

Ordinance for Enforcement of the Companies Act

(Ordinance of the Ministry of Justice No. 12 of February 7, 2006)

The Ordinance for Enforcement of the Companies Act is established as follows, pursuant to the provisions of the Companies Act (Act No. 86 of 2005) and the Order for Enforcement of the Companies Act (Cabinet Order No. 364 of 2005).

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Part I General Provisions

Chapter I General Rules

(Purpose)

Article 1 The purpose of this Ministerial Ordinance is to provide for matters based on the mandates of the Companies Act (Act No. 86 of 2005; hereinafter

referred to as "the Act") and other necessary matters for the enforcement of the Act.

(Definitions)

Article 2 (1) In this Ministerial Ordinance, the terms "Company," "Foreign Company," "Subsidiary Company," "Parent Company," "Public Company," "Company with Board of Directors," "Company with Accounting Advisors," "Company with Company Auditors," "Company with Board of Company Auditors," "Company with Financial Auditors," "Company with Committees," "Company with Class Shares," "General Meeting of Class Shareholders," "Outside Director," "Outside Company Auditor," "Shares with Restriction on Transfer," "Shares Subject to Call," "Share Unit Number," "Share Options," "Bonds with Share Options," "Bonds," "Dividend Property," "Entity Conversion," "Absorption-Type Merger," "Consolidation-Type Merger," "Absorption-Type Company Split," "Incorporation-Type Company Split," "Share Exchange," "Share Transfer," and "Electronic Public Notice," mean the Company, Foreign Company, Subsidiary Company, Parent Company, Public Company, Company with Board of Directors, Company with Accounting Advisors, Company with Company Auditors, Company with Board of Company Auditors, Company with Financial Auditors, Company with Committees, Company with Class Shares, General Meeting of Class Shareholders, Outside Director, Outside Company Auditor, Shares with Restriction on Transfer, Shares Subject to Call, Share Unit Number, Share Options, Bonds with Share Options, Bonds, Dividend Property, Entity Conversion, Absorption-Type Merger, Consolidation-Type Merger, Absorption-Type Company Split, Incorporation-Type Company Split, Share Exchange, Share Transfer, and Electronic Public Notice provided for in Article 2 of the Act, respectively.

(2) In this Ministerial Ordinance, the meanings of the terms set forth in the following items are as prescribed respectively in those items:

- (i) "Committee" means the committee provided for in Article 2, item (xii) of the Act;
- (ii) "Class Shareholder" means the class shareholder provided for in Article 2, item (xiv) of the Act;
- (iii) "Executive Director" means the executive director provided for in Article 2, item (xv) of the Act;
- (iv) "Issued Shares" means the issued shares provided for in Article 2, item (xxx) of the Act;
- (v) "Electronic or Magnetic Means" means the electronic or magnetic means provided for in Article 2, item (xxxiv) of the Act;
- (vi) "Shares Issued at Incorporation" means the shares issued at incorporation provided for in Article 25, paragraph (1), item (i) of the Act;

- (vii) "Securities" means the securities provided for in Article 33, paragraph (10), item (ii) of the Act;
- (viii) "Bank, etc." means the bank, etc. provided for in Article 34, paragraph (2) of the Act;
- (ix) "Total Number of Authorized Shares" means the total number of authorized shares provided for in Article 37, paragraph (1) of the Act;
- (x) "Directors at Incorporation" means the directors at incorporation provided for in Article 38, paragraph (1) of the Act;
- (xi) "Accounting Advisors at Incorporation" means the accounting advisors at incorporation provided for in Article 38, paragraph (2), item (i) of the Act;
- (xii) "Company Auditors at Incorporation" means the company auditors at incorporation provided for in Article 38, paragraph (2), item (ii) of the Act;
- (xiii) "Financial Auditors at Incorporation" means the financial auditors at incorporation provided for in Article 38, paragraph (2), item (iii) of the Act;
- (xiv) "Representative Director" means the representative director provided for in Article 47, paragraph (1) of the Act;
- (xv) "Executive Officers at Incorporation" means the executive officers at incorporation provided for in Article 48, paragraph (1), item (ii) of the Act;
- (xvi) "Shares Offered at Incorporation" means the shares offered at incorporation provided for in Article 58, paragraph (1) of the Act;
- (xvii) "Shareholders at Incorporation" means the shareholders at incorporation provided for in Article 65, paragraph (1) of the Act;
- (xviii) "Organizational Meeting" means the organizational meeting provided for in Article 65, paragraph (1) of the Act;
- (xix) "Reference Documents for Organizational Meeting" means the reference documents for organizational meeting provided for in Article 70, paragraph (1) of the Act;
- (xx) "Class Organizational Meeting" means the class organizational meeting provided for in Article 84 of the Act;
- (xxi) "Total Number of Authorized Shares in a Class" means the total number of authorized shares in a class provided for in Article 101, paragraph (1), item (iii) of the Act;
- (xxii) "Shares, etc." means the shares, etc. provided for in Article 107, paragraph (2), item (ii) (e) of the Act;
- (xxiii) "Treasury Shares" means the treasury shares provided for in Article 113, paragraph (4) of the Act;
- (xxiv) "Share Certificate-Issuing Company" means the share certificate-issuing company provided for in Article 117, paragraph (6) of the Act;
- (xxv) "Matters to Be Stated in the Shareholder Register" means matters to be stated in the shareholder register provided for in Article 121 of the Act;
- (xxvi) "Shareholder Register Administrator" means the shareholder register

