Substitute Securities can be identified immediately, and wherein the share of Substitute Securities deposited by each Member, etc. or through each Member, etc., Clearing Entrustee or Clearing Member, etc. can be identified immediately based on the books of the Financial Instruments and Exchange.

二 法第二条第二項の規定により有価証券とみなされる権利 次のイ又はロに掲げる場合の区分に応じ、当該イ又はロに定める方法

(ii) rights which are regarded as Securities pursuant to the provisions of Article 2, paragraph (2) of the Act: the means prescribed in the sub-items (a) or (b) below, in accordance with the categories of the respective cases set forth therein:

イ 当該権利を行使する際に必要となる当該権利を証する書類その他の書類がある場合 当該書類を有価証券とみなして前号イからニまでに掲げる有価証券の区分に応じて管理する方法

(a) when there are any documents evidencing the rights and other documents which are necessary for the exercise of the rights: to regard such documents as Securities, and manage them in accordance with the categories of the Securities in sub-items (a) through (d) of the preceding item;

ロ イに掲げる場合以外の場合 第三者をして当該権利を会員等から又は会員等、清算受託者若しくは清算会員等を通じ預託を受けた有価証券として明確に区分して管理させ、かつ、その管理の状況が自己の帳簿により直ちに把握できる状態で管理する方法

(b) in cases other than the case listed in sub-item (a): to have a third party precisely manage the rights by treating them as the Securities deposited by a Member, etc., or as the Securities deposited through a Member, etc., Clearing Entrustee or a Clearing Member, etc. and to manage them in conditions wherein the status of the management thereof can be identified immediately based on the books of the Financial Instruments Exchange.

三 次条第一項に定めるもの 次のイ又はロに掲げる場合の区分に応じ、当該イ又はロに定める方法

(iii) the properties set forth in paragraph (1) of the following Article: the means prescribed in either of the following sub-items (a) or (b), in accordance with the categories of the respective cases set forth therein:

イ 次条第一項の債権に基づく権利を行使する際に必要となる当該債権を証する書類その他の書類がある場合 当該書類を有価証券とみなして第一号イからニまでに掲げる有価証券の区分に応じて管理する方法

(a) when there are documents evidencing the claims and other documents which are necessary for the exercise of rights under the claims set forth in paragraph (1) of the following Article: to regard such documents as Securities and to manage them in accordance with the respective categories of Securities set forth in sub-items (a) through (d) of item (i); or

ロ イに掲げる場合以外の場合 第三者をして当該債権を法第百十九条第五項に基づくものとして明確に区分して管理させ、かつ、その管理の状況が自己の帳簿により直ちに把握できる状態で管理する方法

(b) in cases other than the case listed in sub-item (a): to have a third party manage the claims as the substitute under Article 119, paragraph (5) of the Act by making a clear distinction from any other properties, and to manage them in conditions wherein the status of management thereof can be identified immediately based on the books of the Financial Instruments Exchange.

(取引証拠金等の代用有価証券等)

(Securities Substituted for Clearing Margin, etc.)

第六十八条 法第百十九条第五項に規定する内閣府令で定めるものは、預金契約に基づく債権とする。

Article 68 (1) The substitutes specified by Cabinet Office Ordinance, referred to in Article 119, paragraph (5) of the Act, are claims based on a deposit contract.

2 法第百十九条第一項の取引証拠金、同条第二項の取次証拠金及び同条第三項の委託証拠金の全部又は一部が同条第五項の規定により有価証券等（有価証券及び前項に定

めるものをいう。)をもって代用される場合におけるその代用価格は、金融商品取引所が法第百四十九条第一項の認可(その開設する取引所金融商品市場における市場デリバティブ取引の全部又は一部に関し、他の金融商品取引清算機関に金融商品債務引受業を行わせる旨を定款又は業務規程で定めた場合にあっては、法第百五十六条の十二の認可。以下この項において同じ。)を受けて定める基準日の時価に株券については百分の七十、その他については金融商品取引所が同項の認可を得て定める率を乗じた額を超えない額とする。

(2) When the clearing margin under Article 119, paragraph (1) of the Act, the brokerage margin under paragraph (2) of that Article, or the customer margin under paragraph (3) of that Article is, in whole or in part, to be substituted by Securities, etc. (meaning the Securities and the claims prescribed in the preceding paragraph) pursuant to the provisions of paragraph (5) of that Article, the substituted price therefor is an amount obtained by multiplying the market value as of the Record Day determined by a Financial Instruments Exchange with the authorization set forth in Article 149, paragraph (1) of the Act (when its articles of incorporation or the operational rules provide that, with regard to Market Derivatives Transactions in whole or in part on the Financial Instruments Exchange Market it has established, it entrusts another Financial Instruments Clearing Organization to conduct the Financial Instruments obligation Assumption Service, such authorization means the authorization set forth in Article 156-12 of the Act; the same applies hereinafter in this paragraph), by 70 percent for share certificates, or by a rate determined by the Financial Instruments Exchange with the authorization under that paragraph for any other substitutes.

3 取次者、会員等、清算受託者又は清算会員等(以下この項において「取次者等」という。)は、法第百十九条第一項の取引証拠金、同条第二項の取次証拠金又は同条第三項の委託証拠金の全部又は一部が同条第五項の規定により社債、株式等の振替に関する法律第二条第一項に規定する社債等で同条第二項に規定する振替機関が取り扱うもの(以下この項において「振替社債等」という。)をもって代用される場合であつて、当該取次者等の口座における保有欄(同法に規定する保有欄をいう。)に当該振替社債等に係る記載又は記録を受けるときは、当該取次者等の取引のための欄と区分しなければならない。

(3) A Broker, Member, etc., Clearing Entrustee or Clearing Member, etc. (hereinafter referred to as a "Broker, etc." in this paragraph) must, when the clearing margin under Article 119, paragraph (1) of the Act, the brokerage margin under paragraph (2) of that Article, or the customer margin under paragraph (3) of that Article is, in whole or in part, to be substituted by the Book-Entry Corporate Bonds, etc. (meaning Company Bonds, etc. defined in Article 2, paragraph (1) of the Act on Book-Entry Transfer of Company Bonds, Shares, etc. (Act No. 75 of 2001), handled by Book-Entry Transfer Institution defined in paragraph (2) of the same Article; hereinafter referred to as "Book-

Entry Transfer Company Bonds" in this paragraph) pursuant to the provisions of the paragraph (5) of that Article, and when any description or record pertaining to said Book-Entry Corporate Bonds, etc. is to be entered into a Column of Description of Securities Held (meaning the Column of Description of Securities Held set forth in that Act) within the account of said Broker, etc., segregate such Column of Description of Securities Held from the column for transactions of such Broker, etc.

(取引証拠金上の他の会員及び金融商品取引所の優先権の範囲)

(Scope of Priority of Other Members and Financial Instruments Exchanges in Regard to Clearing Margin)

第六十九条 法第百十九条第六項に規定する内閣府令で定めるものは、第六十七条第一項第一号に掲げる取引証拠金とする。

Article 69 The clearing margin specified by Cabinet Office Ordinance, referred to in Article 119, paragraph (6) of the Act, is a clearing margin as prescribed in Article 67, paragraph (1), item (i) of the Act.

(金融商品等の上場の届出)

(Notification of Listing of Financial Instruments, etc.)

第七十条 法第百二十一条の規定により金融商品等の上場について届出をしようとする金融商品取引所は、次に掲げる事項を記載した上場届出書を当該金融商品取引所の主たる事務所又は本店の所在地を管轄する財務局長（当該所在地が福岡財務支局の管轄区域内にある場合にあっては、福岡財務支局長）に提出しなければならない。

Article 70 (1) A Financial Instruments Exchange which intends to make a notification of the listing of Financial Instruments, etc. pursuant to the provisions of Article 121 of the Act must submit a written notification of listing stating the following matters, to the Director-General of the Local Finance Bureau having a jurisdiction over the location of its principal office or head office (when said location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General of the Fukuoka Local Finance Branch Bureau):

一 当該金融商品等の種類

(i) the types of said Financial Instruments, etc.;

二 当該金融商品等の銘柄

(ii) the issues of said Financial Instruments, etc.;

三 上場年月日

(iii) the date of listing; and

四 その他参考となる事項

(iv) any other information which would serve as reference information.

2 前項の上場届出書には、次に掲げる書類を添付しなければならない。

(2) The documents listed in the following items must be attached to the written

notification for listing set forth in the preceding paragraph:

一 当該金融商品等の上場が法第一百七条第四号、第五号又は第九号の規定により当該金融商品取引所が定める基準及び方法等に適合していることを示す書類

(i) a document evidencing that the listing of said Financial Instruments, etc. conforms to the criteria and methods, etc. specified by said Financial Instruments Exchange pursuant to the provisions of Article 117, item (iv), (v) or (ix) of the Act;

二 その他当該金融商品等に関し参考となる書類

(ii) any other document which would serve as reference information related to said Financial Instruments, etc.

3 第一項の届出は、当該金融商品等を上場しようとする日の前日までにしなければならない。

(3) The notification under paragraph (1) must be filed no later than the day immediately preceding the day of listing said Financial Instruments, etc.

(金融商品取引所等が発行者である有価証券等の上場の承認申請)

(Application for Approval of Listing of Securities, etc. Issued by a Financial Instruments Exchange, etc.)

第七十一条 法第二百二十二条第一項又は第二百二十四条第一項若しくは第三項の規定により有価証券（法第二百二十二条第一項又は第二百二十四条第一項若しくは第三項の規定の適用を受けるものに限る。以下この項において同じ。）、有価証券に係る金融指標又は有価証券に係るオプション（次項及び第七十三条において「有価証券等」という。）の上場について承認を受けようとする金融商品取引所は、次の各号に掲げる場合の区分に応じ、当該各号に定める書類を金融庁長官に提出しなければならない。

Article 71 (1) A Financial Instruments Exchange which intends to obtain the approval for listing of Securities (limited to Securities to which any of Article 122, paragraph (1) or Article 124, paragraph (1) or (3) of the Act applies; hereinafter the same applies in this paragraph), Financial Indicators pertaining to Securities, or Options pertaining to Securities (referred to as "Securities, etc." in the following paragraph and Article 73) pursuant to the provisions of Article 122, paragraph (1) of the Act or Article 124, paragraph (1) or (3) of the Act must submit to the Commissioner of the Financial Services Agency the documents specified in each of the following items in accordance with the respective categories set forth therein:

一 売買のために有価証券を上場する場合 次に掲げる書類

(i) in case of listing of Securities for purchase and sale: the documents listed in the following sub-items:

イ 当該有価証券の種類、銘柄その他当該有価証券に関する詳細を記載した上場承認申請書

(a) a written application for approval of listing stating the classes and issues of said Securities and other details of said Securities;

ロ 有価証券の上場の際し、当該有価証券の発行者が当該有価証券を上場しようとする取引所金融商品市場又は令第十九条の三の四に規定する外国金融商品市場を開設する者に対し上場審査のためにその規則の定めるところにより提出すべき書類と同等の書類（当該書類のうち金融庁長官が必要でないと認めたものを除く。）

(b) documents equivalent to those required to be submitted by an Issuer of any Securities upon listing thereof to the person who has established a Financial Instruments Exchange Market or a Foreign Financial Instruments Market prescribed in Article 19-3-4 of the Cabinet Order on which it intends to list said Securities pursuant to the provisions of the rules of said person for the examination of listing thereof (excluding the documents which the Commissioner of Financial Services Agency deems unnecessary);

ハ その他法第二百二十二条第一項又は第二百二十四条第一項若しくは第三項の規定による上場承認をするため参考となるべき事項を記載した書類

(c) other documents stating matters which may be helpful in granting approval of the listing pursuant to the provisions of Article 122, paragraph (1) or Article 124, paragraph (1) or (3) of the Act.

二 市場デリバティブ取引のために有価証券を上場する場合 当該有価証券の種類、銘柄及び決済方法その他当該有価証券に関する詳細を記載した上場承認申請書

(ii) in cases of listing of Securities for Market Derivatives Transactions: a written application for approval of listing stating the classes, issues and settlement methods of said Securities, and other details of said Securities;

三 市場デリバティブ取引のために有価証券に係る金融指標を上場する場合 当該金融指標の構成銘柄、金融指標の算出方法その他当該金融指標に関する詳細を記載した上場承認申請書

(iii) in cases of listing of Financial Indicators pertaining to Securities for the purpose of Market Derivatives Transactions: a written application for approval of listing stating the composition of the Financial Indicators, the calculation method of the Financial Indicators, and other details of said Financial Indicators;

四 市場デリバティブ取引のために有価証券に係るオプションを上場する場合 当該オプションの行使により成立する取引、オプションの種類及び清算方法その他当該オプションに関する詳細を記載した上場承認申請書

(iv) in cases of the listing of Options pertaining to Securities for the purpose of Market Derivatives Transactions: a written application for approval of the listing stating the transactions to be effected by the exercise said Options, the types and clearing methods of said Options, and any other details of said Options.

2 前項の規定は、法第二百二十三条第一項又は第二項において準用する法第二百二十二条第一項の規定により有価証券等（同項の規定の適用を受けるものに限る。）の上場に

ついて承認を受けようとする金融商品取引所持株会社及び法第百二条の三第一項に規定する親商品取引所等について準用する。

- (2) The provisions of the preceding paragraph apply mutatis mutandis to a Financial Instruments Exchange Holding Company which intends to obtain the approval for listing of Securities, etc. (limited to Securities to which the provisions of that paragraph are applicable) pursuant to the provisions of Article 122, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 123, paragraph (1) or (2) of the Act and to a Parent Commodity Exchange, etc. prescribed in Article 102-3, paragraph (1) of the Act.

(金融商品等の上場廃止の届出)

(Notification of Delisting of Financial Instruments, etc.)

第七十二条 法第百二十六条第一項の規定により金融商品等の上場の廃止について届出をしようとする金融商品取引所は、次に掲げる事項を記載した上場廃止届出書を当該金融商品取引所の主たる事務所又は本店の所在地を管轄する財務局長（当該所在地が福岡財務支局の管轄区域内にある場合にあっては、福岡財務支局長）に提出しなければならない。

Article 72 (1) A Financial Instruments Exchange which intends to make a notification of delisting of Financial Instruments, etc. pursuant to the provisions of Article 126, paragraph (1) of the Act must submit a written notification for delisting stating the following matters to the Director-General of the Local Finance Bureau having jurisdiction over the location of its principal office or the head office (when said location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General of the Fukuoka Local Finance Branch Bureau):

一 当該金融商品等の種類

(i) the types of said Financial Instruments, etc.;

二 当該金融商品等の銘柄

(ii) the issues of said Financial Instruments, etc.;

三 上場廃止年月日

(iii) the date of delisting;

四 上場の廃止の理由

(iv) the reasons for delisting; and

五 その他参考となる事項

(v) any other matter which would serve as reference information.

2 前項の上場廃止届出書には、次に掲げる書類を添付しなければならない。

(2) The documents listed in the following items must be attached to the written notification of delisting set forth in the preceding paragraph:

一 当該金融商品等の上場の廃止が法第百十七条第四号、第五号又は第九号の規定により当該金融商品取引所が定める基準及び方法等に適合していることを示す書類

(i) a document evidencing that the delisting of said Financial Instruments, etc.

conforms to the criteria and methods, etc. specified by said Financial Instruments Exchange pursuant to the provisions of Article 117, item (iv), (v) or (ix) of the Act; and

二 当該金融商品等（金融指標又はオプションを除く。）の上場廃止についての発行者の同意の有無を記載した書類

(ii) a document containing information as to whether the Issuer of said Financial Instruments, etc. (excluding Financial Indicators or Options) has consented to the delisting thereof.

3 第一項の届出は、当該金融商品等の上場を廃止しようとする日の七日前までにしなければならない。ただし、上場を廃止しようとする有価証券の発行者に次の各号に掲げる事実が発生したときは、当該有価証券の上場を廃止しようとする日の前日までに届出をしなければならない。

(3) The notification set forth in the paragraph (1) must be filed seven days prior to the date of the delisting of said Financial Instruments, etc.; provided, however, that if any of the events listed in each of the following items has taken place in regard to the Issuer of Securities to be delisted, the notification must be filed prior to the day immediately preceding the day of delisting said Securities:

一 手形若しくは小切手の不渡り（支払資金の不足を事由とするものに限る。）又は手形交換所による取引停止処分

(i) dishonor of negotiable instruments or checks (limited to dishonor due to lack of funds for payment), or issuance of an order of suspension of transactions from a clearing house;

二 事業の全部の休止又は廃止

(ii) the suspension or discontinuance of business in its entirety;

三 破産手続開始、再生手続開始又は更生手続開始の申立て

(iii) the filing of a petition for commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, or commencement of reorganization proceedings;

四 前三号に掲げる事実のほか、速やかに上場を廃止する必要があるものとして当該金融商品取引所が業務規程に定めるもの

(iv) beyond the events specified in the preceding three items, the events prescribed by said Financial Instruments Exchange in its operational rules as a case in which Financial Instruments, etc. are required to be promptly delisted.

（金融商品取引所等が発行者である有価証券の上場廃止の承認申請）

(Application for Authorization of the Delisting of Securities Issued by a Financial Instruments Exchange, etc.)

第七十三条 法第二百二十六条第二項の規定により法第二百二十四条第一項の有価証券等の上場の廃止について承認を受けようとする金融商品取引所は、次に掲げる事項を記載

した上場廃止承認申請書を金融庁長官に提出しなければならない。

Article 73 (1) A Financial Instruments Exchange which intends to obtain the approval for delisting of Securities, etc. set forth in Article 124, paragraph (1) of the Act pursuant to the provisions of Article 126, paragraph (2) of the Act must submit to the Commissioner of the Financial Services Agency a written application for approval of delisting stating the following matters:

一 当該有価証券等の種類

(i) the classes of said Securities, etc.;

二 当該有価証券等の銘柄

(ii) the issues of said Securities, etc.;

三 上場の廃止の理由

(iii) the reasons for delisting; and

四 その他参考となる事項

(iv) any other matter which would serve as reference information.

2 前項の上場廃止承認申請書には、上場を廃止しようとする有価証券等（有価証券に係る金融指標又はオプションを除く。）の上場廃止についての発行者の同意の有無を記載した書類（法第二百二十四条第一項第二号から第六号までに掲げる者が発行者である有価証券の上場の廃止の場合に限る。）を添付しなければならない。

(2) A document containing information as to whether the Issuer has consented to the delisting of said Securities, etc. to be delisted (excluding Financial Indicators or Options pertaining to Securities) must be attached to the written application for approval of delisting set forth in the preceding paragraph (limited to cases of delisting of Securities whose Issuer is any of the persons listed in Article 124, paragraph (1), items (ii) through (vi) of the Act).

（会員等への通知及び公表）

(Notification to a Member, etc. and Publication)

第七十四条 法第百三十条の規定による通知及び公表を行おうとする金融商品取引所は、別表第一に定める事項を、その業務規程に定める方法により、その会員等に通知し、公表しなければならない。

Article 74 A Financial Instruments Exchange which intends to file a notification and to make a publication pursuant to the provisions of Article 130 of the Act must notify the Members, etc. and publicize the matters specified in Appended Table No. 1, in accordance with the methods prescribed in its operational rules.

（金融庁長官への報告）

(Report to the Commissioner of the Financial Services Agency)

第七十五条 法第百三十一条の規定により報告を行おうとする金融商品取引所は、別表第一及び別表第二に定める事項を、その業務規程に定める方法により、金融庁長官に報告しなければならない。

Article 75 A Financial Instruments Exchange which intends to make a report

pursuant to the provisions of Article 131 of the Act must report to the Commissioner of the Financial Services Agency the matters specified in Appended Tables Nos. 1 and 2, in accordance with the methods prescribed in its operational rules.