- administrator provided for in Article 123 of the Act;
- (xxvii) "Acquirer of Shares" means the acquirer of shares provided for in Article 133, paragraph (1) of the Act;
- (xxviii) "Parent Company's Shares" means the parent company's shares provided for in Article 135, paragraph (1) of the Act;
- (xxix) "Requester for Approval of Transfer" means the requester for approval of a transfer provided for in Article 139, paragraph (2) of the Act;
- (xxx) "Subject Shares" means the subject shares provided for in Article 140, paragraph (1) of the Act;
- (xxxi) "Designated Purchaser" means the designated purchaser provided for in Article 140, paragraph (4) of the Act;
- (xxxii) "Amount of Net Assets per Share" means the amount of net assets per share provided for in Article 141, paragraph (2) of the Act;
- (xxxiii) "Registered Pledgee of Shares" means the registered pledgee of shares provided for in Article 149, paragraph (1) of the Act;
- (xxxiv) "Monies, etc." means the monies, etc. provided for in Article 151 of the Act;
- (xxxv) "Shares Subject to Class-Wide Call" means the shares subject to class-wide call provided for in Article 171, paragraph (1) of the Act;
- (xxxvi) "Demand to Be Sold Less than One Unit of Shares" means the demand to be sold less than one unit of shares provided for in Article 194, paragraph (1) of the Act;
- (xxxvii) "Shares for Subscription" means the shares for subscription provided for in Article 199, paragraph (1) of the Act;
- (xxxviii) "Date of Registration of Lost Share Certificate" means the date of registration of a loss of share certificate provided for in Article 221, item (iv) of the Act;
- (xxxix) "Registration of Lost Share Certificate" means the registration of lost share certificate provided for in Article 223 of the Act;
- (xl) "Registrant of Lost Share Certificate" means the registrant of a lost share certificate provided for in Article 224, paragraph (1) of the Act;
- (xli) "Share Options for Subscription" means the share options for subscription provided for in Article 238, paragraph (1) of the Act;
- (xlii) "Certificates of Bonds with Share Options" means the certificates of bonds with share options provided for in Article 249, item (ii) of the Act;
- (xliii) "Bonds with Share Options with Issued Certificates" means the bonds with share options with issued certificates provided for in Article 249, item (ii) of the Act;
- (xliv) "Share Options with Issued Certificates" means the share options with issued certificates provided for in Article 249, item (iii) (d) of the Act;
- (xlv) "Treasury Share Options" means the treasury share options provided for

- in Article 255, paragraph (1) of the Act;
- (xlvi) "Acquirer of Share Options" means the acquirer of share options provided for in Article 260, paragraph (1) of the Act;
- (xlvii) "Share Options Subject to Call" means the share options subject to call provided for in Article 273, paragraph (1) of the Act;
- (xlviii) "Allotment of Share Options without Contribution" means the allotment of share options without contribution provided for in Article 277 of the Act;
- (xlix) "Reference Documents for Shareholders Meeting" means the reference documents for shareholders' meeting provided for in Article 301, paragraph (1) of the Act;
- (l) "Remuneration, etc." means the remuneration, etc. provided for in Article 361, paragraph (1) of the Act;
- (li) "Minutes, etc." means the minutes, etc. provided for in Article 371, paragraph (1) of the Act;
- (lii) "Officers, etc." means the officers, etc. provided for in Article 423, paragraph (1) of the Act;
- (liii) "Provisional Account Closing Date" means the provisional account closing date provided for in Article 441, paragraph (1) of the Act;
- (liv) "Provisional Financial Statements" means the provisional financial statements provided for in Article 441, paragraph (1) of the Act;
- (lv) "Consolidated Financial Statements" means the consolidated financial statements provided for in Article 444, paragraph (1) of the Act;
- (lvi) "Distributable Amount" means the distributable amount provided for in Article 461, paragraph (2) of the Act;
- (lvii) "Business Transfer, etc." means the business transfer, etc. provided for in Article 468, paragraph (1) of the Act;
- (lviii) "Liquidating Stock Company" means the liquidating stock company provided for in Article 476 of the Act;
- (lix) "Company with Board of Liquidators" means the company with a board of liquidators provided for in Article 478, paragraph (6) of the Act;
- (lx) "Inventory of Assets, etc." means the inventory of assets, etc. provided for in Article 492, paragraph (1) of the Act;
- (lxi) "Each Liquidation Year" means each liquidation year as provided for in Article 494, paragraph (1) of the Act;
- (lxii) "Balance Sheet, etc." means the balance sheet, etc. provided for in Article 496, paragraph (1) of the Act;
- (lxiii) "Agreement Claim" means the agreement claim provided for in Article 515, paragraph (3) of the Act;
- (lxiv) "Agreement Claim Creditor" means the agreement claim creditor provided for in Article 517, paragraph (1) of the Act;
- (lxv) "Reference Documents for Meeting of Creditors" means the reference

- documents for meeting of creditors provided for in Article 550, paragraph (1) of the Act;
- (lxvi) "Membership Company" means the membership company provided for in Article 575, paragraph (1) of the Act;
- (lxvii) "Liquidating Membership Company" means the liquidating membership company provided for in Article 645 of the Act;
- (lxviii) "Bonds for Subscription" means the bonds for subscription provided for in Article 676 of the Act;
- (lxix) "Bond-Issuing Company" means the bond-issuing company as provided for in Article 682, paragraph (1) of the Act;
- (lxx) "Bond Register Administrator" means the bond register administrator provided for in Article 683 of the Act;
- (lxxi) "Reference Documents for Bondholders Meeting" means the reference documents for bondholders meeting provided for in Article 721, paragraph (1) of the Act;
- (lxxii) "Membership Company after Entity Conversion" means the membership company after entity conversion provided for in Article 744, paragraph (1), item (i) of the Act;
- (lxxiii) "Bonds, etc." means the bonds, etc. provided for in Article 746, item (vii) (d) of the Act.
- (lxxiv) "Company Disappearing in an Absorption-Type Merger" means the company disappearing in an absorption-type merger provided for in Article 749, paragraph (1), item (i) of the Act;
- (lxxv) "Company Surviving an Absorption-Type Merger" means the company surviving an absorption-type merger provided for in Article 749, paragraph (1) of the Act.
- (lxxvi) "Stock Company Surviving an Absorption-Type Merger" means the stock company surviving an absorption-type merger provided for in Article 749, paragraph (1), item (i) of the Act;
- (lxxvii) "Stock Company Disappearing in an Absorption-Type Merger" means the stock company disappearing in an absorption-type merger provided for in Article 749, paragraph (1), item (ii) of the Act;
- (lxxviii) "Membership Company Surviving an Absorption-Type Merger" means the membership company surviving an absorption-type merger provided for in Article 751, paragraph (1), item (i) of the Act;
- (lxxix) "Company Incorporated in a Consolidation-Type Merger" means the company incorporated in a consolidation-type merger provided for in Article 753, paragraph (1) of the Act;
- (lxxx) "Company Disappearing in a Consolidation-Type Merger" means the company disappearing in a consolidation-type merger provided for in Article 753, paragraph (1), item (i) of the Act;