(認可を要する受託契約準則に係る事項)

(Matters Pertaining to Brokerage Contract Rules Which Require Authorization)

第七十六条 法第百三十三条第二項各号に掲げる事項については、その細則を受託契約準則以外の規則に委ねる場合においても、当該規則の変更について法第百四十九条第一項の認可を受けなければならない。

Article 76 (1) With regard to the matters listed in each of the items of Article 133, paragraph (2) of the Act, even in the case that the detailed regulations are to be prescribed by rules other than the brokerage contract rules, changes to such rules must be authorized under Article 149, paragraph (1) of the Act.

2 信用取引口座設定約諾書その他金融商品取引業者と顧客との間において締結される契約について、あらかじめ一定の標準を定める金融商品取引所は、受託契約準則又はその細則を委ねた規則において定めなければならない。

(2) A Financial Instruments Exchange which sets a fixed standard in advance in regard to a contract for opening a margins transaction account and any other contract to be concluded between a Financial Instruments Business Operator and a customer must prescribe such a standard in its brokerage contract rules, or in the rules in which detailed regulations of such brokerage contract rules are to be prescribed.

第八節 金融商品取引所の解散等

Section 8 Dissolution, etc. of Financial Instruments Exchanges

(免許の効力に係る承認の申請等)

(Application for Authorization Pertaining to Validity of License)

第七十七条 法第八十条第一項の免許を受けた者は、法第百三十四条第一項第五号の承認を受けようとするときは、承認申請書に取引所金融商品市場を開設することができない理由を記載した書面を添付して金融庁長官に提出しなければならない。

Article 77 (1) When a person who has obtained a license under Article 80, paragraph (1) of the Act intends to obtain the approval set forth in Article 134, paragraph (1), item (v) of the Act, such person must submit to the Commissioner of the Financial Services Agency a written application for approval, attaching a document stating the reasons for being unable to establish a Financial Instruments Exchange Market.

2 金融庁長官は、前項の規定による承認の申請があった場合においては、その申請が次に掲げる基準に適合するかどうかを審査するものとする。

(2) If the application for approval set forth in the preceding paragraph has been filed, the Commissioner of the Financial Services Agency is to examine whether the application conforms to the criteria listed in the following:

一 法第八十条第一項の免許を受けた日から六月以内取引所金融商品市場を開設することができないことについてやむを得ないと認められる理由があること。

(i) that there is any reason deemed as inevitable for not being able to establish the Financial Instruments Exchange Market within six months from the date when the license under Article 80, paragraph (1) of the Act having been granted;

二 合理的な期間内に取引所金融商品市場を開設することができると見込まれること。

(ii) that the Financial Instruments Exchange Market is expected to be established within a reasonable period;

三 法第八十条第一項の免許の審査の際に判断の基礎となった事項について取引所金融商品市場の開設が見込まれる時期までに重大な変更がないと見込まれること。

(iii) that, until the time when the Financial Instruments Exchange Market is to be established, no material change in any of the matters which served as the basis for the judgment made in regard to the examination for the license under Article 80, paragraph (1) of the Act is expected to arise.

(解散等に係る認可申請)

(Application for Authorization Pertaining to Dissolution, etc.)

第七十八条 法第百三十五条第一項の規定により解散に関する総会の決議又は合併について認可を受けようとする金融商品取引所は、認可申請書に次に掲げる書類を添付して金融庁長官に提出しなければならない。

Article 78 A Financial Instruments Exchange which, pursuant to the provisions of Article 135, paragraph (1) of the Act, intends to obtain the authorization on a resolution of its general meeting of members adopting dissolution thereof or authorization on a merger, must submit a written application for authorization to the Commissioner of the Financial Services Agency, attaching the documents listed in the following items:

一 解散又は合併の理由を記載した書面

(i) a document stating the reasons for the dissolution or merger;

二 解散又は合併の決議を行った総会又は株主総会の議事録その他必要な手続があったことを証する書面

(ii) the minutes of the general meeting of members or the shareholders meeting resolving for the dissolution or merger, or any other document evidencing that necessary procedures have been followed;

三 最終の貸借対照表及び当該貸借対照表とともに作成された損益計算書又は収益計算書

(iii) the latest balance sheet, and the profit and loss statement or the income statement prepared along with said balance sheet.

第九節 合併

Section 9 Mergers

第一款 通則

Subsection 1 General Rules

(会員金融商品取引所と会員金融商品取引所との吸収合併契約において定める事項)
(Matters to Be Prescribed in an Absorption-Type Merger Agreement Between a Membership-Type Financial Instruments Exchanges and Another Membership-Type Financial Instruments Exchange)

第七十九条 法第百三十七条第二号に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 79 The matters specified by Cabinet Office Ordinance, referred to in Article 137, item (ii) of the Act, are as follows:

一 吸収合併消滅会員金融商品取引所の会員が吸収合併に際して吸収合併存続会員金融商品取引所の会員となるときは、当該会員の商号、名称又は氏名及び住所並びに出資の価額

(i) when the members of a Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger become members of a Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger, the trade names, names and addresses of said members, as well as the value of contributions made by said members;

二 吸収合併存続会員金融商品取引所が吸収合併に際して吸収合併消滅会員金融商品取引所の会員に対してその持分に代わる金銭を交付するときは、当該金銭の額又はその算定方法

(ii) when a Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger delivers to the members of a Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger any money in lieu of the equity of such members in an Absorption-Type Merger, the amount of said money and the method of calculation thereof;

三 前号に規定する場合には、吸収合併消滅会員金融商品取引所の会員に対する同号の金銭の割当てに関する事項

(iii) in the case referred to in the preceding item, matters pertaining to the allotment of money under that item to the members of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger; and

四 吸収合併存続会員金融商品取引所の基本金、基本準備金、基本積立金及び剰余金又は不足金に関する事項

(iv) matters pertaining to capital funds, basic reserve and basic accumulated funds, and surplus or shortfalls of the Membership-Type Financial

Instruments Exchange Surviving an Absorption-Type Merger.

(会員金融商品取引所と会員金融商品取引所との新設合併契約において定める事項)
(Matters to Be Prescribed in a Consolidation-Type Merger Agreement between a Membership-Type Financial Instruments Exchange and Another Membership-Type Financial Instruments Exchange)

第八十条 法第百三十八条第四号に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 80 The matters specified by Cabinet Office Ordinance, referred to in Article 138, item (iv) of the Act, are as follows:

一 新設合併設立会員金融商品取引所の会員についての当該会員の商号、名称又は氏名及び住所並びに出資の価額

(i) the trade names, names and addresses of the members of the Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger, as well as the value of contribution by said members;

二 新設合併設立会員金融商品取引所の基本金、基本準備金、基本積立金及び剰余金又は不足金に関する事項

(ii) matters pertaining to capital funds, basic reserve and basic accumulated funds, and surplus or shortfalls of the Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger.

(吸収合併消滅会員金融商品取引所の事前開示事項等)

(Matters Subject to Prior Disclosure by a Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger)

第八十一条 法第百三十九条の三第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 81 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 139-3, paragraph (1) of the Act, are as follows:

一 合併対価の相当性に関する事項

(i) matters relating to adequacy of consideration for a merger;

二 合併対価について参考となるべき事項

(ii) matters which may be helpful regarding consideration for a merger;

三 計算書類等（株式会社金融商品取引所にあつては会社法第四百三十五条第二項に規定する計算書類及び事業報告（同法第四百三十六条第一項又は第二項の規定の適用がある場合にあつては、監査報告又は会計監査報告を含む。）をいい、会員金融商品取引所にあつては貸借対照表及び当該貸借対照表とともに作成された収支計算書をいう。以下同じ。）に関する事項

(iii) matters pertaining to financial statements, etc. (in the case of a Stock Company-Operated Financial Instruments Exchange, it means the financial statements and business reports set forth in Article 435, paragraph (2) of the Companies Act (when the provisions of Article 436, paragraph (1) or (2) of

that Act is applicable, including the audit reports or the accounting audit reports); or, in the case of a Membership-Type Financial Instruments Exchange, it means a balance sheet, and an income and expenditure statement prepared along with said balance sheet; the same applies hereinafter);

四 吸収合併が効力を生ずる日以後における吸収合併存続金融商品取引所の債務（法第百三十九条の三第五項において準用する法第百一条の四第一項の規定により吸収合併について異議を述べる事ができる債権者に対して負担する債務に限る。）の履行の見込みに関する事項

(iv) matters relating to the prospective performance by the Financial Instruments Exchange Surviving an Absorption-Type Merger of its obligations (limited to the obligations held to a creditor that may raise an objection as to the Absorption-Type Merger pursuant to the provisions of Article 101-4, paragraph (1) of the Act, as applied mutatis mutandis pursuant to Article 139-3, paragraph (5) of the Act) on or after the day when the Absorption-Type Merger becomes effective; and

五 吸収合併契約備置開始日（法第百三十九条の三第一項若しくは第百三十九条の四第一項の規定により吸収合併契約の内容を記載し、若しくは記録した書面若しくは電磁的記録を備え置かなければならない日又は法第百三十九条の七第一項各号に掲げる日のいずれか早い日をいう。以下同じ。）後、前各号に掲げる事項に変更が生じたときは、変更後の当該事項

(v) if, after the Start Date for Keeping an Absorption-Type Merger Agreement (meaning the day on which the document or electronic or magnetic record stating or recording the contents of the Absorption-Type Merger agreement is to be kept pursuant to the provisions of Article 139-3, paragraph (1) or Article 139-4, paragraph (1) of the Act, or the earliest of the days listed in each of the items of Article 139-7, paragraph (1) of the Act; the same applies hereinafter), any change has occurred to any of the matters listed in each of the preceding items, said matters after the change.

2 この条において、「合併対価」とは、吸収合併存続金融商品取引所が、吸収合併に際して吸収合併消滅会員金融商品取引所の会員に対してその持分に代えて交付する金銭等をいう。

(2) The term "Consideration for a Merger" as used in this Article means money, etc. which the Financial Instruments Exchange Surviving an Absorption-Type Merger delivers at the time of an Absorption-Type Merger to members of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger in lieu of the equity of such members.

3 第一項第一号に規定する「合併対価の相当性に関する事項」とは、次に掲げる事項その他の法第百三十九条第二号及び第三号に掲げる事項又は第七十九条第二号及び第三号に掲げる事項についての定め（当該定めがない場合にあつては、当該定めがないこと。）の相当性に関する事項とする。

(3) The term "matters relating to adequacy of consideration for a merger" used in item (i) of paragraph (1) means the matters relating to adequacy of provisions concerning the following matters or any other matters listed in Article 139, item (ii) and (iii) of the Act or concerning the matters listed in Article 79, items (ii) and (iii) of this Ordinance (when there is no such provision, the adequacy as to the lack thereof):

一 合併対価の総数又は総額の相当性に関する事項

(i) matters pertaining to the adequacy of the total number or total amount of the Consideration for a Merger; and

二 合併対価として当該種類の財産を選択した理由

(ii) the reasons for electing that kind of assets as the Consideration for a Merger.

4 第一項第二号に規定する「合併対価について参考となるべき事項」とは、吸収合併消滅会員金融商品取引所の会員に対して交付する株式等（法第百三十九条第二号に規定する株式等をいう。）の全部又は一部が吸収合併存続株式会社金融商品取引所の株式であるときは、次に掲げる事項その他これに準ずる事項（法第百三十九条の三第一項に規定する書面又は電磁的記録にこれらの事項の全部又は一部の記載又は記録をしないことにつき吸収合併消滅会員金融商品取引所の総会員の同意がある場合にあつては、当該同意があつたものを除く。）とする。

(4) The term "matters which may be helpful regarding consideration for a merger" as used in paragraph (1), item (ii) means, when the Shares, etc. in whole or in part (meaning Shares, etc. set forth in Article 139, item (ii) of the Act) to be delivered to members of a Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger comprise shares in the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger, the following matters and other matters equivalent thereto (if all members of a Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger have consented to the omission of a statement or record of such matters in whole or in part from a document or electronic or magnetic record set forth in Article 139-3, paragraph (1) of the Act, said matters so consented are excluded):

一 当該吸収合併存続株式会社金融商品取引所の定款の定め

(i) the provisions of the articles of incorporation of said Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger;

二 次に掲げる事項その他の合併対価の換価の方法に関する事項

(ii) the following matters, and any other matter pertaining to the method of realization of Consideration for a Merger:

イ 合併対価を取引する市場

(a) the market where the Consideration for a Merger is traded;

ロ 合併対価の取引の媒介、取次ぎ又は代理を行う者

- (b) the person who provides an intermediary, brokerage, or agency service for the transactions in the Consideration for a Merger; and
 - ハ 合併対価の譲渡その他の処分に制限があるときは、その内容
- (c) when there is any restriction on transfer and otherwise disposing of the Consideration for a Merger, the contents of said restriction.
- 三 合併対価に市場価格があるときは、その価格に関する事項
- (iii) when the Consideration for a Merger has a market price, the matters pertaining to said market price;
- 四 吸収合併存続株式会社金融商品取引所の過去五年間にその末日が到来した各事業年度（次に掲げる事業年度を除く。）に係る貸借対照表の内容
- (iv) the contents of the balance sheets pertaining to each business year of the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger, of which last day has arrived in the past five years (excluding the business years listed in the sub-items below):
 - イ 最終事業年度
 - (a) the most recent business year;
 - ロ ある事業年度に係る貸借対照表の内容につき、法令の規定に基づく公告（会社法第四百四十条第三項の措置に相当するものを含む。）をしている場合における当該事業年度
 - (b) the business year in which the public notice (including measures equivalent to those set forth in Article 440, paragraph (3) of the Companies Act) was made pursuant to the provisions of the laws and regulations with regard to the contents of the balance sheet; and
 - ハ ある事業年度に係る貸借対照表の内容につき、法第二十四条第一項の規定により有価証券報告書を内閣総理大臣に提出している場合における当該事業年度
 - (c) the business year in which the Annual Securities Report with regard to the contents of the balance sheet has been submitted to the Prime Minister pursuant to the provisions of Article 24, paragraph (1) of the Act.
- 5 第一項第三号に規定する「計算書類等に関する事項」とは、次に掲げる事項とする。
- (5) The term "matters pertaining to financial statements, etc." as used in item (iii) of paragraph (1) means the following matters:
 - 一 吸収合併存続金融商品取引所についての次に掲げる事項
 - (i) the following matters with regard to the Financial Instruments Exchange Surviving an Absorption-Type Merger:
 - イ 最終事業年度に係る計算書類等（吸収合併存続金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立した場合にあっては、吸収合併存続金融商品取引所の成立の日における貸借対照表）の内容
 - (a) the contents of the financial statements, etc. for the most recent business year (if the Financial Instruments Exchange Surviving an Absorption-Type Merger has been formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, the balance sheet as

of the day of formation of the Financial Instruments Exchange Surviving an Absorption-Type Merger);

ロ 最終事業年度の末日（吸収合併存続金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立した場合にあっては、吸収合併存続金融商品取引所の成立の日。ハにおいて同じ。）後の日を臨時決算日（会社法第四百四十一条第一項に規定する臨時決算日をいい、二以上の臨時決算日がある場合にあっては、最も遅いもの）とする臨時計算書類等（同項に規定する臨時計算書類（同条第二項の規定の適用がある場合にあっては、監査報告又は会計監査報告を含む。）をいう。ロにおいて同じ。）があるときは、当該臨時計算書類等の内容

(b) when there are temporary financial statements, etc. (meaning temporary financial statements as set forth in Article 441, paragraph (1) of the Companies Act (when the provisions of paragraph (2) of that Article is applicable, including an audit report or an accounting audit report); the same applies in sub-item (b)) prepared as of a certain day after the last day of the most recent business year (if the Financial Instruments Exchange Surviving an Absorption-Type Merger was formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, as of the certain day after the day when the Financial Instruments Exchange Surviving an Absorption-Type Merger was formed; the same applies in sub-item (c)) as the Temporary Account Closing Day (meaning the Temporary Account Closing Day set forth in Article 441, paragraph (1) of the Companies Act; and when there are two or more Temporary Account Closing Days, the most recent day), the contents of said temporary financial statements, etc.; and

ハ 最終事業年度の末日後に重要な財産の処分、重大な債務の負担その他の財産の状況に重要な影響を与える事象が生じたときは、その内容（吸収合併契約備置開始日後、吸収合併の効力が生ずる日までの間に新たな最終事業年度が存することとなる場合にあっては、当該新たな最終事業年度の末日後に生じた事象の内容に限る。）

(c) if, after the last day of the most recent business year, disposition of any important asset, assumption of a material obligation or any other event which would have a material impact on assets status has taken place, the contents thereof (when the new most recent business year falls in the period between the Start Date for Keeping an Absorption-Type Merger Agreement and the day when the Absorption-Type Merger takes effect, the above is limited to the contents of the events which have taken place after the last day of said new most recent business year).

二 吸収合併消滅会員金融商品取引所（清算をする金融商品会員制法人を除く。以下この号において同じ。）についての次に掲げる事項

(i) the following matters pertaining to the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger

(excluding a Financial Instruments Incorporated Association to be liquidated; the same applies hereinafter in this term):

イ 吸収合併消滅会員金融商品取引所において最終事業年度の末日（吸収合併消滅会員金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立した場合にあっては、吸収合併消滅会員金融商品取引所の成立の日）後に重要な財産の処分、重大な債務の負担その他の法人の財産の状況に重要な影響を与える事象が生じたときは、その内容（吸収合併契約備置開始日後、吸収合併の効力が生ずる日までの間に新たな最終事業年度が存することとなる場合にあっては、当該新たな最終事業年度の末日後に生じた事象の内容に限る。）

(a) if, in regard to the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger, a disposition of any important asset, assumption of a material obligation, or any other event which would have a material impact on assets status of the corporation has taken place after the last day of the most recent business year (if the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger was formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, after the day when the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger was formed), the contents thereof (when a new most recent business year falls in the period between the Start Date for Keeping an Absorption-Type Merger Agreement and the day when the Absorption-Type Merger takes effect, the above is limited to the contents of the event which have taken place after the last day of said new most recent business year); and

ロ 吸収合併消滅会員金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立したときは、吸収合併消滅会員金融商品取引所の成立の日における貸借対照表

(b) if the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger was formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, the balance sheet as of the day of formation of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger.

6 法第百三十九条の三第二項第四号に規定する内閣府令で定める電磁的方法は、第十七条各号に掲げる方法のうち、吸収合併消滅会員金融商品取引所の定めたものとする。

(6) The electronic or magnetic means specified by Cabinet Office Ordinance, referred to in Article 139-3, paragraph (2), item (iv) of the Act, is a means designated by a Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger, among the methods set forth in each of the items of Article 17.

(吸収合併存続会員金融商品取引所の事前開示事項)

(Matters Subject to Prior Disclosure by a Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger)

第八十二条 法第百三十九条の四第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 82 The matters specified by Cabinet Office Ordinance, referred to in Article 139-4, paragraph (1) of the Act, are as follows:

一 第七十九条各号に掲げる事項についての定め（当該定めがない場合にあつては、当該定めがないこと）の相当性に関する事項

(i) matters pertaining to the adequacy of provisions concerning the matters listed in each of the items of Article 79 (when there is no such provision, the adequacy as to the lack thereof);

二 吸収合併消滅会員金融商品取引所（清算をする金融商品会員制法人を除く。）についての次に掲げる事項

(ii) the following matters pertaining to the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger (excluding a Financial Instruments Incorporated Association to be liquidated):

イ 最終事業年度に係る計算書類等（吸収合併消滅会員金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立した場合にあつては、吸収合併消滅会員金融商品取引所の成立の日における貸借対照表）の内容

(a) the contents of the financial statements, etc. for the most recent business year (if the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger was formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, the balance sheet as of the day of formation of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger);

ロ 最終事業年度の末日（吸収合併消滅会員金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立した場合にあつては、吸収合併消滅会員金融商品取引所の成立の日）後に重要な財産の処分、重大な債務の負担その他の財産の状況に重要な影響を与える事象が生じたときは、その内容（吸収合併契約備置開始日後、吸収合併の効力が生ずる日までの間に新たな最終事業年度が存することとなる場合にあつては、当該新たな最終事業年度の末日後に生じた事象の内容に限る。）

(b) if, after the last day of the most recent business year (if the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger was formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, after the day of formation of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger), the disposal of any important asset, assumption of a material obligation, or any other event which would

have a material impact on assets status has taken place, the contents thereof (when the new most recent business year falls in the period between the Start Date for Keeping an Absorption-Type Merger Agreement and the day when the Absorption-Type Merger takes effect, the above is limited to the contents of the event which have taken place after the last day of said new most recent business year).