- (lxxxix) "Stock Company Incorporated in a Consolidation-Type Merger" means the stock company incorporated in a consolidation-type merger provided for in Article 753, paragraph (1), item (ii) of the Act;
- (lxxxvii) "Stock Company Disappearing in a Consolidation-Type Merger" means the stock company disappearing in a consolidation-type merger provided for in Article 753, paragraph (1), item (vi) of the Act;
- (lxxxviii) "Company Succeeding in an Absorption-Type Split" means the company succeeding in an absorption-type split provided for in Article 757 of the Act;
- (lxxxv) "Company Splitting in an Absorption-Type Split" means the company splitting in an absorption-type split provided for in Article 758, item (i) of the Act;
- (lxxxvi) "Stock Company Succeeding in an Absorption-Type Split" means the stock company succeeding in an absorption-type split provided for in Article 758, item (i) of the Act;
- (lxxxvii) "Stock Company Splitting in an Absorption-Type Split" means the stock company splitting in an absorption-type split provided for in Article 758, item (ii) of the Act;
- (lxxxviii) "Membership Company Succeeding in an Absorption-Type Split" means the membership company succeeding in an absorption-type split provided for in Article 760, item (i) of the Act;
- (lxxxviiii) "Company Splitting in an Incorporation-Type Split" means the company splitting in an incorporation-type split provided for in Article 763, item (v) of the Act;
- (lxxxix) "Stock Company Splitting in an Incorporation-Type Split" means the stock company splitting in an incorporation-type split provided for in Article 763, item (v) of the Act;
- (xc) "Company Incorporated in an Incorporation-Type Split" means the company incorporated in an incorporation-type split provided for in Article 763 of the Act;
- (xci) "Stock Company Incorporated in an Incorporation-Type Split" means the stock company incorporated in an incorporation-type split provided for in Article 763, item (i) of the Act;
- (xcii) "Membership Company Incorporated in an Incorporation-Type Split" means the membership company incorporated in an incorporation-type split provided for in Article 765, paragraph (1), item (i) of the Act;
- (xciii) "Wholly Owning Parent Company Resulting from a Share Exchange" means the wholly owning parent company resulting from a share exchange provided for in Article 767 of the Act;
- (xciv) "Wholly Owned Subsidiary Company Resulting from a Share Exchange" means the wholly owned subsidiary company resulting from a share

- exchange provided for in Article 768, paragraph (1), item (i) of the Act;
- (xcv) "Wholly Owning Parent Stock Company Resulting from a Share Exchange" means the wholly owning parent stock company resulting from a share exchange provided for in Article 768, paragraph (1), item (i) of the Act;
- (xcvi) "Wholly Owning Parent Limited Liability Company Resulting from a Share Exchange" means the wholly owning parent limited liability company resulting from a share exchange provided for in Article 770, paragraph (1), item (i) of the Act;
- (xcvii) "Wholly Owning Parent Company Incorporated in a Share Transfer" means the wholly owning parent company incorporated in a share transfer provided for in Article 773, paragraph (1), item (i) of the Act;
- (xcviii) "Wholly Owned Subsidiary Company Resulting from a Share Transfer" means the wholly owned subsidiary company resulting from a share transfer provided for in Article 773, paragraph (1), item (v) of the Act;
- (xcix) "Limited Liability Company Splitting in an Absorption-Type Split" means the limited liability company splitting in an absorption-type split provided for in Article 793, paragraph (2) of the Act;
- (c) "Surviving Stock Company, etc." means the surviving stock company, etc. provided for in Article 794, paragraph (1) of the Act;
- (ci) "Limited Liability Company Splitting in an Incorporation-Type Split" means the limited liability company splitting in an incorporation-type split provided for in Article 813, paragraph (2) of the Act.
- (3) In this Ministerial Ordinance, the meanings of the terms set forth in the following items are as prescribed respectively in those items:
- (i) "Corporation, etc." means a corporation or other organization;
- (ii) "Company, etc." means a Company (including a Foreign Company), partnership (including an entity that is equivalent to a partnership in a foreign country), or other business entity equivalent thereto;
- (iii) "Officer" means a director, accounting advisor, company auditor, executive officer, director, inspector, or other person equivalent thereto;
- (iv) "Company Officer" means a director, accounting advisor, company auditor, or executive officer of the relevant stock company;
- (v) "Outside Officer" means a Company Officer who falls under all of the following:
- (a) that the relevant Company Officer is an Outside Director or Outside Company Auditor; and
- (b) that the relevant Company Officer falls under any of the following requirements:
1. that the relevant Company Officer is an Outside Director under Article 373, paragraph (1), item (ii), or Article 400, paragraph (3), or Article 425, paragraph (1), item (i) (c), or Article 427, paragraph (1) of the Act;