三 吸収合併消滅会員金融商品取引所（清算をする金融商品会員制法人に限る。）が法第百条の十七第一項において準用する会社法第四百九十二条第一項の規定により作成した貸借対照表

(iii) the balance sheet prepared by the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger (limited to a Financial Instruments Incorporated Association to be liquidated) pursuant to the provisions of Article 492, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 100-17, paragraph (1) of the Act;

四 吸収合併存続会員金融商品取引所において最終事業年度の末日（吸収合併存続会員金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立した場合にあっては、吸収合併存続会員金融商品取引所の成立の日）後に重要な財産の処分、重大な債務の負担その他の財産の状況に重要な影響を与える事象が生じたときは、その内容（吸収合併契約備置開始日後、吸収合併の効力が生ずる日までの間に新たな最終事業年度が存することとなる場合にあっては、当該新たな最終事業年度の末日後に生じた事象の内容に限る。）

(iv) if, in regard to a Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger, the disposal of any important asset, assumption of a material obligation, or any other event which would have a material impact on assets status has taken place after the last day of the most recent business year (if the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger was formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, after the day of the formation of the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger), the contents thereof (when the new most recent business year falls in the period between the Start Date for Keeping an Absorption-Type Merger Agreement and the day when the Absorption-Type Merger takes effect, the above is limited to the contents of the event which have taken place after the last day of said new most recent business year).

五 吸収合併が効力を生ずる日以後における吸収合併存続会員金融商品取引所の債務（法第百三十九条の四第四項において準用する法第百一条の四第一項の規定により吸収合併について異議を述べる事ができる債権者に対して負担する債務に限る。）の履行の見込みに関する事項

(v) matters pertaining to the prospective performance by the Membership-Type

Financial Instruments Exchange Surviving an Absorption-Type Merger of its obligations (limited to the obligations held to a creditor that may raise an objection as to the Absorption-Type Merger pursuant to the provisions of Article 101-4, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 139-4, paragraph (4) of the Act) on or after the day when the Absorption-Type Merger becomes effective.

六 吸収合併契約備置開始日後吸収合併が効力を生ずる日までの間に、前各号に掲げる事項に変更が生じたときは、変更後の当該事項

(vi) if, for the period between the Start Date for Keeping an Absorption-Type Merger Agreement and the day when the Absorption-Type Merger takes effect, any change has arisen in any of the matters listed in each of the items of the preceding item, said matters after the change.

(吸収合併存続会員金融商品取引所の事後開示事項等)

(Matters Subject to Ex-Post Facto Disclosure by a Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger)

第八十三条 法第百三十九条の四第七項に規定する吸収合併に関する事項として内閣府令で定める事項は、次に掲げる事項とする。

Article 83 (1) Matters pertaining to the Absorption-Type Merger specified by Cabinet Office Ordinance, referred to in Article 139-4, paragraph (7) of the Act, are as follows:

一 吸収合併が効力を生じた日

(i) the day when the Absorption-Type Merger has become effective;

二 吸収合併消滅会員金融商品取引所における法第百三十九条の三第五項において準用する法第百一条の四の規定による手続の経過

(ii) the progress of the procedures in regard to the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger pursuant to the provisions of Article 101-4 of the Act as applied mutatis mutandis pursuant to Article 139-3, paragraph (5) of the Act;

三 吸収合併存続会員金融商品取引所における法第百三十九条の四第四項において準用する法第百一条の四の規定による手続の経過

(iii) the progress of the procedures in regard to the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger pursuant to the provisions of Article 101-4 of the Act as applied mutatis mutandis pursuant to Article 139-4, paragraph (4) of the Act;

四 吸収合併により吸収合併存続会員金融商品取引所が吸収合併消滅会員金融商品取引所から承継した重要な権利義務に関する事項

(iv) matters relating to the important rights and obligations which the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger has succeeded to from the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger due to

the Absorption-Type Merger;

五 法第百三十九条の三第一項の規定により吸収合併消滅会員金融商品取引所が備え置いた書面又は電磁的記録に記載又は記録がされた事項（吸収合併契約の内容を除く。）

(v) matters stated or recorded in the documents or electronic or magnetic records kept by the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger pursuant to the provisions of Article 139-3, paragraph (1) of the Act (excluding the contents of the Absorption-Type Merger agreement);

六 法第百四十五条第一項において準用する商業登記法（昭和三十八年法律第百二十五号）第七十九条の変更の登記をした日

(vi) the day when the registration of a change under Article 79 of the Commercial Registration Act (Act No. 125 of 1963) as applied mutatis mutandis pursuant to Article 145, paragraph (1) of the Act has been completed; and

七 前各号に掲げるもののほか、吸収合併に関する重要な事項

(vii) in addition to what is listed in each of the preceding items, other important matters relating to the Absorption-Type Merger.

2 法第百三十九条の四第九項第四号に規定する内閣府令で定める電磁的方法は、第十七条各号に掲げる方法のうち、吸収合併存続会員金融商品取引所の定めたものとする。

(2) The electronic or magnetic means specified by Cabinet Office Ordinance, referred to in Article 139-4, paragraph (9), item (iv) of the Act, is the means designated by the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger, among the methods set forth in each of the items of Article 17.

（新設合併消滅会員金融商品取引所の事前開示事項等）

(Matters Subject to Prior Disclosure by a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger)

第八十四条 法第百三十九条の五第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 84 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 139-5, paragraph (1) of the Act, are as follows:

一 次のイ又はロに掲げる場合の区分に応じ、当該イ又はロに定める定め相当性に関する事項

(i) matters pertaining to the adequacy of the provisions set forth in sub-item (a) or (b) below, in accordance with the categories of the respective cases set forth therein:

イ 新設合併設立金融商品取引所が株式会社金融商品取引所である場合 法第百三十九条の二第一項第六号から第九号までに掲げる事項についての定め

(a) when the Financial Instruments Exchange Established by a

Consolidation-Type Merger is a Stock Company-Operated Financial Instruments Exchange: the provisions concerning the matters listed in Article 139-2, paragraph (1), items (vi) through (ix) of the Act;

ロ 新設合併設立金融商品取引所が会員金融商品取引所である場合 新設合併設立会員金融商品取引所が新設合併消滅会員金融商品取引所の会員に対して支払う金額を定めたときは、その定め

(b) when the Financial Instruments Exchange Established by a Consolidation-Type Merger is a Membership-Type Financial Instruments Exchange: if an amount of money which a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger pays to members of a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger has been provided, such provision.

二 新設合併消滅株式会社金融商品取引所が新株予約権を発行しているときは、法第百三十九条の二第一項第八号及び第九号に掲げる事項についての定め相当性に関する事項

(ii) if the Stock Company-Operated Financial Instruments Exchange Disappearing in a Consolidation-Type Merger has issued share options, matters pertaining to the adequacy of provisions concerning the matters set forth in Article 139-2, paragraph (1), items (viii) and (ix) of the Act;

三 他の新設合併消滅金融商品取引所（清算をする金融商品会員制法人及び株式会社金融商品取引所を除く。）についての最終事業年度に係る計算書類等（他の新設合併消滅金融商品取引所が新設合併契約備置開始日（法第百三十九条の五第一項又は第百三十九条の十四第一項の規定により新設合併契約の内容を記載し、又は記録した書面又は電磁的記録を備え置かなければならない日をいう。以下同じ。）の属する事業年度に成立した場合にあっては、他の新設合併消滅金融商品取引所の成立の日における貸借対照表）の内容

(iii) the contents of the financial statements, etc. pertaining to the most recent business year of the other Financial Instruments Exchange Disappearing in a Consolidation-Type Merger (excluding the Financial Instruments Incorporated Association and the Stock Company-Operated Financial Instruments Exchange which are to be liquidated) (if the other Financial Instruments Exchange Disappearing in a Consolidation-Type Merger was formed in the business year containing the Start Date for Keeping a Consolidation-Type Merger Agreement (meaning the day when the document or electronic or magnetic record stating or recording the contents of the Consolidation-Type Merger agreement is to be kept pursuant to the provisions of Article 139-5, paragraph (1) or Article 139-14, paragraph (1) of the Act; the same applies hereinafter), the balance sheet as of the day of the formation of the other Financial Instruments Exchange Disappearing in a Consolidation-Type Merger);

四 他の新設合併消滅金融商品取引所（清算をする金融商品会員制法人及び株式会社金融商品取引所に限る。）が会社法第四百九十二条第一項（法第百条の十七第一項において準用する場合を含む。）の規定により作成した貸借対照表

(iv) the balance sheet prepared by the other Financial Instruments Exchange Disappearing in a Consolidation-Type Merger (limited to the Financial Instruments Incorporated Association and the Stock Company-Operated Financial Instruments Exchange which are to be liquidated) pursuant to the provisions of Article 492, paragraph (1) of the Companies Act (including the case where it is applied mutatis mutandis pursuant to Article 100-17, paragraph (1) of the Act);

五 新設合併消滅会員金融商品取引所（清算をする金融商品会員制法人を除く。）において最終事業年度の末日（新設合併消滅会員金融商品取引所が新設合併契約備置開始日の属する事業年度に成立した場合にあっては、新設合併消滅会員金融商品取引所の成立の日）後に重要な財産の処分、重大な債務の負担その他の財産の状況に重要な影響を与える事象が生じたときは、その内容（新設合併契約備置開始日後、新設合併の効力が生ずる日までの間に新たな最終事業年度が存することとなる場合にあっては、当該新たな最終事業年度の末日後に生じた事象の内容に限る。）

(v) if, in regard to a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger (excluding a Financial Instruments Incorporated Association to be liquidated), the disposal of any important asset, assumption of a material obligation, or any other event which would have a material impact on assets status has taken place after the last day of the most recent business year (if the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger was formed in the business year in which the Start Date for Keeping a Consolidation-Type Merger Agreement falls, after the day of the formation of the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger), the contents thereof (when the new most recent business year falls in the period from the Start Date for Keeping a Consolidation-Type Merger Agreement and the day when the Consolidation-Type Merger takes effect, the above is limited to the contents of the events which have taken place after the last day of said new most recent business year);

六 新設合併が効力を生ずる日以後における新設合併設立金融商品取引所の債務（他の新設合併消滅金融商品取引所から承継する債務を除く。）の履行の見込みに関する事項

(vi) matters pertaining to the prospective performance by the Financial Instruments Exchange Established by a Consolidation-Type Merger of its obligations (excluding the obligations succeeded to from the other Financial Instruments Exchange Disappearing in a Consolidation-Type Merger) on or after the day when the Consolidation-Type Merger is to become effective;

七 新設合併契約備置開始日後、前各号に掲げる事項に変更が生じたときは、変更後の当該事項

(vii) if, after the Start Date for Keeping a Consolidation-Type Merger Agreement, any change has arisen in the matters listed in each of the preceding items, said matters after the change.

2 法第百三十九条の五第二項第四号に規定する内閣府令で定める電磁的方法は、第十七条各号に掲げる方法のうち、新設合併消滅会員金融商品取引所の定めるものとする。

(2) The electronic or magnetic means specified by Cabinet Office Ordinance, referred to in Article 139-5, paragraph (2), item (iv) of the Act, is a means designated by a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger, among the methods set forth in each of the items of Article 17.

(新設合併設立会員金融商品取引所の事後開示事項)

(Matters Subject to Ex-Post Facto Disclosure by a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger)

第八十五条 法第百三十九条の六第三項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 85 The matters specified by Cabinet Office Ordinance, referred to in Article 139-6, paragraph (3) of the Act, are as follows:

一 新設合併が効力を生じた日

(i) the day when the Consolidation-Type Merger has become effective;

二 法第百三十九条の五第五項において準用する法第百一条の四の規定による手続の経過

(ii) the progress of the procedures pursuant to the provisions of Article 101-4 of the Act as applied mutatis mutandis pursuant to Article 139-5, paragraph (5) of the Act;

三 新設合併により新設合併設立会員金融商品取引所が新設合併消滅会員金融商品取引所から承継した重要な権利義務に関する事項

(iii) matters pertaining to the important rights and obligations which the Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger has succeeded to from the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger due to the Consolidation-Type Merger; and

四 前三号に掲げるもののほか、新設合併に関する重要な事項

(iv) in addition to what is listed in the preceding three items, other important matters relating to the Consolidation-Type Merger.

(新設合併設立会員金融商品取引所が備え置くべき書面の記載事項)

(Matters to Be Stated in a Document to Be Kept by a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type

Merger)

第八十六条 法第百三十九条の六第四項に規定する内閣府令で定める事項は、法第百三十九条の五第一項の規定により新設合併消滅会員金融商品取引所が備え置いた書面又は電磁的記録に記載又は記録がされた事項（新設合併契約の内容を除く。）とする。

Article 86 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 139-6, paragraph (4) of the Act, are the matters stated or recorded in the documents or electronic or magnetic records kept by the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger pursuant to the provisions of Article 139-5, paragraph (1) of the Act (excluding the contents of the Consolidation-Type Merger agreement).

2 法第百三十九条の六第五項第四号に規定する内閣府令で定める電磁的方法は、第十七条各号に掲げる方法のうち、新設合併設立会員金融商品取引所の定めるものとする。

(2) The electronic or magnetic means specified by Cabinet Office Ordinance, referred to in Article 139-6, paragraph (5), item (iv) of the Act, is the means designated by the Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger, among the methods set forth in each of the items of Article 17.

(吸収合併存続株式会社金融商品取引所の事前開示事項等)

(Matters Subject to Prior Disclosure by a Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger)

第八十七条 法第百三十九条の七第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 87 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 139-7, paragraph (1) of the Act, are as follows:

一 法第百三十九条第二号及び第三号に掲げる事項についての定め（当該定めがない場合にあっては、当該定めがないこと。）の相当性に関する事項

(i) matters pertaining to the adequacy of provisions concerning the matters listed in Article 139, items (ii) and (iii) of the Act (when there is no such provision, the adequacy as to the lack thereof);

二 吸収合併消滅会員金融商品取引所（清算をする金融商品会員制法人を除く。）についての次に掲げる事項

(ii) the following matters pertaining to the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger (excluding a Financial Instruments Incorporated Association which is liquidated):

イ 最終事業年度に係る計算書類等（吸収合併消滅会員金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立した場合にあっては、吸収合併消滅会員金融商品取引所の成立の日における貸借対照表）の内容

(a) the contents of the financial statements, etc. for the most recent business year (if the Membership-Type Financial Instruments Exchange

Disappearing in an Absorption-Type Merger was formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, the balance sheet as of the day of the formation of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger); and

ロ 最終事業年度の末日（吸収合併消滅会員金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立した場合にあっては、吸収合併消滅会員金融商品取引所の成立の日）後に重要な財産の処分、重大な債務の負担その他の財産の状況に重要な影響を与える事象が生じたときは、その内容（吸収合併契約備置開始日後吸収合併の効力が生ずる日までの間に新たな最終事業年度が存することとなる場合にあっては、当該新たな最終事業年度の末日後に生じた事象の内容に限る。）

(b) if, after the last day of the most recent business year (if the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger was formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, after the day of formation of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger), the disposal of any important asset, assumption of a material obligation, or any other event which would have any material impact on assets status has taken place, the contents thereof (when the new most recent business year falls in the period between the Start Date for Keeping an Absorption-Type Merger Agreement and the day when the Absorption-Type Merger takes effect, the above is limited to the contents of the events which have taken place after the last day of said new most recent business year).

三 吸収合併消滅会員金融商品取引所（清算をする金融商品会員制法人に限る。）が法第百条の十七第一項において準用する会社法第四百九十二条第一項の規定により作成した貸借対照表

(iii) the balance sheet prepared by the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger (limited to the Financial Instruments Incorporated Association to be liquidated) pursuant to the provisions of Article 492, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 100-17, paragraph (1) of the Act;

四 吸収合併存続株式会社金融商品取引所についての次に掲げる事項

(iv) the following matters pertaining to the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger:

イ 吸収合併存続株式会社金融商品取引所において最終事業年度の末日（吸収合併存続株式会社金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立した場合にあっては、吸収合併存続株式会社金融商品取引所の成立の日）後に重要な財産の処分、重大な債務の負担その他の会社財産の状況に重要な影響を与え

る事象が生じたときは、その内容（吸収合併契約備置開始日後吸収合併の効力が生ずる日までの間に新たな最終事業年度が存することとなる場合にあっては、当該新たな最終事業年度の末日後に生じた事象の内容に限る。）

(a) if, in regard to the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger, the disposal of any important asset, assumption of a material obligation, or any other event which would have a material impact on the status of company assets has taken place after the last day of the most recent business year (if the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger was formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, after the day of formation of the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger), the contents thereof (when the new most recent business year falls in the period between the Start Date for Keeping an Absorption-Type Merger Agreement and the day when the Absorption-Type Merger takes effect, the above is limited to the contents of the events which have taken place after the last day of said new most recent business year);

ロ 吸収合併存続株式会社金融商品取引所が吸収合併契約備置開始日の属する事業年度に成立したときは、吸収合併存続株式会社金融商品取引所の成立の日における貸借対照表

(b) if the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger was formed in the business year in which the Start Date for Keeping an Absorption-Type Merger Agreement falls, the balance sheet as of the day of formation of the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger.

五 吸収合併が効力を生ずる日以後における吸収合併存続株式会社金融商品取引所の債務（法第百三十九条の十二第一項の規定により吸収合併について異議を述べることができる債権者に対して負担する債務に限る。）の履行の見込みに関する事項

(v) matters pertaining to the prospective performance by the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger of its obligations (limited to the obligations held to a creditor who may raise an objection as to the Absorption-Type Merger pursuant to the provisions of Article 139-12, paragraph (1) of the Act) on or after the date when the Absorption-Type Merger is to become effective; and

六 吸収合併契約備置開始日後吸収合併が効力を生ずる日までの間に、前各号に掲げる事項に変更が生じたときは、変更後の当該事項

(vi) if, for the period between the Start Date for Keeping an Absorption-Type Merger Agreement and the day when the Absorption-Type Merger takes effect, any change has arisen in the matters listed in each of the preceding

items, said matters after the change.

2 法第百三十九条の七第二項第四号に規定する内閣府令で定める電磁的方法は、第十七条各号に掲げる方法のうち、吸収合併存続株式会社金融商品取引所の定めるものとする。

(2) The electronic or magnetic means specified by Cabinet Office Ordinance, referred to in Article 139-7, paragraph (2), item (iv) of the Act, is the means designated by the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger, among the methods set forth in each of the items of Article 17.