2. that the relevant Company Officer is an Outside Company Auditor under Article 335, paragraph (3) or Article 427, paragraph (1) of the Act; or
 3. that the relevant Company Officer is indicated as an Outside Director or Outside Company Auditor of the relevant stock company in Accounting Documents, business reports, Reference Documents for Shareholders Meetings, or other materials prepared by the stock company pursuant to the provisions of laws and regulations and other authorities equivalent thereto.
- (vi) "Executive" means the persons listed below:
- (a) an Executive Director, an executive officer, or other Officer executing the business of a Corporation, etc.;
 - (b) a member who executes the business, a person who is to perform the duties under Article 598, paragraph (1) of the Act, or any other person equivalent thereto; and
 - (c) an employee.
- (vii) "Candidate for Outside Director" means a candidate who falls under all of the following:
- (a) that the candidate has not been an Executive Director, an executive officer, or an employee, including a manager of the relevant stock company or its Subsidiary Company;
 - (b) that the candidate is not currently an Executive Director, an executive officer, or an employee, including a manager of the relevant stock company or its Subsidiary Company;
 - (c) that no plan exists to appoint the candidate as a director who executes the business of the relevant stock company after the candidate assumes the position of Outside Director;
 - (d) that no plan exists to elect the candidate as an executive officer for the relevant stock company after the candidate assumes the position of Outside Director;
 - (e) that no plan exists to make the candidate an employee of the relevant stock company after the candidate assumes the position of Outside Director; and
 - (f) that the candidate falls under either of the following requirements:
 1. that a plan exists to have the candidate as an Outside Director under Article 373, paragraph (1), item (ii), or Article 400, paragraph (3), or Article 425, paragraph (1), item (i) (c), or Article 427, paragraph (1); or
 2. that a plan exists to have the candidate indicated as an Outside Director of the relevant stock company in Accounting Documents, business reports, Reference Documents for Shareholders Meetings, or other materials prepared by the stock company pursuant to the provisions of

- laws and regulations and other authorities equivalent thereto;
- (viii) "Candidate for Outside Company Auditor" means a candidate who falls under all of the following:
- (a) that the candidate has not been a director, an accounting advisor (when the accounting advisor is a corporation, the member who is to carry out the duties thereof) or an executive officer, or an employee, including a manager of the relevant stock company or its Subsidiary Companies; and
 - (b) that the candidate falls under either of the following requirements:
 - 1. that a plan exists to have the candidate as an Outside Company Auditor under Article 335, paragraph (3) or Article 427, paragraph (1) of the Act; or
 - 2. that a plan exists to have the candidate indicated as an Outside Company Auditor of the relevant stock company in Accounting Documents, business reports, Reference Documents for Shareholders Meetings, or other materials prepared by the stock company pursuant to the provisions of laws and regulations and other authorities equivalent thereto.
- (ix) "Most Recent Business Year" means the period as prescribed in the following (a) or (b), in accordance with the categories of Companies listed therein:
- (a) stock company: the Most Recent Business Year provided for in Article 2, item (xxiv) of the Act;
 - (b) Membership Company: the latest of the business years for which financial statements have been prepared as provided for in Article 617, paragraph (2) of the Act for each business year;
- (x) "Financial Statements" means the documents as prescribed in the following (a) or (b), in accordance with the categories of Companies listed therein:
- (a) stock company: the Financial Statements provided for in Article 435, paragraph (2) of the Act; or
 - (b) Membership Company: the Financial Statements provided for in Article 617, paragraph (2) of the Act.
- (xi) "Accounting Documents" means, for stock companies, the items listed below:
- (a) the balance sheet as of the day of its formation;
 - (b) the Financial Statements and the annexed detailed statements thereof pertaining to each business year;
 - (c) Provisional Financial Statements; and
 - (d) Consolidated Financial Statements;
- (xii) "Financial Statements, etc." means the items as prescribed in the following (a) or (b), in accordance with the categories of Companies listed therein:

- (a) stock company: Financial Statements and business reports for each business year (including audit reports and accounting audit reports, if provisions of Article 436, paragraph (1) or paragraph (2) of the Act are applicable); or
- (b) Membership Company: the Financial Statements provided for in Article 617, paragraph (2) of the Act;
- (xiii) "Provisional Financial Statements, etc." means the provisional financial statements provided for in Article 441, paragraph (1) of the Act (including audit reports and accounting audit reports, if provisions of paragraph (2) of the same Article are applicable);
- (xiv) "Share Option, etc." means a Share Option or other right that enables a person to be delivered shares or other equity interests of a Corporation, etc. through the exercise thereof against the Corporation, etc.;
- (xv) "Tender Offer, etc." means a tender offer provided for in Article 27-2, paragraph (6) of the Financial Instruments and Exchange Act (Act No. 25 of 1948) (including as applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of the same Act) and a system based on the foreign laws and regulations equivalent thereto;
- (xvi) "Acquirer of Bonds" means a person (excluding the relevant Bond-Issuing Company) who has acquired Bonds from a person other than the relevant Bond-Issuing Company;
- (xvii) "Trust Bond" means a Bond that the trustee of a trust issues, which is issued for Trust Property (meaning the trust property provided for in Article 2, paragraph (3) of the Trust Act (Act. No. 108 of 2006); the same applies hereinafter);
- (xviii) "Officers, etc. at Incorporation" means Directors at Incorporation, Accounting Advisors at Incorporation, Company Auditors at Incorporation, and Financial Auditors at Incorporation;
- (xix) "Specified Associated Service Provider" means any of the following:
 - (a) the Parent Company of the relevant stock company, and the Subsidiary Companies and Affiliated Companies of the Parent Company (including entities equivalent to the Subsidiary Companies and Affiliated Companies if the Parent Company is not a Company) (if no Parent Company exists for the stock company, the Subsidiary Companies and Affiliated Companies of stock company); or
 - (b) major counterparties of the relevant stock company (including organizations other than corporations);
- (xx) "Person Subject to Demand" means, among the persons listed below, the person listed in Article 217, item (i) pertaining to a request pursuant to the provisions of Article 847, paragraph (1) of the Act:
 - (a) an incorporator;

- (b) a Director at Incorporation and a Company Auditor at Incorporation;
- (c) an Officer, etc.;
- (d) a liquidator;
- (e) a person who has received the Giving of Benefits under Article 120, paragraph (3) of the Act;
- (f) a subscriber for Shares for Subscription who bears the obligations under Article 212, paragraph (1) of the Act; or
- (g) a subscriber for Share Options for Subscription who bears the obligations under Article 285, paragraph (1) of the Act;
- (xxi) "Affiliated Company" means the affiliated company provided for in Article 2, paragraph (3), item (xviii) of the Rules of Corporate Accounting (Ordinance of the Ministry of Justice No. 13 of 2006);
- (xxii) "Company to Which Consolidated Dividend Regulations Apply" means a company to which consolidated dividend regulations apply provided for in Article 2, paragraph (3), item (li) of the Rules of Corporate Accounting;
- (xxiii) "Share Exchange on Entity Conversion" means a share exchange on entity conversion provided for in Article 96-5, paragraph (1) of the Insurance Business Act (Act No. 105 of 1995);
- (xxiv) "Share Transfer on Entity Conversion" means a share transfer on entity conversion provided for in Article 96-8, paragraph (1) of the Insurance Business Act (Act No. 105 of 1995).

Chapter II Subsidiary Companies and Parent Companies

(Subsidiary Companies and Parent Companies)

- Article 3 (1) An entity prescribed by Ordinance of the Ministry of Justice as provided for in Article 2, item (iii) of the Act is regarded as the second Company, etc. under that item, where the first Company provided for in the same item controls decisions on the financial and business policies of the second Company, etc.
- (2) An entity prescribed by Ordinance of the Ministry of Justice as provided for in Article 2, item (iv) of the Act is regarded as the first Company, etc. under that item, where a Company, etc. controls decisions on the financial and business policies of a Stock Company provided for in the same item
- (3) The phrase "controls decisions on the financial and business policies" provided in the preceding two paragraphs means the following cases (excluding the cases where it is found to be clear that no control is exercised over determinations on the financial or business policies of the other Company, etc. in light of the financial or business relationships; hereinafter the same applies in this paragraph):
- (i) where the rate of the number of voting rights that the first Company

- (including its Subsidiary Company or Subsidiary Corporation, etc. (meaning the relevant other Company, etc. over whose decisions on financial and business policies a first Company, etc. that is other than a Company has control); hereinafter the same applies in this paragraph) holds in the second Company on its own account to the total number of voting rights of the second Company, etc. (excluding a Company, etc. listed below with which an effective dominant-subordinate relationship is not recognized as existing; hereinafter the same applies in this paragraph) exceeds 50 percent:
- (a) a Company, etc. that has become subject to an order for the commencement of rehabilitation proceedings pursuant to the provisions of the Civil Rehabilitation Act (Act No. 225 of 1999);
 - (b) a stock company that has become subject to an order for the commencement of reorganization proceedings pursuant to the provisions of the Corporate Reorganization Act (Act No. 154 of 2002);
 - (c) a Company, etc. that has become subject to an order for the commencement of bankruptcy proceedings pursuant to the provisions of the Bankruptcy Act (Act No. 75 of 2004); or
 - (d) any other Company, etc. equivalent to the Companies, etc. listed in (a) through (c);
- (ii) where the voting rights in a second Company, etc., of the number of that a first Company, etc. holds on its own account is 40 percent or greater of the total number of voting rights in the second Company, etc. (excluding the cases listed in the preceding item), and where any one of the following requirements is satisfied:
- (a) the rate of the first Company's Own and Equivalent Voting Rights (meaning the total number of the following voting rights; the same applies in the following item) in the second Company, etc. exceed 50 percent of the total number of voting rights in the second Company, etc.:
 - 1. voting rights held on the first Company's own account;
 - 2. voting rights held by persons who are found to exercise their voting rights in accordance with the wishes of the first Company, etc. due to a close relationship therewith in terms of investment, personnel, funds, technology, transactions or other matters; and
 - 3. voting rights held by persons who have agreed to exercise their voting rights in accordance with the wishes of the first Company, etc.;
 - (b) that the rate of the number of the following persons of the first Company, etc. (limited to those capable of exercising influence in connection with decisions on the financial and business policies of the second Company, etc.) exceeds 50 percent of the total number of members on the board of directors or other equivalent body of the second Company, etc. of:
 - 1. Officers of the first Company, etc.;