(吸収合併存続株式会社金融商品取引所の純資産額)

(Amount of Net Assets of a Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger)

第八十八条 法第百三十九条の九第一項第二号に規定する内閣府令で定める方法は、算定基準日（吸収合併契約を締結した日（当該吸収合併契約により当該吸収合併契約を締結した日と異なる日（当該吸収合併契約を締結した日後から当該吸収合併の効力が生ずる時の直前までの間の時に限る。）を定めた場合にあっては、当該日）をいう。第五号において同じ。）における第一号から第六号までに掲げる額の合計額から第七号に掲げる額を減じて得た額（当該額が五百万円を下回る場合にあっては、五百万円）をもって吸収合併存続株式会社金融商品取引所の純資産額とする方法とする。

Article 88 The methods specified by Cabinet Office Ordinance, referred to in Article 139-9, paragraph (1), item (ii) of the Act, are a method whereby the amount obtained by subtracting the amount listed in item (vii) from the sum of the amounts listed in items (i) through (vi) as of the Record Date (meaning the day of conclusion of an Absorption-Type Merger agreement (if a day other than the day of conclusion of the Absorption-Type Merger agreement has been designated under the Absorption-Type Merger agreement (limited to the time included in the period from the day of conclusion of said Absorption-Type Merger agreement to the time immediately before the Absorption-Type Merger takes effect), it means said day); the same applies in item (v)) (or five million yen, when said amount is less than five million yen) is treated as the amount of the net assets of the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger:

一 資本金の額

(i) the amount of stated capital;

二 資本準備金の額

(ii) the amount of capital reserve;

三 利益準備金の額

(iii) the amount of retained earnings reserve;

四 会社法第四百四十六条に規定する剰余金の額

(iv) the amount of surplus set forth in Article 446 of the Companies Act;

五 最終事業年度の末日（吸収合併存続株式会社金融商品取引所が算定基準日の属する事業年度に設立された場合又は成立した場合にあっては、吸収合併存続株式会社金融商品取引所の設立又は成立の日）における評価・換算差額等に係る額

(v) the amount pertaining to valuation and translation adjustments as of the last day of the most recent business year (if the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger was incorporated or formed in the business year in which the Record Date falls, the day of incorporation or formation of the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger);

六 新株予約権の帳簿価額

(vi) the book value of share options;

七 自己株式及び自己新株予約権の帳簿価額の合計額

(vii) the total amount of the book value of treasury shares and its own share options.

(株式の数)

(Number of Shares)

第八十九条 法第百三十九条の九第二項に規定する内閣府令で定める数は、次に掲げる数のいずれか小さい数とする。

Article 89 The number specified by Cabinet Office Ordinance, referred to in Article 139-9, paragraph (2) of the Act, is the smallest of the following numbers:

一 特定株式（法第百三十九条の九第二項の規定により株主が吸収合併に反対する旨を吸収合併存続株式会社金融商品取引所に対して通知した場合に開催される株主総会において議決権を行使することができることを内容とする株式をいう。以下この条において同じ。）の総数に二分の一（当該株主総会の決議が成立するための要件として当該特定株式の議決権の総数の一定の割合以上の議決権を有する株主が出席しなければならない旨の定款の定めがある場合にあっては、当該一定の割合）を乗じて得た数に三分の一（当該株主総会の決議が成立するための要件として株主総会に出席した特定株主（特定株式の株主をいう。以下この条において同じ。）の有する議決権の総数の一定の割合以上の多数が賛成しなければならない旨の定款の定めがある場合にあっては、一から当該一定の割合を減じて得た割合）を乗じて得た数に一を加えた数

(i) the number obtained by adding one to the number obtained by multiplying the total number of Specified Shares (meaning the shares which entitles the shareholders to exercise their voting rights at a shareholders meeting to be held in the event that a shareholder has given notice to the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger to the effect that said shareholders dissent from the Absorption-Type Merger pursuant to the provisions of Article 139-9, paragraph (2) of the Act; the same applies hereinafter in this Article) by half (when the articles of

incorporation provide that adoption of such a resolution at a shareholders meeting requires the presence of shareholders having voting rights of not less than a certain proportion of all voting rights pertaining to said Specified Shares, by such proportion), and further by one-third (when the articles of incorporation provide that adoption of such a resolution at a shareholders meeting requires affirmative votes of not less than a certain proportion of the total number of voting rights held by the Specified Shareholders (meaning the shareholders of Specified Shares; the same applies hereinafter in this Article) present at the meeting, by a proportion obtained by subtracting said proportion from one);

二 法第百三十九条の九第二項に規定する行為に係る決議が成立するための要件として一定の数以上の特定株主の賛成を要する旨の定款の定めがある場合において、特定株主の総数から吸収合併存続株式会社金融商品取引所に対して当該行為に反対する旨の通知をした特定株主の数を減じて得た数が当該一定の数未満となるときにおける当該行為に反対する旨の通知をした特定株主の有する特定株式の数

(ii) the number of Specified Shares held by the Specified Shareholders who have given notice to the effect that they dissent from the act set forth in Article 139-9, paragraph (2) of the Act, when the articles of incorporation provide that adoption of the resolution pertaining to said act requires affirmative votes of not less than a certain number of Specified Shareholders, and when the total number of Specified Shareholders, less the number of Specified Shareholders who have given notice to the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger to the effect that they dissent from said act, is less than said certain number;

三 法第百三十九条の九第二項に規定する行為に係る決議が成立するための要件として前二号の定款の定め以外の定款の定めがある場合において、当該行為に反対する旨の通知をした特定株主の全部が同項に規定する株主総会において反対したとすれば当該決議が成立しないときは、当該行為に反対する旨の通知をした特定株主の有する特定株式の数

(iii) the number of Specified Shares held by the Specified Shareholders who have given notice to the effect that they dissent from an act set forth in Article 139-9, paragraph (2) of the Act, when the articles of incorporation provide that adoption of the resolution pertaining to such act is subject to any provisions of the articles of incorporation other than those set forth in the preceding two items, and when the resolution is not adopted if all of the Specified Shareholders who have given notice to the effect that they dissent from said action cast dissenting votes at the shareholders meeting set forth in that paragraph;

四 定款で定めた数

(iv) the number specified by the articles of incorporation.

(計算書類に関する事項)

(Matters Relating to Financial Statements)

第九十条 法第百三十九条の十二第二項第三号に規定する内閣府令で定めるものは、同項の規定による公告の日又は同項の規定による催告の日のいずれか早い日における次の各号に掲げる場合の区分に応じ、当該各号に定めるものとする。

Article 90 The matters specified by Cabinet Office Ordinance, referred to in Article 139-12, paragraph (2), item (iii) of the Act, are the matters specified in each of the following items, in accordance with the categories of the respective cases set forth therein, as of the day of the public notice under the provisions of that paragraph or the day of the notice under the provisions of that paragraph, whichever comes earlier:

一 最終事業年度に係る貸借対照表又はその要旨につき吸収合併存続株式会社金融商品取引所が会社法第四百四十条第一項又は第二項の規定により公告をしている場合次に掲げるもの

(i) if a Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger has given public notice of the balance sheet pertaining to the most recent business year or a summary thereof pursuant to the provisions of Article 440, paragraph (1) or (2) of the Companies Act: the matters listed in the following sub-items:

イ 官報で公告をしているときは、当該官報の日付及び当該公告が掲載されている頁

(a) if the public notice has been made in an Official Gazette, the date of said Official Gazette and the page number on which such public notice has been published;

ロ 時事に関する事項を掲載する日刊新聞紙で公告をしているときは、当該日刊新聞紙の名称、日付及び当該公告が掲載されている頁

(b) if the public notice has been made in a daily newspaper that publishes matters on current affairs, the name and date of said newspaper, and the page number on which the public notice has been published;

ハ 電子公告により公告をしているときは、会社法第九百十一条第三項第二十九号イに掲げる事項

(c) if the public notice has been made in an Electronic Public Notice, the matters listed in Article 911, paragraph (3), item (xxix), sub-item (a) of the Companies Act.

二 最終事業年度に係る貸借対照表につき吸収合併存続株式会社金融商品取引所が会社法第四百四十条第三項に規定する措置を執っている場合 同法第九百十一条第三項第二十七号に掲げる事項

(ii) if, with regard to the balance sheet pertaining to the most recent business year, a Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger has implemented the measures set forth in

Article 440, paragraph (3) of the Companies Act: the matters listed in Article 911, paragraph (3), item (xxvii) of that Act;

三 吸収合併存続株式会社金融商品取引所が会社法第四百四十条第四項に規定する株式会社である場合において、当該吸収合併存続株式会社金融商品取引所が法第二十四条第一項の規定により最終事業年度に係る有価証券報告書を提出しているとき
その旨

(iii) when the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger is a stock company as set forth in Article 440, paragraph (4) of the Companies Act, and if said Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger has submitted the Annual Securities Report pertaining to the most recent business year pursuant to the provisions of Article 24, paragraph (1) of the Act: such fact;

四 吸収合併存続株式会社金融商品取引所が催告の日の属する事業年度に設立された場合
その旨

(iv) if the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger was established in the business year containing the day when said notice was given: such fact;

五 吸収合併存続株式会社金融商品取引所が清算株式会社である場合
その旨

(v) when the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger is a liquidating stock company: such fact;

六 前各号に掲げる場合以外の場合
会社計算規則（平成十八年法務省令第十三号）第六編第二章の規定による最終事業年度に係る貸借対照表の要旨の内容

(vi) in the cases other than those listed in each of the preceding items: the content of the summary of the balance sheet pertaining to the most recent business year under Chapter II, Part VI of the Ordinance on Accounting of Companies (Ordinance of Ministry of Justice No. 13 of 2006).

（吸収合併存続株式会社金融商品取引所の事後開示事項等）

(Matters Subject to Ex-Post Facto Disclosure by a Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger)

第九十一条 法第百三十九条の十三第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 91 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 139-13, paragraph (1) of the Act, are as follows:

一 吸収合併が効力を生じた日

(i) the day when the Absorption-Type Merger has become effective;

二 吸収合併消滅会員金融商品取引所における法第百三十九条の三第五項において準用する法第百一条の四の規定による手続の経過

(ii) the progress of the procedures in regard to the Membership-Type Financial

Instruments Exchange Disappearing in an Absorption-Type Merger under the provisions of Article 101-4 of the Act as applied mutatis mutandis pursuant to Article 139-3, paragraph (5) of the Act;

三 吸収合併存続株式会社金融商品取引所における法第百三十九条の十一及び第百三十九条の十二の規定による手続の経過

(iii) the progress of the procedures in regard to the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger under the provisions of Article 139-11 and Article 139-12 of the Act;

四 吸収合併により吸収合併存続株式会社金融商品取引所が吸収合併消滅会員金融商品取引所から承継した重要な権利義務に関する事項

(iv) matters pertaining to the important rights and obligations which the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger has succeeded to from the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger due to the Absorption-Type Merger;

五 法第百三十九条の三第一項の規定により吸収合併消滅会員金融商品取引所が備え置いた書面又は電磁的記録に記載又は記録がされた事項（吸収合併契約の内容を除く。）

(v) matters stated or recorded in the documents or electronic or magnetic records kept by the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger pursuant to the provisions of Article 139-3, paragraph (1) of the Act (excluding the contents of the Absorption-Type Merger agreement);

六 会社法第九百二十一条の変更の登記をした日

(vi) the day when the registration of a change under Article 921 of the Companies Act has been completed; and

七 前各号に掲げるもののほか、吸収合併に関する重要な事項

(vii) in addition to what is listed in each of the preceding items, any important matter relating to the Absorption-Type Merger.

2 法第百三十九条の十三第三項第四号に規定する内閣府令で定める電磁的方法は、第十七条各号に掲げる方法のうち、吸収合併存続株式会社金融商品取引所の定めるものとする。

(2) The electronic or magnetic means specified by Cabinet Office Ordinance, referred to in Article 139-13, paragraph (3), item (iv) of the Act, is a means designated by the Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger, among the methods set forth in each of the items of Article 17.

(新設合併消滅株式会社金融商品取引所の事前開示事項等)

(Matters Subject to Prior Disclosure by a Stock Company-Operated Financial Instruments Exchange Disappearing in a Consolidation-Type Merger)

第九十二条 法第百三十九条の十四第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 92 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 139-14, paragraph (1) of the Act, are as follows:

一 法第百三十九条の二第一項第六号及び第七号に掲げる事項についての定め相当性に関する事項

(i) matters pertaining to the adequacy of provisions concerning the matters listed in Article 139-2, paragraph (1), items (vi) and (vii) of the Act;

二 新設合併消滅株式会社金融商品取引所が新株予約権を発行しているときは、法第百三十九条の二第一項第八号及び第九号に掲げる事項についての定め相当性に関する事項

(ii) if the Stock Company-Operated Financial Instruments Exchange Disappearing in a Consolidation-Type Merger has issued share options, the matters pertaining to the adequacy of provisions concerning the matters listed in Article 139-2, paragraph (1), items (viii) and (ix) of the Act;

三 新設合併消滅会員金融商品取引所（清算をする金融商品会員制法人を除く。）についての次に掲げる事項

(iii) the following matters pertaining to the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger (excluding the Financial Instruments Incorporated Association to be liquidated):

イ 最終事業年度に係る計算書類等（新設合併消滅会員金融商品取引所が新設合併契約備置開始日の属する事業年度に成立した場合にあっては、新設合併消滅会員金融商品取引所の成立の日における貸借対照表）の内容

(a) the contents of the financial statements, etc. pertaining to the most recent business year (if the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger was formed in the business year in which the Start Date for Keeping a Consolidation-Type Merger Agreement falls, the balance sheet as of the day of formation of the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger);

ロ 新設合併消滅会員金融商品取引所において最終事業年度の末日（新設合併消滅会員金融商品取引所が新設合併契約備置開始日の属する事業年度に成立した場合にあっては、新設合併消滅会員金融商品取引所の成立の日）後に重要な財産の処分、重大な債務の負担その他の財産の状況に重要な影響を与える事象が生じたときは、その内容（新設合併契約備置開始日後新設合併の効力が生ずる日までの間に新たな最終事業年度が存することとなる場合にあっては、当該新たな最終事業年度の末日に生じた事象の内容に限る。）

(b) if, in regard to the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger, the disposal of any important asset, assumption of a material obligation, or any other event

which would have any material impact on assets status has taken place after the last day of the most recent business year (if the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger was formed in the business year in which the Start Date for Keeping a Consolidation-Type Merger Agreement falls, after the day of the formation of the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger), the contents thereof (when the new most recent business year falls in the period between the Start Date for Keeping a Consolidation-Type Merger Agreement and the day when the Consolidation-Type Merger takes effect, the above is limited to the contents of the events which have taken place after the last day of said new most recent business year);

四 新設合併消滅会員金融商品取引所（清算をする金融商品会員制法人に限る。）が法第百条の十七第一項において準用する会社法第四百九十二条第一項の規定により作成した貸借対照表

(iv) the balance sheet prepared by the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger (limited to the Financial Instruments Incorporated Association to be liquidated) pursuant to the provisions of Article 492, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 100-17, paragraph (1) of the Act;

五 新設合併消滅株式会社金融商品取引所（清算をする株式会社金融商品取引所を除く。以下この号において同じ。）についての次に掲げる事項

(v) the following matters in regard to the Stock Company-Operated Financial Instruments Exchange Disappearing in a Consolidation-Type Merger (excluding a Stock Company-Operated Financial Instruments Exchange to be liquidated; the same applies hereinafter in this item):

イ 新設合併消滅株式会社金融商品取引所において最終事業年度の末日（新設合併消滅株式会社金融商品取引所が新設合併契約備置開始日の属する事業年度に成立した場合にあっては、新設合併消滅株式会社金融商品取引所の成立の日）後に重要な財産の処分、重大な債務の負担その他の会社財産の状況に重要な影響を与える事象が生じたときは、その内容（新設合併契約備置開始日後新設合併の効力が生ずる日までの間に新たな最終事業年度が存することとなる場合にあっては、当該新たな最終事業年度の末日後に生じた事象の内容に限る。）

(a) if, in regard to the Stock Company-Operated Financial Instruments Exchange Disappearing in a Consolidation-Type Merger, the disposal of any important asset, assumption of a material obligation, or any other event which would have a material impact on the status of the company's assets has taken place after the last day of the most recent business year (if the Stock Company-Operated Financial Instruments Exchange Disappearing in a Consolidation-Type Merger was formed in the business year in which the Start Date for Keeping a Consolidation-Type Merger

Agreement falls, after the day of the formation of the Stock Company-Operated Financial Instruments Exchange Disappearing in a Consolidation-Type Merger), the contents thereof (when the new most recent business year falls in the period between the Start Date for Keeping a Consolidation-Type Merger Agreement and the day when the Consolidation-Type Merger takes effect, the above is limited to the contents of the events which have taken place after the last day of said new most recent business year); and

ロ 新設合併消滅株式会社金融商品取引所において最終事業年度がないときは、当該新設合併消滅株式会社金融商品取引所の成立の日における貸借対照表

(b) when there is no most recent business year of the Stock Company-Operated Financial Instruments Exchange Disappearing in a Consolidation-Type Merger, the balance sheet as of the day of formation of the Stock Company-Operated Financial Instruments Exchange Disappearing in a Consolidation-Type Merger.

六 新設合併が効力を生ずる日以後における新設合併設立株式会社金融商品取引所の債務（他の新設合併消滅金融商品取引所から承継する債務を除く。）の履行の見込みに関する事項

(vi) matters pertaining to the prospective performance by the Stock Company-Operated Financial Instruments Exchange Incorporated in a Consolidation-Type Merger of its obligation (excluding the obligations succeeded to from another Financial Instruments Exchange Disappearing in a Consolidation-Type Merger) on or after the day when the Consolidation-Type Merger is to become effective; and

七 新設合併契約備置開始日後、前各号に掲げる事項に変更が生じたときは、変更後の当該事項

(vii) if, after the Start Date for Keeping a Consolidation-Type Merger Agreement, any change has arisen in the matters listed in each of the preceding items, said matters after the change.

2 法第百三十九条の十四第二項第四号に規定する内閣府令で定める電磁的方法は、第十七条各号に掲げる方法のうち、新設合併消滅株式会社金融商品取引所の定めるものとする。

(2) The electronic or magnetic means specified by Cabinet Office Ordinance, referred to in Article 139-14, paragraph (2), item (iv) of the Act, is a means designated by the Stock Company-Operated Financial Instruments Exchange Disappearing in a Consolidation-Type Merger, among the methods set forth in each of the items of Article 17.

(計算書類に関する事項)

(Matters Relating to Financial Statements)

第九十三条 第九十条の規定は、法第百三十九条の十九において準用する法第百三十九

条の十二第二項第三号に規定する内閣府令で定めるものについて準用する。

Article 93 The provisions of Article 90 apply mutatis mutandis to the matters specified by Cabinet Office Ordinance referred to in Article 139-12, paragraph (2), item (iii) of the Act as applied mutatis mutandis pursuant to Article 139-19 of the Act.

(新設合併設立株式会社金融商品取引所の事後開示事項等)

(Matters Subject to Ex-Post Facto Disclosure by a Stock Company-Operated Financial Instruments Exchange Incorporated in a Consolidation-Type Merger)

第九十四条 法第百三十九条の二十一第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 94 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 139-21, paragraph (1) of the Act, are as follows:

一 新設合併が効力を生じた日

(i) the day when the Consolidation-Type Merger has become effective;

二 法第百三十九条の十一及び第百三十九条の十二の規定による手続の経過

(ii) the progress of the procedures under Article 139-11 and Article 139-12 of the Act;

三 新設合併により新設合併設立株式会社金融商品取引所が新設合併消滅金融商品取引所から承継した重要な権利義務に関する事項

(iii) matters pertaining to the important rights and obligations which the Stock Company-Operated Financial Instruments Exchange Incorporated in a Consolidation-Type Merger succeeded to from the Financial Instruments Exchange Disappearing in a Consolidation-Type Merger through said Consolidation-Type Merger; and

四 前三号に掲げるもののほか、新設合併に関する重要な事項

(iv) in addition to what is provided for in the preceding three items, other important matters relating to the Consolidation-Type Merger.