2. members who execute business at the first Company, etc.;
 3. employees of the first Company, etc.; and
 4. a person who was a person listed in 1. through 3;
- (c) that an agreement, etc. exists under which the first Company controls decisions on the important financial and business policies of the second Company, etc.;
- (d) that the amount of financing (including the amount of financing carried out by a party that has a close relationship with the first Company, etc. in terms of investment, personnel, funds, technology, transactions, etc.) (including guarantees on obligations and provision of collateral; the same applies in (d)) that the first Company, etc. carries out in the second Company, etc. exceeds 50 percent of the total amount of procured funds of the second Company, etc. (limited to funds recorded in the section on liabilities in the balance sheet);
- (e) that other facts exist suggesting that the first Company, etc. controls decisions on the financial and business policies of the second Company, etc.; or
- (iii) where the number of the Own and Equivalent Voting Rights that the first Company, etc. holds in the second Company, etc. exceeds 50 percent of the total number of voting rights in the second Company, etc. (including where the first Company, etc. does not hold the voting rights on its own account, and excluding the cases listed in the preceding two items), and where any one of the requirements listed in (b) through (e) of the preceding item is satisfied.
- (4) A Subsidiary Company under Article 135, paragraph (1) of the Act is deemed to be the stock company provided for in Article 2, item (iv) of the Act, as mentioned in paragraph (2), with regard to the application of the provisions of paragraph (2) with regard to the Parent Company under Article 135, paragraph (1) of the Act.

(Special Provisions on Special Purpose Companies)

Article 4 Notwithstanding the provisions of the preceding Article, where all of the following requirements are satisfied, a Special Purpose Company (meaning a Special Purpose Company as provided for in Article 2, paragraph (3) of the Act on Securitization of Assets (Act No. 105 of 1998), and a business entity engaged in a business that is the same type as that of a Special Purpose Company, in which a change of the content of the business has been restricted; hereinafter the same applies in this Article) is presumed not to fall under the category of a Subsidiary Company of an investor in the Special Purpose Company or of a Company that transferred assets to the Special Purpose Company:

- (i) that the relevant Special Purpose Company has been incorporated for the purpose of causing the owner (including obligees pertaining to the special purpose loan provided for in Article 2, paragraph (12) of the Act on Securitization of Assets and obligees pertaining to similar loans) of the securities (including rights that are to be indicated on the securities) it issues to enjoy the gain generated from assets the Special Purpose Company received at a fair price;
- (ii) that the business of the relevant Special Purpose Company is being executed appropriately in accordance with the purpose thereof.

Part II Stock Companies

Chapter I Incorporation

Section 1 General Rules

(Incorporation Expenses)

Article 5 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 28, item (iv) of the Act is the following:

- (i) stamp tax pertaining to articles of incorporation;
- (ii) fees and compensation to be paid to the Bank, etc. that handled the payment of the money to be paid in exchange for the Shares Issued at Incorporation;
- (iii) compensation for inspectors that is determined pursuant to the provisions of Article 33, paragraph (3) of the Act; and
- (iv) registration and license tax for the registration of the incorporation of a stock company.

(Securities with a Market Price Not Requiring an Investigation by the Inspector)

Article 6 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 33, paragraph (10), item (ii) of the Act is the method of treating whichever is larger between the following amounts as the price of the Securities prescribed in the same item:

- (i) the closing price in the market on which the Securities are traded on the day of the certification under Article 30, paragraph (1) of the Act (when there is no sales transaction on the date, or where the date falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or
- (ii) when the Securities are the target of a Tender Offer, etc. on the day of certification under Article 30, paragraph (1) of the Act, the price of the Securities in the contract pertaining to the Tender Offer, etc. on the date.