2 法第百三十九条の二十一第三項第四号に規定する内閣府令で定める電磁的方法は、第十七条各号に掲げる方法のうち、新設合併設立株式会社金融商品取引所の定めるものとする。

(2) The electronic or magnetic means specified by Cabinet Office Ordinance, referred to in Article 139-21, paragraph (3), item (iv) of the Act, is a means designated by the Stock Company-Operated Financial Instruments Exchange Incorporated in a Consolidation-Type Merger, among the methods set forth in each of the items of Article 17.

(合併認可申請書)

(Written Application for Authorization of a Merger)

第九十五条 法第百四十条第一項の認可を受けようとする者は、同条第二項の合併認可

申請書に同条第三項に規定する書面又は電磁的記録を添付して金融庁長官に提出しなければならない。

Article 95 (1) A person who intends to obtain the authorization under Article 140, paragraph (1) of the Act must submit to the Commissioner of Financial Services Agency a written application for authorization of a merger set forth in paragraph (2) of that Article, attaching the documents or electronic or magnetic records set forth in paragraph (3) of that Article.

2 法第百四十条第三項に規定する内閣府令で定める書面又は電磁的記録は、次に掲げる書面（これらの書面の作成に代えて電磁的記録が作成されている場合にあつては、当該電磁的記録）とする。

(2) The documents or electronic or magnetic record specified by Cabinet Office Ordinance, referred to in Article 140, paragraph (3) of the Act, are the following documents (if electronic or magnetic records have been prepared instead of these written documents, such electronic or magnetic records):

一 合併契約の内容を記載した書面

(i) documents stating the contents of the merger agreement;

二 合併の理由を記載した書面

(ii) documents stating the reasons for the merger;

三 合併後金融商品取引所の定款、業務規程及び受託契約準則

(iii) the articles of incorporation, operational rules, and brokerage contract rules of the Financial Instruments Exchange Resulting from a Merger;

四 合併を行う各金融商品取引所の合併総会（会員金融商品取引所にあつては法第百三十九条の三第三項、第百三十九条の四第二項又は第百三十九条の五第三項の総会をいい、株式会社金融商品取引所にあつては法第百三十九条の八第一項若しくは第百三十九条の十五第一項又は会社法第七百八十三条第一項、第七百九十五条第一項若しくは第八百四条第一項の株主総会をいう。）の議事録その他必要な手続があつたことを証する書面

(iv) the minutes of the general meeting of members related to the merger (meaning a general meeting of members as set forth in Article 139-3, paragraph (3), Article 139-4, paragraph (2), or Article 139-5, paragraph (3) of the Act in cases of a Membership-Type Financial Instruments Exchange; or meaning a shareholders meeting as set forth in Article 139-8, paragraph (1) or Article 139-15, paragraph (1) of the Act or in Article 783, paragraph (1), Article 795, paragraph (1), or Article 804, paragraph (1) of the Companies Act in cases of a Stock Company-Operated Financial Instruments Exchange) of each of the Financial Instruments Exchanges implementing a merger, or any other documents evidencing that the necessary procedures have been followed;

五 合併を行う各金融商品取引所の貸借対照表及び当該貸借対照表とともに作成された損益計算書（会員金融商品取引所にあつては、収支計算書）

(v) the balance sheet and the profit and loss statement (in cases of a

- Membership-Type Financial Instruments Exchange, the income and expenditures statement) prepared together with said balance sheet in regard to each of the Financial Instruments Exchanges implementing the merger;
- 六 吸収合併存続金融商品取引所又は新設合併設立金融商品取引所の役員の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）及び住民票の抄本（本籍の記載のあるものに限り、役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面並びに役員が法第二十九条の四第一項第二号イからトまで及び会社法第三百三十一条第一項第三号又は第三百三十三条第三項各号のいずれにも該当しない者であることを当該役員が誓約する書面
- (vi) the resumes of the Officers (when any Officer is a corporation, a document describing the background of said Officer) and extracts of the certificates of residence of the Officers (limited to extracts containing descriptions of their registered domiciles; and when any Officer is a corporation, the certificate of registered matters thereof) of the Financial Instruments Exchange Surviving an Absorption-Type Merger or the Financial Instruments Exchange Established by a Consolidation-Type Merger, or any other document in lieu thereof; and a document in which said Officers have pledged that they do not fall under any of the categories of the persons listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act, in Article 331, paragraph (1), item (iii) of the Companies Act, and in the items of Article 333, paragraph (3) of that Act;
- 七 主要な株主の氏名、住所又は居所、国籍及び職業（株主が法人その他の団体であるときは、その商号又は名称、本店又は主たる事務所の所在の場所及び行っている事業の内容）並びにその保有する議決権の数を記載した書面（合併後金融商品取引所が株式会社金融商品取引所である場合に限る。）
- (vii) a document stating the names, domiciles or residences, nationalities, and occupations of the major shareholders (when any major shareholder is a corporation or any other type of organization, its trade name or name, the location of its head office or principal office, and the content of business operated), as well as the number of voting rights held by said major shareholders (limited to the cases where the Financial Instruments Exchange Resulting from a Merger is a Stock Company-Operated Financial Instruments Exchange);
- 八 合併に際して就任する役員があるときは、就任を承諾したことを証する書面
- (viii) when there is a person who is to assume a position as an Officer at the time of merger, a document evidencing that said person has accepted this position;
- 九 法第三百三十九条の三第五項、第三百三十九条の四第四項及び第三百三十九条の五第五項において準用する法第一条の四第二項若しくは法第三百三十九条の十二第二項（法第三百三十九条の十九において準用する場合を含む。）又は会社法第七百八十九条第二項、第七百九十九条第二項若しくは第八百十条第二項の規定による公告及び

催告（法第百三十九条の三第六項、第百三十九条の四第五項、第百三十九条の五第六項若しくは第百三十九条の十二第三項（法第百三十九条の十九において準用する場合を含む。）又は会社法第七百八十九条第三項、第七百九十九条第三項若しくは第八百十条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によってした場合にあっては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は合併をしても当該債権者を害するおそれがないことを証する書面

(ix) documents evidencing that the public notice or the notices under Article 101-4, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 139-3, paragraph (5), Article 139-4, paragraph (4), and Article 139-5, paragraph (5) of the Act, under Article 139-12, paragraph (2) of the Act (including the cases where it is applied mutatis mutandis pursuant to Article 139-19 of the Act), or under Article 789, paragraph (2), Article 799, paragraph (2), or Article 810, paragraph (2) of the Companies Act (if, in addition to the public notice in an official gazette, a public notice has been given in a daily newspaper that publishes matters on current affairs or in Electronic Public Notice pursuant to the provisions of Article 139-3, paragraph (6), Article 139-4, paragraph (5), Article 139-5, paragraph (6), or Article 139-12, paragraph (3) of the Act (including the case where it is applied mutatis mutandis pursuant to Article 139-19 of the Act), or Article 789, paragraph (3), Article 799, paragraph (3), or Article 810, paragraph (3) of the Companies Act, public notice by such method) have been given, and, if any creditor has raised an objection, the fact that the payment has been made or reasonable security has been provided to said creditor or reasonable assets have been deposited in trust for the purpose of having said creditor receive the payment, or that said merger is not likely to harm said creditor;

十 合併により消滅する金融商品取引所の開設している取引所金融商品市場における有価証券の売買及び市場デリバティブ取引に関する業務の承継の方法を記載した書面

(x) a document stating the method of succession of the business pertaining to purchase and sale of the Securities and Market Derivatives Transactions on the Financial Instruments Exchange Market established by the Financial Instruments Exchange which is to be extinguished on the grounds of the merger;

十一 金融商品取引所の業務に関する知識及び経験を有する従業員の確保の状況並びに当該従業員の配置の状況を記載した書面

(xi) a document stating the status of having secured employees who have knowledge and experience in the business of a Financial Instruments Exchange and the status of such employees' assignments;

十二 合併後金融商品取引所の事務の機構及び分掌を記載した書面

(xii) a document stating the organizational structure for handling processes of the Financial Instruments Exchange Resulting from a Merger and the allocation of such processes; and

十三 その他法第百四十一条第一項の規定による審査をするため参考となるべき事項を記載した書面

(xiii) other documents stating matters may be helpful in an examination conducted pursuant to the provisions of Article 141, paragraph (1) of the Act.

(合併認可申請書に添付すべき電磁的記録)

(Electronic or Magnetic Records to Be Attached to a Written Application for Authorization)

第九十六条 法第百四十条第三項に規定する内閣府令で定める電磁的記録は、第五条に定める電磁的記録とする。

Article 96 The electronic or magnetic records specified by Cabinet Office Ordinance, referred to in Article 140, paragraph (3) of the Act, are the electronic or magnetic records set forth in Article 5.

第二款 合併に際しての計算

Subsection 2 Accounting at the Time of a Merger

第一目 通則

Division 1 General Rules

(会計慣行のしん酌)

(Consideration of Accounting Practices)

第九十七条 この款の用語の解釈及び規定の適用に関しては、一般に公正妥当と認められる企業会計の基準その他の企業会計の慣行をしん酌しなければならない。

Article 97 For the purpose of interpreting the terms set forth in this Subsection and applying the provisions hereunder, business accounting standards that are generally accepted as fair and appropriate and other business accounting practices must be considered.

(合併に際しての計算に必要な事項)

(Matters Required for Accounting at the Time of a Merger)

第九十八条 法第百四十三条第二項に規定する内閣府令で定める合併に際しての計算に関し必要な事項は、この款の定めるところによるものとし、この款の規定により計算することができない場合又は計算することが適切でない場合は、一般に公正妥当と認められる企業会計の基準に従うものとする。

Article 98 The matters necessary for the accounting at the time of a merger specified by Cabinet Office Ordinance, referred to in Article 143, paragraph (2) of the Act, are to be governed by the provisions of this Subsection, and when it

is impossible or inappropriate to perform accounting pursuant to the provisions of this Subsection, the business accounting standards that are generally accepted as fair and appropriate are to govern.

(のれん)

(Goodwill)

第九十九条 会員金融商品取引所は、吸収合併（法第百三十七条に規定する吸収合併をいう。次条及び第百一条において同じ。）又は新設合併（法第百三十八条に規定する新設合併をいう。第百三条から第百五条までにおいて同じ。）をする場合において、適正な額ののれんを資産又は負債として計上することができる。

Article 99 When a Membership-Type Financial Instruments Exchange implements an Absorption-Type Merger (meaning an Absorption-Type Merger as set forth in Article 137 of the Act; hereinafter the same applies in the following Article and Article 101) or a Consolidation-Type Merger (meaning a Consolidation-Type Merger as set forth in Article 138 of the Act; the same applies in Article 103 through Article 105), it may record an appropriate amount of goodwill as an asset or liability.

第二目 会員金融商品取引所と会員金融商品取引所の吸収合併の場合の計算

Division 2 Accounting in an Absorption-Type Merger between a Membership-Type Financial Instruments Exchange and Another Membership-Type Financial Instruments Exchange

(吸収合併対価の全部又は一部が吸収合併存続会員金融商品取引所の持分である場合における吸収合併存続会員金融商品取引所の純財産等の変動額)

(Change in Net Assets, etc. of a Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger When the Consideration for an Absorption-Type Merger in Whole or in Part Comprises Equity in Said Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger)

第百条 吸収合併対価の全部又は一部が吸収合併存続会員金融商品取引所の持分である場合には、吸収合併存続会員金融商品取引所において変動する純財産等の総額（次項において「純財産等変動額」という。）は、次の各号に掲げる場合の区分に応じ、当該各号に定める方法に従い定まる額とする。

Article 100 (1) When the Consideration for an Absorption-Type Merger in whole or in part comprises equity in a Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger, the total amount of Net Assets, etc. that changes for the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger (referred to as the "Change in Net Assets, etc." in the following paragraph) is the amount determined

pursuant to the method specified in the following items according to the category of cases listed in the respective items:

一 当該吸収合併が支配取得に該当する場合（吸収合併消滅会員金融商品取引所による支配取得に該当する場合を除く。） 吸収合併対価時価又は吸収合併対象財産の時価を基礎として算定する方法（次号において「吸収合併対価時価等を基礎として算定する方法」という。）

(i) cases where said Absorption-Type Merger falls under a Control Acquisition (excluding the cases where it falls under a Control Acquisition by a Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger): a method of calculation on the basis of the Market Value of Consideration for an Absorption-Type Merger or the market value of the Assets Subject to Succession through an Absorption-Type Merger (referred to as a "method of calculation on the basis of the Market Value of Consideration for an Absorption-Type Merger, etc." in the following item);

二 吸収合併存続会員金融商品取引所と吸収合併消滅会員金融商品取引所が共通支配下関係にある場合 吸収合併対象財産の吸収合併の直前の帳簿価額を基礎として算定する方法（吸収合併対価時価等を基礎として算定する方法によるべき部分にあっては、当該方法。次号において「帳簿価額等を基礎として算定する方法」という。）

(ii) cases where the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger and the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger are in a Common Control Relationship: a method of calculation on the basis of the book value of the Assets Subject to Succession through an Absorption-Type Merger immediately before the Consolidation-Type Merger (for a portion for which a method of calculation on the basis of the Market Value of Consideration for an Absorption-Type Merger, etc. should be used, said method; referred to as a "method of calculation on the basis of the book value, etc." in the following item); and

三 前二号に掲げる場合以外の場合 帳簿価額等を基礎として算定する方法

(iii) cases other than the cases listed in the preceding two items: a method of calculation on the basis of the book value, etc.

2 吸収合併対価の全部又は一部が吸収合併存続会員金融商品取引所の持分である場合には、吸収合併存続会員金融商品取引所の基本金及び基本準備金の増加額は純財産等変動額の範囲内で吸収合併存続会員金融商品取引所が吸収合併契約の定めに従いそれぞれ定めた額とし、基本積立金及び剰余金又は不足金の額は変動しないものとする。ただし、純財産等変動額が零未満の場合には、当該純財産等変動額を剰余金の減少額又は不足金の増加額とし、基本金、基本準備金及び基本積立金の額は変動しないものとする。

(2) When the Consideration for an Absorption-Type Merger in whole or in part comprises equity in the Membership-Type Financial Instruments Exchange

Surviving an Absorption-Type Merger, the amounts of increase in the capital funds and basic reserve of the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger are to be the amounts determined, respectively, by the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger pursuant to the provisions of the Absorption-Type Merger agreement within the scope of said Change in Net Assets, etc., and there is to be no change in the amounts of the basic accumulated funds and surplus or shortfall; provided, however, that when the Change in Net Assets, etc. is less than zero, said Change in Net Assets, etc. is to be the amount of decrease in the surplus or the amount of increase in the shortfall, and there is to be no change in the amounts of the capital funds, basic reserve, and basic accumulated funds.

(純財産等を引き継ぐ場合における吸収合併存続会員金融商品取引所の純財産等の変動額)

(Change in Net Assets, etc. of Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger in the Case of Succession of Net Assets, etc.)

第百一条 前条の規定にかかわらず、吸収合併対価の全部が吸収合併存続会員金融商品取引所の持分である場合であって、吸収合併消滅会員金融商品取引所における吸収合併の直前の純財産等を引き継ぐものとして計算することが適切であるときには、吸収合併の直前の吸収合併消滅会員金融商品取引所の基本金、基本準備金並びに基本積立金及び剰余金又は不足金の額をそれぞれ当該吸収合併存続会員金融商品取引所の基本金、基本準備金並びに基本積立金及び剰余金又は不足金の変動額とすることができる。

Article 101 (1) Notwithstanding the provisions of the preceding Article, if, when the Consideration for an Absorption-Type Merger in whole comprises equity in the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger, it is appropriate to conduct a calculation by considering that the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger succeeds to the Net Assets, etc. of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger immediately before the Absorption-Type Merger, the amounts of the capital funds, basic reserve and basic accumulated funds and surplus or shortfall of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger immediately before the Absorption-Type Merger may be used, respectively, as the amounts of fluctuation of the capital funds, basic reserve and basic accumulated funds and surplus or shortfall of said Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger.

2 吸収合併対価が存しない場合であって、吸収合併消滅会員金融商品取引所における吸収合併の直前の純財産等を引き継ぐものとして計算することが適切であるときには、

吸収合併の直前の吸収合併消滅会員金融商品取引所の基本金及び基本準備金の合計額を当該吸収合併存続会員金融商品取引所の基本準備金の変動額とし、吸収合併の直前の基本積立金及び剰余金又は不足金の額を当該吸収合併存続会員金融商品取引所の剰余金又は不足金の変動額とすることができる。

- (2) If, when there is no Consideration for an Absorption-Type Merger, it is appropriate to conduct a calculation by considering that the Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger succeeds to the Net Assets, etc. of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger immediately before the Absorption-Type Merger, the total amounts of the capital funds and basic reserve of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger immediately before the Absorption-Type Merger may be used as a change in the basic reserve of said Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger, and the amount of the basic accumulated funds and surplus or shortfall immediately before the Absorption-Type Merger may be used as a change in the surplus or shortfall of said Membership-Type Financial Instruments Exchange Surviving an Absorption-Type Merger.

第三目 会員金融商品取引所と株式会社金融商品取引所とが吸収合併する場合の計算

Division 3 Accounting for an Absorption-Type Merger between a Membership-Type Financial Instruments Exchange and a Stock Company-Operated Financial Instruments Exchange

第一百二条 会員金融商品取引所と株式会社金融商品取引所とが吸収合併する場合において、吸収合併存続株式会社金融商品取引所の計算については、吸収合併消滅会員金融商品取引所を吸収合併消滅会社と、吸収合併消滅会員金融商品取引所の持分を吸収合併消滅会社の株式と、吸収合併消滅会員金融商品取引所の基本金を吸収合併消滅会社の資本金と、吸収合併消滅会員金融商品取引所の基本準備金を吸収合併消滅会社の資本剰余金と、吸収合併消滅会員金融商品取引所の基本積立金を吸収合併消滅会社の利益準備金と、吸収合併消滅会員金融商品取引所の剰余金又は不足金を吸収合併消滅会社のその他利益剰余金とみなして、当該吸収合併に係るのれん並びに株主資本及び社員資本の計算に関する会社計算規則第一編、第二編第二章第二節及び第三章第四節第一款の規定を適用する。

Article 102 In the case of an Absorption-Type Merger between a Membership-Type Financial Instruments Exchange and a Stock Company-Operated Financial Instruments Exchange, for the accounting purposes of a Stock Company-Operated Financial Instruments Exchange Surviving an Absorption-Type Merger, the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger is deemed to be a Company

Absorbed in an Absorption-Type Merger, the equity in the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger is deemed to be shares in a Company Absorbed in an Absorption-Type Merger, the capital funds of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger are deemed as the stated capital of a Company Absorbed in an Absorption-Type Merger, the basic reserve of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger is deemed as the capital surplus of a Company Absorbed in an Absorption-Type Merger, the basic accumulated fund of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger is deemed as the retained earnings reserve of a Company Absorbed in an Absorption-Type Merger, the surplus or shortfall of the Membership-Type Financial Instruments Exchange Disappearing in an Absorption-Type Merger are deemed as the other retained earnings of a Company Absorbed in an Absorption-Type Merger, and Part I, Section 2 of Chapter II of Part II, and Subsection 1 of Section 4 of Chapter III of Part II of the Ordinance on Accounting of Companies in relation to accounting of goodwill and shareholders' equity and members' equity pertaining to said Absorption-Type Merger apply.

第四目 会員金融商品取引所と会員金融商品取引所とが新設合併する場合の計算

Division 4 Accounting for a Consolidation-Type Merger between a Membership-Type Financial Instruments Exchange and Another Membership-Type Financial Instruments Exchange

(支配取得に該当する場合における新設合併設立会員金融商品取引所の純財産等)
(Net Assets, etc. of a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger in Cases of Falling under Control Acquisition)

第百三条 新設合併が支配取得に該当する場合には、新設合併設立会員金融商品取引所の設立時の純財産等の総額は、次の各号に掲げる部分の区分に応じ、当該各号に定める額の合計額（次項において「純財産等変動額」という。）とする。

Article 103 (1) When a Consolidation-Type Merger falls under a Control Acquisition, the total amount of the Net Assets, etc. at establishment of the Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger is the total of the amounts specified in the following items in accordance with the category of portion set forth in the respective items (referred to as the "Change in Net Assets, etc." in the following paragraph):

一 新設合併取得会員金融商品取引所に係る部分 当該新設合併取得会員金融商品取

- 引所の財産の新設合併の直前の帳簿価額を基礎として算定する方法により定まる額
- (i) the portion pertaining to the Membership-Type Financial Instruments Exchange Acquired through a Consolidation-Type Merger: an amount determined by a method of calculation on the basis of the book value of the assets of said Membership-Type Financial Instruments Exchange Acquired through a Consolidation-Type Merger immediately before the Consolidation-Type Merger; and
- 二 新設合併取得会員金融商品取引所以外の新設合併消滅会員金融商品取引所に係る部分 当該新設合併消滅会員金融商品取引所の会員に交付される新設合併対価時価又は新設合併対象財産の時価を基礎として算定する方法により定まる額
- (ii) the portion pertaining to a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger other than the Membership-Type Financial Instruments Exchange Acquired through a Consolidation-Type Merger: an amount determined by a method of calculation on the basis of the Market Value of Consideration for a Consolidation-Type Merger or the market value of the Assets Subject to Succession through a Consolidation-Type Merger to be delivered to the members of said Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger.
- 2 新設合併が支配取得に該当する場合には、当該新設合併設立会員金融商品取引所の設立時の基本金及び基本準備金の額は純財産等変動額の範囲内で新設合併消滅会員金融商品取引所が新設合併契約の定めに従いそれぞれ定めた額とし、基本積立金及び剰余金又は不足金の額は零とする。ただし、純財産等変動額が零未満の場合には、当該額を設立時の不足金の額とし、基本金、基本準備金及び基本積立金の額は零とする。
- (2) When a Consolidation-Type Merger falls under a Control Acquisition, the amounts of the capital funds and basic reserve at establishment of said Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger are the amounts determined, respectively, by the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger pursuant to the provisions of the Consolidation-Type Merger agreement within the scope of the Change in Net Assets, etc., and the amounts of the basic accumulated funds and surplus or shortfall is zero; provided, however, that the Change in Net Assets, etc. is less than zero, said amount is the amount of the shortfall at establishment and the amounts of the capital funds, basic reserve and basic accumulated funds are zero.
- 3 前二項の規定にかかわらず、新設合併が支配取得に該当する場合であって、新設合併取得会員金融商品取引所の会員に交付する新設合併対価の全部が新設合併設立会員金融商品取引所の持分であるときは、新設合併設立会員金融商品取引所の設立時の基本金、基本準備金並びに基本積立金及び剰余金又は不足金の額は、次の各号に掲げる部分の区分に応じ、当該各号に定める規定を準用してそれぞれ算定される額の合計額とすることができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, if, when the Consolidation-Type Merger falls under a Control Acquisition, the Consideration for a Consolidation-Type Merger to deliver to the members of the Membership-Type Financial Instruments Exchange Acquired through a Consolidation-Type Merger in whole comprises equity in the Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger, the amounts of the capital funds, basic reserve and basic accumulated funds and surplus or shortfall at establishment of the Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger may be the total of the amounts calculated, respectively, by applying mutatis mutandis the provisions specified in the following items in accordance with the category of portion set forth in the respective items:

一 新設合併取得会員金融商品取引所に係る部分 第百五条

(i) the portion pertaining to the Membership-Type Financial Instruments

Exchange Acquired through a Consolidation-Type Merger: Article 105; and

二 新設合併取得会員金融商品取引所以外の新設合併消滅会員金融商品取引所に係る部分 第一項（同項第一号に係る部分を除く。）及び前項

(ii) the portion pertaining to a Membership-Type Financial Instruments

Exchange Disappearing in a Consolidation-Type Merger other than the

Membership-Type Financial Instruments Exchange Acquired through a

Consolidation-Type Merger: paragraph (1) (excluding the part pertaining to

item (i) of that paragraph) and the preceding paragraph.

(共通支配下関係にある場合における新設合併設立会員金融商品取引所の純財産等)
(Net Assets, etc. of a Membership-Type Financial Instruments Exchange that
is established by a Consolidation-Type Merger in Cases of Being in a
Common Control Relationship)

第百四条 新設合併消滅会員金融商品取引所の全部が共通支配下関係にある場合には、新設合併設立会員金融商品取引所の設立時の純財産等の総額は、新設合併対象財産の新設合併の直前の帳簿価額を基礎として算定する方法（前条第一項第二号に規定する方法によるべき部分にあっては、当該方法）に従い定まる額とする。

Article 104 (1) When all Membership-Type Financial Instruments Exchanges Disappearing in a Consolidation-Type Merger are in a common control relationship, the total amount of the Net Assets, etc. at establishment of the Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger is an amount determined by a method of calculation on the basis of the book value of the Assets Subject to Succession through a Consolidation-Type Merger immediately before the Consolidation-Type Merger (for a portion for which a method of calculation prescribed in paragraph (1) (ii) of the preceding Article should be used, said method).

2 新設合併消滅会員金融商品取引所の全部が共通支配下関係にある場合には、新設合

併設立会員金融商品取引所の設立時の基本金、基本準備金並びに基本積立金及び剰余金又は不足金の額は、次の各号に掲げる部分の区分に応じ、当該各号に定める規定を準用してそれぞれ算定される額の合計額とする。

(2) When all Membership-Type Financial Instruments Exchanges Disappearing in a Consolidation-Type Merger are in a common control relationship, the amounts of the capital funds, basic reserve and basic accumulated funds and surplus or shortfall at establishment of the Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger are the total of the amounts calculated, respectively, by applying mutatis mutandis the provisions specified in the following items in accordance with the category of the portion set forth in the respective items:

一 承継消滅会員金融商品取引所に係る部分 次条第一項

(i) the portion pertaining to a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger Succeeding Equity: paragraph (1) of the following Article; and

二 非承継消滅会員金融商品取引所に係る部分 前条第二項

(ii) the portion pertaining to a Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger Not Succeeding Equity: paragraph (2) of the preceding Article.

(純財産等を引き継ぐ場合における新設合併設立会員金融商品取引所の純財産等)

(Change in Net Assets, etc. of a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger in Cases of Succession of Net Assets, etc.)

第百五条 新設合併消滅会員金融商品取引所の全部が共通支配下関係にある場合であつて、新設合併対価の全部が新設合併設立会員金融商品取引所の持分であり、かつ、新設合併消滅会員金融商品取引所における新設合併の直前の純財産等を引き継ぐものとして計算することが適切であるときには、新設合併の直前の各新設合併消滅会員金融商品取引所の基本金、基本準備金並びに基本積立金及び剰余金又は不足金の額の各合計額をそれぞれ当該新設合併設立会員金融商品取引所の設立時の基本金、基本準備金並びに基本積立金及び剰余金又は不足金の額とすることができる。

Article 105 (1) If, when all Membership-Type Financial Instruments Exchanges Disappearing in a Consolidation-Type Merger are in a Common Control Relationship, the Consideration for a Consolidation-Type Merger in whole comprises equity in the Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger, and it is appropriate to conduct a calculation by considering that the Membership-Type Financial Instruments Exchange Incorporated in a Consolidation-Type Merger succeeds to the Net Assets, etc. of the Membership-Type Financial Instruments Exchanges Disappearing in a Consolidation-Type Merger immediately before the Consolidation-Type Merger, the respective totals of the amounts of the

capital funds, basic reserve and basic accumulated funds and surplus or shortfall of the respective Membership-Type Financial Instruments Exchanges Disappearing in a Consolidation-Type Merger immediately before the Consolidation-Type Merger may be used, respectively, as the amounts of the capital funds, basic reserve, and basic accumulated funds and surplus or shortfall at establishment of said Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger.

2 前項の規定にかかわらず、同項の場合であって、非対価交付消滅会員金融商品取引所があるときには、当該非対価交付消滅会員金融商品取引所の基本金及び基本準備金の合計額を当該非対価交付消滅会員金融商品取引所の基本準備金の額とみなし、当該非対価交付消滅会員金融商品取引所の基本積立金及び剰余金又は不足金の額を当該非対価交付消滅会員金融商品取引所の剰余金又は不足金の額とみなして、同項の規定を適用する。

(2) Notwithstanding the provisions of the preceding paragraph, if, in cases under that paragraph, there is any Membership-Type Financial Instruments Exchange Disappearing without Consideration Delivered, the provisions of that paragraph apply with the total of the capital funds and basic reserve of said Membership-Type Financial Instruments Exchange Disappearing without Consideration Delivered deemed to be the amount of the basic reserve of such Membership-Type Financial Instruments Exchange Disappearing without Consideration Delivered and with the amount of the basic accumulated funds and surplus or shortfall of said Membership-Type Financial Instruments Exchange Disappearing without Consideration Delivered deemed to be the amount of the surplus or shortfall of said Membership-Type Financial Instruments Exchange Disappearing without Consideration Delivered.

(その他の場合における新設合併設立会員金融商品取引所の純財産等)

(Net Assets, etc. of a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger in Other Cases)

第百六条 第百三条第一項及び第百四条第一項に規定する場合以外の場合には、新設合併設立会員金融商品取引所の設立時の基本金、基本準備金並びに基本積立金及び剰余金又は不足金の額は、前二条の例により計算する。

Article 106 In cases other than the cases prescribed in Article 103, paragraph (1) and Article 104, paragraph (1), the amounts of the capital funds, basic reserve and basic accumulated funds and surplus or shortfall at establishment of a Membership-Type Financial Instruments Exchange that is established by a Consolidation-Type Merger are calculated according to the rules under the preceding two Articles.

第五目 会員金融商品取引所と株式会社金融商品取引所とが新設合併する場合の計算

**Division 5 Accounting for a Consolidation-Type Merger between a
Membership-Type Financial Instruments Exchange and a Stock
Company-Operated Financial Instruments Exchange**

第一百七条 会員金融商品取引所と株式会社金融商品取引所とが新設合併する場合において、新設合併設立株式会社金融商品取引所の計算については、新設合併消滅会員金融商品取引所を新設合併消滅会社と、新設合併消滅会員金融商品取引所の持分を新設合併消滅会社の株式と、新設合併消滅会員金融商品取引所の基本金を新設合併消滅会社の資本金と、新設合併消滅会員金融商品取引所の基本準備金を新設合併消滅会社の資本剰余金と、新設合併消滅会員金融商品取引所の基本積立金を新設合併消滅会社の利益準備金と、新設合併消滅会員金融商品取引所の剰余金又は不足金を新設合併消滅会社のその他利益剰余金とみなして、当該新設合併に係るのれん並びに株主資本及び社員資本の計算に関する会社計算規則第一編、第二編第二章第二節及び第三章第六節第二款の規定を適用する。

Article 107 In the case of a Consolidation-Type Merger between a Membership-Type Financial Instruments Exchange and a Stock Company-Operated Financial Instruments Exchange, for the accounting purposes of the Stock Company-Operated Financial Instruments Exchange Incorporated in the Consolidation-Type Merger, the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger is deemed to be a company disappearing in a Consolidation-Type Merger, the equity in the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger is deemed as shares in a company disappearing in a Consolidation-Type Merger, the capital funds of the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger are deemed as the stated capital of a company disappearing in a Consolidation-Type Merger, the basic reserve of the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger is deemed as the capital surplus of a company disappearing in a Consolidation-Type Merger, the basic accumulated fund of the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger is deemed to be the retained earnings reserve of a company disappearing in a Consolidation-Type Merger, the surplus or shortfall of the Membership-Type Financial Instruments Exchange Disappearing in a Consolidation-Type Merger are deemed to be the other retained earnings of a company disappearing in a Consolidation-Type Merger, and Part I, Section 2 of Chapter II of Part II, and Subsection 2 of Section 6 of Chapter III of Part II of the Ordinance on Accounting of Companies in relation to accounting of goodwill and shareholders' equity and members' equity pertaining to said Consolidation-Type Merger apply.

第百八条及び第百九条 削除
Articles 108 and 109 Deleted

第十節 雑則
Section 10 Miscellaneous Provisions

(定款変更等の認可申請)

(Application for Authorization of Changes to the Articles of Incorporation, etc.)

第百十条 法第百四十九条第一項の規定により定款、業務規程、受託契約準則その他の規則の変更について認可を受けようとする金融商品取引所は、認可申請書に次に掲げる書類を添付して金融庁長官に提出しなければならない。

Article 110 (1) A Financial Instruments Exchange which intends to obtain the authorization on change to its articles of incorporation, operational rules, brokerage contract rules, or other rules pursuant to the provisions of Article 149, paragraph (1) of the Act must submit to the Commissioner of Financial Services Agency a written application for authorization, attaching the documents listed in the following items:

一 変更の理由を記載した書面

(i) a document stating the reasons for such change;

二 定款を変更する場合にあっては、その決議を行った総会又は株主総会の議事録その他必要な手続があったことを証する書面

(ii) in case of a change to the articles of incorporation, the minutes of the general meeting of members or the shareholders meeting resolving such change, or any other document evidencing that necessary procedures have been followed;

三 次に掲げる場合にあつては、法第百二条の三十二の受託自主規制法人の同意又は法第百五条の十一の自主規制委員会の同意があることを証する書面

(iii) in cases listed in the following sub-items, a document evidencing that the consent from the Entrusted Self-Regulation Organization under Article 102-32 of the Act or the consent from the self-regulation committee under Article 105-11 of the Act has been obtained:

イ 第三十五条第一項各号に掲げるもの又は第五十条第一項各号に定めるものの変更又は廃止をしようとするとき。

(a) when a Financial Instruments Exchange intends to effect any change to, or abolish any of the matters listed in each of the items of Article 35, paragraph (1) or the items of Article 50, paragraph (1);

ロ 第三十五条第二項各号又は第五十条第二項各号のいずれかに該当するとき。

(b) a case which falls under any of the items of Article 35, paragraph (2) or the items of Article 50, paragraph (2).

2 金融庁長官は、前項の規定による定款、業務規程、受託契約準則その他の規則の作成、変更又は廃止の認可の申請があつた場合においては、その申請が次に掲げる基準

に適合するかどうかを審査するものとする。

- (2) when an application for authorization for the preparation, change, or abolition of the articles of incorporation, operational rules, brokerage contract rules, or other rules is filed pursuant to the provisions of the preceding paragraph, the Commissioner of the Financial Services Agency is to examine whether the application conforms to the criteria listed in the following items:
- 一 当該申請に係る作成、変更又は廃止が委託者の保護及び取引の円滑化に資するものであること。
 - (i) that the preparation, change, or abolition for which application has been filed would facilitate the protection of an Entrusting Person and smooth transactions;
 - 二 信託金に充てることができる有価証券の種類及び充当価格に係る定款の変更の場合には、当該有価証券が信託金として充当するに足りる安全性及び流通性を有していること。
 - (ii) that, in the case of a change to the articles of incorporation pertaining to the classes of Securities which may be substituted for guarantee funds and the substitute price therefor, said Securities are secure and negotiable enough to be substituted for guarantee funds;
 - 三 取引の対象となる金融商品等又は金融商品等の銘柄の追加に係る業務規程、受託契約準則その他の規則の作成、変更又は廃止の場合には、当該金融商品等の取引を公正かつ円滑に行うことができるものであること。
 - (iii) that, in the case of a preparation, change, or abolition of the operational rules, brokerage contract rules, or any other rules pertaining to the addition of Financial Instruments, etc. or issues of Financial Instruments, etc. which are to be the subject of transactions, such preparation, change, or abolition would facilitate fair and smooth transactions of such Financial Instruments, etc.;
 - 四 金融商品取引所において認可の申請に係る定款、業務規程、受託契約準則その他の規則の作成、変更又は廃止について必要な手続を経ていること。
 - (iv) that the Financial Instruments Exchange has followed the necessary procedures concerning the preparation, change, or abolition of its articles of incorporation, operational rules, brokerage contract rules, or any other rules for which the application for authorization has been filed.

(役員等に係る変更届出)

(Notification of Changes Pertaining to Officers, etc.)

第百十一条 法第百四十九条第二項の規定により法第八十一条第一項第三号に掲げる事項の変更について届出をしようとする金融商品取引所は、別紙様式第二号により作成した書類を金融庁長官に提出しなければならない。

Article 111 (1) A Financial Instruments Exchange which intends to make a notification of a change in the matters listed in Article 81, paragraph (1), item

(iii) of the Act pursuant to the provisions of Article 149, paragraph (2) of the Act must submit to the Commissioner of the Financial Services Agency documents prepared using Appended Form No. 2.

2 次の各号に掲げる場合において前項の書類を提出しようとする金融商品取引所は、当該各号に定める書類を添付しなければならない。

(2) A Financial Instruments Exchange which intends to submit the documents set forth in the preceding paragraph must, in the cases referred to in the following items, attach the documents specified in the respective items:

一 新たに役員に就任した者があった場合 当該役員の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）及び住民票の抄本（本籍の記載のあるもの）に限り、役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面並びに役員が法第二十九条の四第一項第二号イからトまで及び会社法第三百三十一条第一項第三号又は第三百三十三条第三項各号のいずれにも該当しない者であることを当該役員が誓約する書類

(i) if any person has newly assumed the position of Officer: said Officer's resume (when the Officer is a corporation, a document stating the background of said Officer) and an extract of the certificate of residence (limited to an extract containing a description of the registered domicile; and when the Officer is a corporation, the certificate of registered matters of said Officer) or documents in lieu of thereof, and a document in which said Officer has pledged that said Officer does not fall under any of the categories of the persons listed in Article 29-4, paragraph (1), item (ii), sub-items (a) through (g) of the Act and in Article 331, paragraph (1), item (iii) and the items of Article 333, paragraph (3) of the Companies Act;

二 新たに会員等となった者があった場合 当該会員等の商号、名称又は氏名及び本店又は主たる事務所の所在の場所を記載した書類

(ii) if any party has become a Member, etc.: a document stating the trade name, name, the location of the head office or principal office of such Member, etc.

（金融商品取引所の提出書類）

(Documents to Be Submitted by a Financial Instruments Exchange)

第百十二条 金融商品取引所は、次の各号に掲げる区分に応じ、当該各号に定める書類を総会又は株主総会において承認したときは、法第百八十八条の規定により、遅滞なく、当該書類を金融庁長官に提出しなければならない。

Article 112 (1) A Financial Instruments Exchange must, if any of the documents set forth in the following items in accordance with the respective categories set forth therein have been approved by its general meeting of members or shareholders meeting, submit said documents to the Commissioner of the Financial Services Agency without delay pursuant to the provisions of Article 188 of the Act:

一 会員金融商品取引所 次に掲げる書類

- (i) a Membership-Type Financial Instruments Exchange: the documents listed in the following:
- イ 別紙様式第三号により作成した貸借対照表（当該会員金融商品取引所が自主規制法人を設立している場合にあつては、当該自主規制法人その他の子会社の業務及び財産の状況を連結して記載した連結貸借対照表（会社計算規則第六十五条に規定する連結貸借対照表に準じて作成するものとする。））
 - (a) a balance sheet prepared using Appended Form No. 3 (if said Membership-Type Financial Instruments Exchange has established a Self-Regulation Organization, a consolidated balance sheet stating the status of business and assets of said Self-Regulation Organization or other Subsidiary Companies in a consolidated manner (such document is to be prepared in the same manner as the consolidated balance sheet set forth in Article 65 of the Ordinance on Accounting of Companies));
 - ロ 別紙様式第四号により作成した収支計算書（当該会員金融商品取引所が自主規制法人を設立している場合にあつては、当該自主規制法人その他の子会社の業務及び財産の状況を連結して記載した連結収支計算書（会社計算規則第六十六条に規定する連結損益計算書に準じて作成するものとする。））
 - (b) an income and expenditure statement prepared using Appended Form No. 4 (if said Membership-Type Financial Instruments Exchange has established a Self-Regulation Organization, a consolidated income and expenditure statement stating the status of business and assets of said Self-Regulation Organization or other Subsidiary Companies in a consolidated manner (such document is to be prepared in the same manner as the consolidated profit and loss statement set forth in Article 66 of the Ordinance on Accounting of Companies));
 - ハ 業務の概要、役員及び従業員の状況その他業務に関する報告を記載した業務報告書
 - (c) a business report stating the outline of business, the status of Officers and employees, and other information on business;
 - ニ 剰余金処分計算書又は不足金処理計算書
 - (d) a surplus appropriation statement or a shortfall appropriation statement.
- 二 株式会社金融商品取引所 会社法第四百三十五条第二項に規定する計算書類（当該株式会社金融商品取引所が自主規制法人を設立している場合にあつては、当該自主規制法人その他の子会社の業務及び財産の状況を連結して記載した会社法第四百四十四条第一項に規定する連結計算書類）及び事業報告
- (ii) a Stock Company-Operated Financial Instruments Exchange: the financial statements set forth in Article 435, paragraph (2) of the Companies Act (if said Stock Company-Operated Financial Instruments Exchange has established a Self-Regulation Organization, the consolidated financial statements set forth in Article 444, paragraph (1) of the Companies Act stating the status of business and assets of said Self-Regulation Organization

and other Subsidiary Companies in a consolidated manner), and the business report.

2 金融商品取引所は、前項の規定に基づき書類を提出する場合は、次に掲げる書類を添付するものとする。

(2) When a Financial Instruments Exchange intends to submit documents pursuant to the provisions of the preceding paragraph, it is to attach the following documents thereto:

一 別紙様式第五号により作成した売買状況表

(i) a table of the status of purchase and sale prepared using Appended Form No. 5;

二 総会又は株主総会における決議事項の要旨

(ii) a summary of the matters that require a resolution made at a general meeting of members or at a shareholders meeting;

三 会員名簿及び取引参加者名簿（株式会社金融商品取引所にあつては、取引参加者名簿）

(iii) a directory of members and a directory of Trading Participants (in the case of a Stock Company-Operated Financial Instruments Exchange, a directory of Trading Participants);

四 会員金融商品取引所の場合にあつては、次に掲げる貸借対照表及び収支計算書の附属明細表

(iv) in the case of a Membership-Type Financial Instruments Exchange, the following detailed statements attached to the balance sheet and income and expenditure statement:

イ 別紙様式第六号により作成した有形固定資産明細表

(a) a detailed statement of tangible fixed assets prepared using Appended Form No. 6;

ロ 別紙様式第七号により作成した諸引当準備金明細表

(b) a detailed statement of allowance reserves prepared using Appended Form No. 7;

ハ 別紙様式第八号により作成した会費・負担金明細表

(c) a detailed statement of membership fees and contributions prepared using Appended Form No. 8;

ニ 別紙様式第九号により作成した有形固定資産減価償却費明細表

(d) a detailed statement of the depreciation of tangible fixed assets prepared using Appended Form No. 9;

ホ 別紙様式第十号により作成した信認金明細表

(e) a detailed statement of guarantee funds prepared using Appended Form No. 10;

ヘ 別紙様式第十一号により作成した売買・取引証拠金明細表

(f) a detailed statement of trading margin and clearing margin prepared using Appended Form No. 11; and

ト その他諸勘定明細表

(g) any other detailed accounting statements.

五 株式会社金融商品取引所の場合にあつては、次に掲げる書類

(v) in the case of a Stock Company-Operated Financial Instruments Exchange, the documents listed in the following:

イ 会社法第四百三十五条第二項の附属明細書

(a) the supplementary schedule under Article 435, paragraph (2) of the Companies Act;

ロ 前号ホからトまでに掲げる書類

(b) the documents listed in sub-items (e) through (g) of the preceding item;

ハ 主要な株主の氏名、住所又は居所、国籍及び職業（株主が法人その他の団体であるときは、その商号又は名称、本店又は主たる事務所の所在の場所及び行っている事業の内容）並びにその保有する議決権の数を記載した書類

(c) a document stating the names, domiciles or residences, nationalities, and occupations of the major shareholders (when any major shareholder is a corporation or any other type of organization, its trade name or name, the location of its head office or principal office, and the content of business operated), as well as the number of voting rights held by such major shareholders;

六 子会社に関する次に掲げる書類

(vi) the following documents relating to the Subsidiary Companies:

イ 子会社が株式会社である場合にあつては、会社法第四百三十五条第二項に規定する計算書類及び事業報告

(a) when the Subsidiary Company is a stock company, the financial statements and business report set forth in Article 435, paragraph (2) of the Companies Act;

ロ 子会社が持分会社である場合にあつては、次に掲げる書類

(b) when the Subsidiary Company is a membership company, the documents listed in the following:

(1) 会社法第六百十七条第二項に規定する計算書類

1. the financial statements set forth in Article 617, paragraph (2) of the Companies Act;

(2) 業務の概要、役員及び従業員の状況その他業務に関する報告を記載した事業報告書

2. a written business report containing an outline of business, the status of Officers and employees, and any other information on business.

ハ 子会社が自主規制法人である場合にあつては、次に掲げる書類

(c) when the Subsidiary Company is a Self-Regulation Organization, the documents listed in the following:

(1) 貸借対照表

1. a balance sheet;

- (2) 損益計算書
2. a profit and loss statement;
- (3) 業務の概要、理事及び従業員の状況その他業務に関する報告を記載した業務報告書
3. a business report containing an outline of business, the status of board members and employees, and any other information on business;
- (4) 当該自主規制法人の純財産額を計算した書面
4. a document stating the calculated net worth of said Self-Regulation Organization; and
- (5) 個別注記表
5. individual explanatory notes.
- 3 第一項第一号イ、ロ及びニ並びに前項第六号ハ(1)、(2)及び(4)に掲げる書類は、一般に公正妥当と認められる企業会計の基準に従い、作成しなければならない。
- (3) The documents listed in sub-items (a), (b), and (d) of item (i) of paragraph (1) and in 1., 2., and 4. of sub-item (c) of item (vi) of the preceding paragraph must be prepared in accordance with the business accounting standards that are generally accepted as fair and appropriate.
- 4 金融商品取引所は、次に掲げる書類を理事会又は取締役会において承認したときは、法第百八十八条の規定により、遅滞なく、当該書類を金融庁長官に提出しなければならない。
- (4) If a Financial Instruments Exchange has approved the documents listed in the following items by a resolution made by its council or board of directors, it must submit said documents without delay to the Commissioner of the Financial Services Agency, pursuant to the provisions of Article 188 of the Act.
- 一 期末及び中間期末（法第二十四条の四の七第一項に規定する上場会社等にあつては、各四半期末）における貸借対照表及び損益計算書又はこれらに準ずる書面
- (i) a balance sheet and profit and loss statement or any other document equivalent thereto, as of the end of the business year and the end of the interim period (in the case of a Listed Company, etc. as set forth in Article 24-4-7, paragraph (1) of the Act, as of the end of each quarter); and
- 二 毎事業年度の予算書又はこれに準ずる書面
- (ii) a budget for each business year, or a document equivalent thereto.
- 5 金融商品取引所は、法第百八十八条の規定により、別紙様式第十二号により作成された関係会社（財務諸表等の用語、様式及び作成方法に関する規則（昭和三十八年大蔵省令第五十九号）第八条第八項に規定する関係会社をいう。以下この項及び第八項第三号において同じ。）に関する報告書を、当該関係会社の毎事業年度経過後三月以内に金融庁長官に提出しなければならない。
- (5) A Financial Instruments Exchange must, pursuant to the provisions of Article 188 of the Act, submit to the Commissioner of the Financial Services Agency a report on its Associated Company (meaning an Associated Company as set

forth in Article 8, paragraph (8) of the Ordinance on Terminology, Forms, and Preparation Methods of Financial Statements, etc. (Ordinance of Ministry of Finance No. 59 of 1963); the same applies hereinafter in this paragraph and paragraph (8), item (iii)) prepared using Appended Form No. 12, within three months from the end of each business year of said Associated Company.

6 金融商品取引所は、法第百八十八条の規定により、次に掲げる書類を毎月及び毎年ごとに作成し、当該期間終了後一月以内に金融庁長官に提出しなければならない。

(6) A Financial Instruments Exchange must, pursuant to the provisions of Article 188 of the Act, prepare the following documents each month and each year, and submit them to the Commissioner of the Financial Services Agency within one month from the end of said period:

一 毎月末における貸借対照表及び損益計算書又はこれらに準ずる書面（株式会社金融商品取引所に限る。）

(i) a balance sheet and profit and loss statement as of the end of each month, or any document equivalent thereto (limited to the case of a Stock Company-Operated Financial Instruments Exchange);

二 取引所金融商品市場を開設する業務において使用する電子情報処理組織（以下この条において「電子情報処理組織」という。）の保守及び管理状況を記載した書面

(ii) a document stating the status of the maintenance and management of the electronic data processing system which is used for business related to the establishment of the Financial Instruments Exchange Market (hereinafter referred to as the "Electronic Data Processing System" in this Article);

三 別紙様式第十三号により作成した上場有価証券異動報告

(iii) a report on changes in the status of listed Securities prepared using Appended Form No. 13;

四 別紙様式第十四号により作成した取引所内取引高報告

(iv) a report on volume of transactions within the exchange prepared using Appended Form No. 14.

7 金融商品取引所は、電子情報処理組織に異常が発生し、当該電子情報処理組織を使用して有価証券の売買及び市場デリバティブ取引、相場の公表若しくは受渡しその他の決済又は令第三十条第一項第二号に規定する公衆の縦覧を継続的に行わせることが困難となった場合には、法第百八十八条の規定により、直ちにその旨を金融庁長官に報告し、遅滞なく、当該異常発生の概要、原因、処理、改善すべき事項その他必要な事項を記載した書類を金融庁長官に提出しなければならない。

(7) If, due to occurrence of any failure in an Electronic Data Processing System, it has become difficult to continuously conduct purchase and sale of Securities and Market Derivatives Transactions, publication of quotations, performance of delivery or other means of settlement, or to continuously make the documents available for public inspection by the use of Electronic Data Processing System pursuant to Article 30, paragraph (1), item (ii) of the Cabinet Order, a Financial Instruments Exchange must, pursuant to the

provisions of Article 188 of the Act, immediately notify the Commissioner of the Financial Services Agency to that effect, and submit to said Commissioner without delay a document containing an outline, the cause and treatment of the failures, the matters to be improved, and any other necessary matters in regard to said Electronic Data Processing System.

8 金融商品取引所は、次の各号に掲げる事実が発生した場合には、法第百八十八条の規定により、遅滞なく、当該各号に定める書類を金融庁長官に提出しなければならない。

(8) If each of the following events has taken place, a Financial Instruments Exchange must, pursuant to the provisions of Article 188 of the Act, submit to the Commissioner of the Financial Services Agency without delay the documents listed in said items:

一 定款に基づいて会員等を処分した場合 会員等の処分の内容を記載した書類

(i) if the Financial Instruments Exchange has rendered any disposition to a Member, etc. pursuant to the provisions of its articles of incorporation: a document stating the details of such disposition rendered to such Member, etc.;

二 役員又は従業員がその業務を執行するに際し、法令に違反する行為をした場合 当該役員又は従業員の法令に違反する行為の内容、社内処分を行った場合はその内容及び改善のための必要な措置その他必要な事項を記載した書類

(ii) if any of the Officers or employees has committed an act in violation of laws and regulations in the course of executing duties: a document stating the details of the act of said Officers or employees in violation of laws and regulations, and if any internal action has been taken, the details thereof, improvement measures related thereto and any other necessary matters;

三 他の法人その他の団体が、関係会社に該当し、又は該当しないこととなった場合 その内容を記載した書類

(iii) if another corporation or any other type of organization has come to fall under the category of an Associated Company, or when it no longer falls under such category: a document stating the details thereof;

四 電子情報処理組織の設置場所、容量、保守の方法又は異常が発生した場合の対処方法の変更を伴う当該電子情報処理組織の内容の変更があった場合 当該変更の内容を記載した書類

(iv) in the case of any change to the contents of the Electronic Data Processing System involving a change in the location, the capacity, and the maintenance method thereof or a change in the method of handling a case of malfunction: a document stating the contents of said change.

(金融商品取引所持株会社の提出書類)

(Documents to Be Submitted by a Financial Instruments Exchange Holding Company)

第百十三条 金融商品取引所持株会社は、法第百八十八条の規定により、毎事業年度終了後三月以内に、会社法第四百四十四条第一項に規定する連結計算書類（当該金融商品取引所持株会社が自主規制法人を設立している場合は、当該自主規制法人その他の子会社の業務及び財産の状況を連結して記載することとする。）及び事業報告を、金融庁長官に提出しなければならない。

Article 113 (1) A Financial Instruments Exchange Holding Company must, pursuant to the provisions of Article 188 of the Act, submit to the Commissioner of the Financial Services Agency the consolidated financial statement set forth Article 444, paragraph (1) of the Companies Act (if said Financial Instruments Exchange Holding Company has established a Self-Regulation Organization, the status of the business and assets of said Self-Regulation Organization and other Subsidiary Companies is to be stated in a consolidated manner) and a business report, within three months from the end of each business year.

2 金融商品取引所持株会社は、前項の規定に基づき書類を提出する場合は、次に掲げる書類を添付しなければならない。

(2) When a Financial Instruments Exchange Holding Company intends to submit the documents pursuant to the provisions of the preceding paragraph, it must attach thereto the documents listed in the following items:

一 株主総会又は取締役会における決議事項の要旨

(i) a summary of the matters that require a resolution made at a shareholders meeting or at a board of directors meeting;

二 次に掲げる書類

(ii) the documents listed in the following sub-items:

イ 会社法第四百三十五条第二項の附属明細書

(a) the supplementary schedule set forth in Article 435, paragraph (2) of the Companies Act;

ロ 諸勘定明細表

(b) detailed accounting statements;

ハ 主要な株主の氏名、住所又は居所、国籍及び職業（株主が法人その他の団体であるときは、その商号又は名称、本店又は主たる事務所の所在の場所及び行っている事業の内容）並びにその保有する議決権の数を記載した書類

(c) a document stating the names, domiciles or residences, nationalities, and occupations of the major shareholders (when any major shareholder is a corporation or any other type of organization, its trade name or name, the location of its head office principal office, and the content of business operated), as well as the number of voting rights held by such major shareholders.

三 子会社に関する次に掲げる書類

(iii) the following documents pertaining to the Subsidiary Companies:

イ 子会社が株式会社である場合にあっては、会社法第四百三十五条第二項に規定

する計算書類及び事業報告

(a) when the Subsidiary Company is a stock company, the financial statements and business report set forth in Article 435, paragraph (2) of the Companies Act;

ロ 子会社が持分会社である場合にあっては、次に掲げる書類

(b) when the Subsidiary Company is a membership company, the documents listed in the following:

(1) 会社法第六百十七条第二項に規定する計算書類

1. the financial statements set forth in Article 617, paragraph (2) of the Companies Act;

(2) 業務の概要、役員及び従業員の状況その他業務に関する報告を記載した事業報告書

2. a business report containing a summary of business, the status of Officers and employees, and any other information on business.

ハ 子会社が自主規制法人である場合にあっては、次に掲げる書類

(c) when the Subsidiary Company is a Self-Regulation Organization, the documents listed in the following:

(1) 貸借対照表

1. a balance sheet;

(2) 損益計算書

2. a profit and loss statement;

(3) 業務の概要、役員及び従業員の状況その他業務に関する報告を記載した業務報告書

3. a business report containing a summary of business, the status of Officers and employees, and any other information on business;

(4) 自主規制法人の純財産額を計算した書面

4. a document stating the calculated net worth of the Self-Regulation Organization; and

(5) 個別注記表

5. individual explanatory notes.

3 前項第三号ハ(1)、(2)及び(4)に掲げる書類は、一般に公正妥当と認められる企業会計の基準に従い、作成しなければならない。

(3) The documents listed in 1., 2., and 4. of sub-item (c) of item (iii) of the preceding paragraph must be prepared in accordance with the business accounting standards that are generally accepted as fair and appropriate.

4 金融商品取引所持株会社は、次に掲げる書類を取締役会において承認したときは、法第百八十八条の規定に基づき、遅滞なく、当該書類を金融庁長官に提出しなければならない。

(4) If a Financial Instruments Exchange Holding Company has approved the following documents by a resolution of its board of directors, it must submit such documents to the Commissioner of the Financial Services Agency without

delay, pursuant to the provisions of Article 188 of the Act:

一 期末及び中間期末（法第二十四条の四の七第一項に規定する上場会社等にあつては、各四半期末）における貸借対照表及び損益計算書又はこれらに準ずる書面

(i) a balance sheet and profit and loss statement or any other document equivalent thereto, as of the end of the business year and the end of the interim period (in the case of the Listed Company, etc. set forth in Article 24-4-7, paragraph (1) of the Act, as of the end of each quarter); and

二 毎事業年度の予算書又はこれに準ずる書面

(ii) a budget for each business year, or any document equivalent thereto.

5 前条第五項の規定は、金融商品取引所持株会社について準用する。

(5) The provisions of paragraph (5) of the preceding Article apply mutatis mutandis to a Financial Instruments Exchange Holding Company.

第三章 外国金融商品取引所

Chapter III Foreign Financial Instruments Exchanges

(認可申請書)

(Written Application for Authorization)

第百十四条 法第一百五十五条第一項の認可を受けようとする者は、法第一百五十五条の二第一項の認可申請書に同条第二項に規定する書類を添付し、金融庁長官を経由して内閣総理大臣に提出しなければならない。

Article 114 (1) A person who intends to obtain the authorization set forth in Article 155, paragraph (1) of the Act must submit to the Prime Minister, via the Commissioner of the Financial Services Agency, the written application for authorization set forth in Article 155-2, paragraph (1) of the Act, attaching thereto the documents set forth in paragraph (2) of that Article.

2 法第一百五十五条の二第一項第八号に規定する内閣府令で定める事項は、次に掲げる事項とする。

(2) Matters specified by Cabinet Office Ordinance, referred to in Article 155-2, paragraph (1), item (viii) of the Act, are as follows:

一 外国金融商品市場を開設した年月日

(i) the day when the Foreign Financial Instruments Market was established;

二 外国金融商品取引所参加者が外国金融商品取引所入出力装置（法第一百五十五条第一項に規定する外国金融商品取引所入出力装置をいう。）を設置する営業所又は事務所（外国法人である金融商品取引業者にあつては、国内に有する営業所又は事務所）及び部署の名称

(ii) the name of the business office or any other office (in the case of a Financial Instruments Business Operator which is a foreign corporation, its business office or any other office located in Japan) and the department where the Participant of Foreign Financial Instruments Exchange has installed the Input/Output Device for a Foreign Financial Instruments Exchange

(meaning an Input/Output Device for a Foreign Financial Instruments Exchange as set forth in Article 155, paragraph (1) of the Act);

三 資本金の額又は出資の総額

(iii) the amount of stated capital or the total amount of investment; and

四 他に業務を行っている場合は、その業務の種類

(iv) when it conducts other business, the type thereof.

(認可申請書の添付書類)

(Documents to Be Attached to a Written Application for Authorization)

第百十五条 法第百五十五条の二第二項第二号に規定する内閣府令で定めるものは、次に掲げるもの（業務規則（同項第一号に規定する業務規則をいう。）に記載されているものを除く。）とする。

Article 115 (1) Matters specified by Cabinet Office Ordinance, referred to in Article 155-2, paragraph (2), item (ii) of the Act, are as follows (excluding the matters stated in the Operational Regulations (meaning the Operational Regulations set forth in item (i) of that paragraph)):

一 外国金融商品取引所参加者に行わせようとする取引の種類

(i) the types of transactions to be conducted by the Participants in Foreign Financial Instruments Exchange;

二 外国市場取引に係る業務を管理する責任者の氏名及び役職名

(ii) the name and title of the person who is in charge of the management of business pertaining to Foreign Market Transactions;

三 外国市場取引に係る業務を行う部署（当該業務の一部を他の者に委託する場合は、その者を含む。）の名称及び組織の体制

(iii) the name and organizational structure of the department in charge of business pertaining to Foreign Market Transactions (when a part of the business are to be entrusted to any other party, including the name and organizational structure of such party);

四 外国市場取引の対象となる有価証券の種類、銘柄及び売買単位

(iv) the classes, issues, and unit of purchase and sale of Securities subject to Foreign Market Transactions;

五 外国市場デリバティブ取引のうち外国市場取引の対象となる取引の種類、銘柄及び取引単位

(v) the types, issues, and transaction units of a Foreign Market Derivative Transaction subject to a Foreign Market Transaction;

六 外国市場取引の参加資格に係る事項

(vi) matters pertaining to the qualification for participation in Foreign Market Transactions;

七 売買価格の決定方法

(vii) the method of determining purchase and sale prices;

八 気配、売買価格その他の価格情報の公表方法

- (viii) the method of publication of quotes, purchase and sale prices, and any other price information;
 - 九 外国市場取引に係る有価証券の受渡しその他の決済方法及び顧客の契約不履行が生じた場合の対処方法
 - (ix) the method of delivery or any other method of settlement of Securities pertaining to a Foreign Market Transaction, and the method of handling a case of customer default in the performance of a contract;
 - 十 外国市場取引に係る取引記録の作成及び保存の方法
 - (x) the method of preparation and preservation of transaction records pertaining to Foreign Market Transactions;
 - 十一 外国市場取引の執行状況について、検査を行う頻度、部署の名称及び体制
 - (xi) the frequency of inspection of status of execution of Foreign Market Transactions, and the name and organizational structure of the department in charge of such inspection; and
 - 十二 その他外国市場取引の公正の確保に関する重要な事項
 - (xii) any other important matters relating to assuring fairness in Foreign Market Transactions.
- 2 法第一百五十五条の二第二項第三号に規定する内閣府令で定める書類は、次に掲げる書類とする。
- (2) The documents specified by Cabinet Office Ordinance, referred to in Article 155-2, paragraph (2), item (iii) of the Act, are as follows:
- 一 外国市場取引に係る業務を行うことを決議した役員会等（役員会その他これに類する機関をいう。）の議事録
 - (i) the minutes of the meeting of the board of officers, etc. (meaning the board of officers and any other organ similar thereto) which has adopted the resolution to conduct business pertaining to Foreign Market Transactions;
 - 二 国内における事務所に駐在する役員及び国内における代表者の履歴書及び住民票の抄本（本籍の記載のあるものに限る。）又はこれに代わる書面
 - (ii) the resumes and extracts of the certificates of residence (limited to an extract containing a description of registered domicile) of the Officers stationed at the office located in Japan and the representative person in Japan, or any document in lieu thereof;
 - 三 役員及び国内における代表者が法第八十二条第二項第三号イ、ロ又はホのいずれにも該当しない者であることを当該役員及び国内における代表者が誓約する書面
 - (iii) a document in which the Officers and the representative person in Japan have pledged that they do not fall under any of the categories of the persons listed in Article 82, paragraph (2), item (iii), sub-items (a), (b), and (e) of the Act;
 - 四 事務の機構及び分掌を記載した書類
 - (iv) a document stating the organizational structure and allocation of processes;

五 外国金融商品取引所参加者に外国市場取引を行わせる外国金融商品市場を開設してから令第十九条の四第一項に定める期間以上を経過していること、又は同条第二項に定める場合に該当することを証する書面

(v) a document evidencing the fact that a period not shorter than that specified in Article 19-4, paragraph (1) of the Cabinet Order has elapsed from the time of establishment of the Foreign Financial Instruments Market in which Participants in a Foreign Financial Instruments Exchange conduct Foreign Market Transactions, or the fact that it falls under the case set forth in paragraph (2) of that Article;

六 認可申請者が所在する国における外国金融商品市場を開設する業務に関する法制を記載した書類

(vi) a document stating the judicial system of the state where the authorization applicant is located which governs the business pertaining to establishment of the Foreign Financial Instruments Market;

七 外国金融商品取引所参加者と取引を行う際に使用する契約書類

(vii) a written contract which to be used for a transaction with a Participant in a Foreign Financial Instruments Exchange;

八 外国市場取引に係る業務において使用する電子情報処理組織の概要、設置場所、容量及び保存の方法並びに当該電子情報処理組織に異常が発生した場合の対処方法を記載した書類

(viii) a document containing an outline, the location, the capacity, and the maintenance method of the electronic data processing system to be used for the business pertaining the Foreign Market Transactions, and the method of handling a case of malfunction therein; and

九 その他法第一百五十五条の三第一項の規定による審査をするため参考となるべき事項を記載した書類

(ix) a document stating any other matter which may be helpful in an examination conducted pursuant to Article 155-3, paragraph (1) of the Act.

(分割又は事業の譲渡)

(Split or Business Transfer)

第百十六条 令第十九条の四第二項第二号に規定する内閣府令で定める場合は、分割により承継される業務自体で外国金融商品市場を開設する業務を行うことができると認められる場合とする。

Article 116 (1) The cases specified by Cabinet Office Ordinance, referred to in Article 19-4, paragraph (2), item (ii) of the Cabinet Order, are the cases where it is found that the business relating to establishing a Foreign Financial Instruments Market may be conducted based on the business succeeded to upon the split alone.

2 令第十九条の四第二項第三号に規定する内閣府令で定める場合は、譲渡される業務自体で外国金融商品市場を開設する業務を行うことができると認められる場合とする。

(2) The cases specified by Cabinet Office Ordinance, referred to in Article 19-4, paragraph (2), item (iii) of the Cabinet Order, are the cases where it is found that the business relating to establishing a Foreign Financial Instruments Market may be conducted based on the transferred business alone.

(業務報告書の作成)

(Preparation of Business Reports)

第百十七条 法第百五十五条の五の規定により外国金融商品取引所が提出する業務報告書は、別紙様式第十五号により作成しなければならない。

Article 117 The business reports which are to be submitted by a Foreign Financial Instruments Exchange pursuant to the provisions of Article 155-5 of the Act must be prepared using Appended Form No. 15.

(届出事項)

(Matters to Be Notified)

第百十八条 法第百五十五条の七に規定する内閣府令で定める場合は、次に掲げる場合とする。

Article 118 The cases specified by Cabinet Office Ordinance, referred to in Article 155-7 of the Act, are as follows:

一 外国市場取引に係る業務を休止し、又は再開した場合

(i) cases where the Foreign Financial Instruments Exchange has suspended or recommenced its pertaining to Foreign Market Transactions;

二 他の外国金融商品市場を開設する者（以下この号において「外国金融商品市場開設者」という。）と合併した場合、外国金融商品市場開設者の外国金融商品市場を開設する業務の全部若しくは一部を承継した場合又は外国金融商品市場開設者から外国金融商品市場を開設する業務の全部若しくは一部を譲り受けた場合

(ii) cases where the Foreign Financial Instruments Exchange has merged with a person who has established another Foreign Financial Instruments Market (hereinafter referred to as "Establisher of a Foreign Financial Instruments Market" in this item), where the Foreign Financial Instruments Exchange has succeeded to the business relating to establishment of a Foreign Financial Instruments Market in whole or in part from the Establisher of a Foreign Financial Instruments Market, or where the Foreign Financial Instruments Exchange has accepted transfer of the business relating to establishment of a Foreign Financial Instruments Market in whole or in part from an Establisher Foreign Financial Instruments Market;

三 破産手続開始、再生手続開始、更生手続開始若しくは清算開始の申立てを行った場合又は本店若しくは主たる事務所の所在する国において当該国の法令に基づき同種類の申立てを行った場合

(iii) cases where the Foreign Financial Instruments Exchange has filed a petition for commencement of bankruptcy proceedings, commencement of

rehabilitation proceedings, commencement of reorganization proceedings, or commencement of liquidation, or has filed any petition similar thereto in the state where its head office or principal office is located, pursuant to the laws and regulations of that state;

四 法第百五十五条の三第二項第二号又は第三号に該当することとなった場合

(iv) cases where the Foreign Financial Instruments Exchange falls under Article 155-3, paragraph (2), item (ii) or (iii) of the Act;

五 役員又は国内における代表者が法第八十二条第二項第三号イ、ロ又はホのいずれかに該当することとなった事実を知った場合

(v) cases where the Foreign Financial Instruments Exchange has become aware of the fact that any of its Officers or its representative person in Japan falls under any of Article 82, paragraph (2), item (iii), sub-item (a), (b), or (e) of the Act;

六 国内における事務所に駐在する役員又は国内における代表者に法令等（法第百五十五条の三第一項第二号に規定する法令等をいう。次条第三項第一号において同じ。）に違反する行為があったことを知った場合

(vi) cases where the Foreign Financial Instruments Exchange has become aware of the fact that any of its Officers stationed at the office located in Japan or its representative person in Japan has committed any act in violation of Laws and Regulations, etc. (meaning the Laws and Regulations, etc. set forth in Article 155-3, paragraph (1), item (ii) of the Act; the same applies in item (i) of paragraph (3) of the following Article);

七 前号の行為の詳細が判明した場合

(vii) cases where the details of the act set forth in the preceding item have been revealed; and

八 法第百五十五条の二第二項第三号の規定により提出した書類の内容に重要な変更があった場合

(viii) cases where any material change has occurred in the contents of the documents submitted pursuant to the provisions of Article 155-2, paragraph (2), item (iii) of the Act.

(外国金融商品取引所の提出書類)

(Documents to Be Submitted by a Foreign Financial Instruments Exchange)

第百十九条 外国金融商品取引所は、法第百八十八条の規定により、別紙様式第十六号により作成された取引高報告を毎月及び毎年ごとに作成し、当該期間終了後一月以内に金融庁長官に提出しなければならない。

Article 119 (1) A Foreign Financial Instruments Exchange must, pursuant to the provisions of Article 188 of the Act, prepare a transaction volume report using Appended Form No. 16 for each month and each year, and must submit it to the Commissioner of the Financial Services Agency within one month from the end of such period.

2 外国金融商品取引所は、外国市場取引に係る業務において使用する電子情報処理組織に異常が発生し、当該電子情報処理組織を使用して外国市場取引又は受渡しその他の決済を継続的に行わせることが困難となった場合には、法第百八十八条の規定により、直ちにその旨を金融庁長官に報告し、遅滞なく、当該異常発生の概要、原因、処理、改善すべき事項その他必要な事項を記載した書類を金融庁長官に提出しなければならない。

(2) If, due to occurrence of any failure in an Electronic Data Processing System used for business pertaining to Foreign Market Transactions, it has become difficult to conduct Foreign Market Transactions or to perform delivery or any other method of settlement on an ongoing basis by the use of said electronic data processing system, a Foreign Financial Instruments Exchange must, pursuant to the provisions of Article 188 of the Act, immediately report to the Commissioner of the Financial Services Agency to that effect, and submit to said Commissioner without delay a document containing an outline, the cause and treatment of the failures, the matters to be improved and any other necessary matters.

3 外国金融商品取引所は、次の各号に掲げる事実が発生した場合には、法第百八十八条の規定により、遅滞なく、当該各号に定める書類を金融庁長官に提出しなければならない。

(3) If each of the following events has taken place, a Foreign Financial Instruments Exchange must, pursuant to the provisions of Article 188 of the Act, submit to the Commissioner of the Financial Services Agency without delay the documents listed in said items:

一 法令等又は業務規則に違反した外国金融商品取引所参加者に対し法令等又は業務規則を遵守させるために必要な措置をとった場合 当該外国金融商品取引所参加者の措置の内容を記載した書類

(i) cases where the Foreign Financial Instruments Exchange has implemented measures necessary for ensuring that the Participant in a Foreign Financial Instruments Exchange which has violated Laws and Regulations, etc. or its Operational Regulations complies with such Laws and Regulations, etc. or Operational Regulations: a document stating the contents of the measures implemented against said Participant in a Foreign Financial Instruments Exchange; and

二 役員（会計参与に類する役職にある者が法人であるときは職務を行うべき者。以下この号において同じ。）又は従業員が外国市場取引に係る業務を執行するに際し、法令違反をした場合 当該役員又は従業員の法令違反の内容、社内処分を行った場合はその内容及び改善のための必要な措置その他必要な事項を記載した書類

(ii) cases where any Officer (when a person who is in a position equivalent to that of an accounting advisor is a corporation, the person who is supposed to conduct duty thereof; the same applies hereinafter in this item) or employee has committed any act in violation of laws and regulations in the course of

the execution of duties pertaining to a Foreign Market Transaction: a document stating the details of the violation of laws and regulations by such Officer or employee, and if any internal action has been taken, a document stating the improvement measures therefor or any other necessary matters;

第四章 雑則

Chapter IV Miscellaneous Provisions

(届出書の提出先等)

(Authorities Designated to Receive Notifications)

第一百二十条 法第八十一条第一項、第八十五条の二第一項、第八十七条の二第一項ただし書、第八十七条の三第一項ただし書若しくは第三項、第一百条の十六（法第二条の三十六において準用する場合を含む。）、第一百一条の十七第二項、第二条の十五第一項、第一百三條の二第三項、第五條、第一百六條の三第一項、第三項（法第一百六條の十七第四項において準用する場合を含む。）若しくは第五項（法第一百六條の十七第四項において準用する場合を含む。）、第一百六條の八第二項、第一百六條の十一第一項、第一百六條の十四第三項、第一百六條の十七第一項、第一百六條の二十二第二項、第一百六條の二十四第一項ただし書、第一百七條第二項、第一百二十條、第一百二十二條第一項（法第一百二十三條第一項又は第二項において準用する場合を含む。）、第一百二十四條第一項若しくは第三項、第一百二十六條第二項、第一百二十八條、第一百三十四條第一項第五号若しくは第二項、第一百三十五條、第一百四十條第二項、第一百四十九條、第一百五十三條の三又は第一百八十八條（金融商品取引所及び金融商品取引所持株会社に係るものに限る。）の規定により免許申請書、認可申請書、承認申請書、届出書その他の書類を内閣総理大臣又は金融庁長官に提出した者は、これらの書類の写しを、当該者の主たる事務所又は本店の所在地を管轄する財務局長（当該所在地が福岡財務支局の管轄区域内にある場合にあつては、福岡財務支局長）に提出しなければならない。

Article 120 (1) A person who has submitted to the Prime Minister or the Commissioner of the Financial Services Agency a written application for a license, a written application for authorization, a written application for approval, a written notification or other documents pursuant to the provisions of Article 81, paragraph (1), Article 85-2, paragraph (1), the proviso to Article 87-2, paragraph (1), the proviso to Article 87-3, paragraph (1), Article 87-3, paragraph (3), Article 100-16 (including the cases where it is applied mutatis mutandis to Article 102-36 of the Act), Article 101-17, paragraph (2), Article 102-15, paragraph (1), Article 103-2, paragraph (3), Article 105, Article 106-3, paragraph (1), Article 106-3, paragraph (3) (including the cases where it is applied mutatis mutandis to Article 106-17, paragraph (4) of the Act) or Article 106-3, paragraph (5) (including the cases where it is applied mutatis mutandis to Article 106-17, paragraph (4) of the Act), Article 106-8, paragraph (2), Article 106-11, paragraph (1), Article 106-14, paragraph (3), Article 106-17, paragraph (1), Article 106-22, paragraph (2), the proviso to Article 106-24,

paragraph (1), Article 107, paragraph (2), Article 120, Article 122, paragraph (1) (including the cases where it is applied mutatis mutandis to Article 123, paragraph (1) or (2) of the Act), Article 124, paragraph (1) or (3), Article 126, paragraph (2), Article 128, Article 134, paragraph (1), item (v) or paragraph (2), Article 135, Article 140, paragraph (2), Article 149, Article 153-3, or Article 188 (limited to the provisions pertaining to a Financial Instruments Exchange and a Financial Instruments Exchange Holding Company) of the Act must submit copies of such documents to the Director-General of the Local Finance Bureau having jurisdiction over the location of the principal office or the head office of said person (when said location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General of the Fukuoka Local Finance Branch Bureau).

2 法第百五十五条の二第一項の規定により認可申請書を内閣総理大臣に提出した者は、当該認可申請書の写しを、当該者の国内における代表者の住所を管轄する財務局長（当該住所が福岡財務支局の管轄区域内にある場合にあっては、福岡財務支局長）に提出しなければならない。

(2) A person who has submitted a written application for authorization to the Prime Minister pursuant to the provisions of Article 155-2, paragraph (1) of the Act must submit copies thereof to the Director-General of the Local Finance Bureau having jurisdiction over the domicile of its representative person in Japan (when said location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General of the Fukuoka Local Finance Branch Bureau).

(標準処理期間)

(Standard Processing Period)

第百二十一条 内閣総理大臣又は金融庁長官は、法第八十条第一項、第八十五条第一項、第八十七条の二第一項ただし書、第八十七条の三第一項ただし書若しくは第三項、第一百一条の十七第一項、第二条の十四、第五条第一項、第六条の三第一項、第六条の十第一項若しくは第三項ただし書、第六条の十四第四項ただし書、第六条の十七第一項、第六条の二十四第一項ただし書、第二百二十二条第一項（法第二百二十三条第一項又は第二項において準用する場合を含む。）、第二百二十四条第一項若しくは第三項、第二百六条第二項、第三十四条第一項第五号、第三十五条第一項、第四十条第一項、第四十九条第一項又は第百五十五条第一項の規定による免許、認可又は承認に関する申請がその事務所に到達してから二月以内に、当該申請に対する処分をするよう努めるものとする。

Article 121 (1) If any applications for a license, authorization, or approval pursuant to the provisions of Article 80, paragraph (1), Article 85, paragraph (1), the proviso to Article 87-2, paragraph (1), the proviso to Article 87-3, paragraph (1) or Article 87-3, paragraph (3), Article 101-17, paragraph (1), Article 102-14, Article 105, paragraph (1), Article 106-3, paragraph (1), Article

106-10, paragraph (1), the proviso to Article 106-10, paragraph (3), the proviso to Article 106-14, paragraph (4), Article 106-17, paragraph (1), the proviso to Article 106-24, paragraph (1), Article 122, paragraph (1) (including the cases where it is applied mutatis mutandis to Article 123, paragraph (1) or (2) of the Act), Article 124, paragraph (1) or (3), Article 126, paragraph (2), Article 134, paragraph (1), paragraph (v), Article 135, paragraph (1), Article 140, paragraph (1), Article 149, paragraph (1), or Article 155, paragraph (1) of the Act has been filed, the Prime Minister or the Commissioner of the Financial Services Agency is to endeavor to render the disposition related to said application within two months from the date of arrival of said application at the office of the Prime Minister or said Commissioner.

2 前項に規定する期間には、次に掲げる期間を含まないものとする。

(2) The period referred to in the preceding paragraph is not to include the following periods:

一 当該申請を補正するために要する期間

(i) the period required for any correction to the application;

二 当該申請をした者が当該申請の内容を変更するために要する期間

(ii) the period necessary for the applicant to change the particulars of the application; and

三 当該申請をした者が当該申請に係る審査に必要と認められる資料を追加するために要する期間

(iii) the period necessary for the applicant to add any material which is deemed necessary for the examination of such application.