(Banks, etc.)

Article 7 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 34, paragraph (2) of the Act is the following:

- (i) the Shoko Chukin Bank;
- (ii) agricultural cooperatives or federations of agricultural cooperatives engaged in the business under Article 10, paragraph (1), item (iii) of the Agricultural Co-operatives Act (Act No. 132 of 1947);
- (iii) fishing cooperatives, federations of fishing cooperatives, marine products processing cooperatives, and federations of marine products processing cooperatives engaged in undertakings set forth in Article 11, paragraph (1), item (iv), or Article 87, paragraph (1), item (iv), or Article 93, paragraph (1), item (ii), or Article 97, paragraph (1), item (ii) of the Fishing Cooperatives Act (Act No. 242 of 1948);
- (iv) credit cooperatives, or federations of cooperatives engaged in undertakings set forth in Article 9-9, paragraph (1), item (i) of the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949);
- (v) a Shinkin bank or federation of Shinkin banks;
- (vi) a labor bank or a federation of labor banks; and
- (vii) the Norinchukin bank.

Section 2 Incorporation Through Solicitation

(Matters to Be Notified to Persons Who Wish to Make an Offer)

Article 8 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 59, paragraph (1), item (v) of the Act are the following:

- (i) the number of Shares Issued at Incorporation allotted to the incorporator pursuant to the provisions of Article 32, paragraph (1), item (i) of the Act (limited to those for which performance of contributions has been fulfilled) and the number of Shares Offered at Incorporation that were subscribed for (when the stock company to be incorporated is a Company with Class Shares, the classes and the number per class);
- (ii) the content of the determination pursuant to the provisions of Article 32, paragraph (2) of the Act;
- (iii) when the articles of incorporation provide that a Shareholder Register Administrator is to be appointed, the name, address, and business office of that Administrator;
- (iv) matters provided for in the articles of incorporation (excluding matters listed in Article 59, paragraph (1), item (i) through item (iv) of the Act and in the preceding item) in which persons who wish to make an offer to the incorporator to subscribe for Shares Offered at Incorporation have demanded of the relevant persons that notice be given.

(Matters Determined for Calling an Organizational Meeting)

Article 9 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 67, paragraph (1), item (v) of the Act are the following:

- (i) when the matters listed in Article 67, paragraph (1), item (iii) or item (iv) of the Act are prescribed, the following matters:
 - (a) matters to be stated in the Reference Documents for Organizational Meeting pursuant to the provisions of paragraph (1) of the following Article;
 - (b) when the matters listed in Article 67, paragraph (1), item (iii) of the Act are prescribed, the time limit on exercise of voting rights in writing (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to Article 68, paragraph (1) of the Act that is a time on or before the date and time of the Organizational Meeting);
 - (c) when the matters listed in Article 67, paragraph (1), item (iv) of the Act are prescribed, the time limit on exercise of voting rights by Electronic or Magnetic Means (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to Article 68, paragraph (1) of the Act that is a time on or before the date and time of the Organizational Meeting);
 - (d) when the treatment under Article 11, paragraph (1), item (ii) is to be prescribed, the content of that treatment; or
 - (e) where, for a single proposal, a single Shareholder at Incorporation has exercised voting rights multiple times pursuant to the provisions set forth below, in accordance with the categories of cases listed below, and when matters related to the treatment of the exercise of voting rights by the Shareholder at Incorporation are decided when the content of the exercise of voting rights with respect to the same proposal differs (excluding the cases prescribed in the following item), those matters:
 - 1. when the matters listed in Article 67, paragraph (1), item (iii) of the Act are prescribed: Article 75, paragraph (1) of the Act; or
 - 2. when the matters listed in Article 67, paragraph (1), item (iv) of the Act are prescribed: Article 76, paragraph (1) of the Act;
- (ii) when the matters listed in Article 67, paragraph (1), item (iii) and item (iv) of the Act are prescribed, the following matters:
 - (a) when it is arranged that a delivery (including provision by Electronic or Magnetic Means pursuant to the provisions of Article 70, paragraph (2) of the Act in lieu of the delivery) of Voting Forms is to be performed pursuant to the provisions of Article 70, paragraph (1) of the Act (meaning the Voting Form as prescribed in the same paragraph; hereinafter the same

- applies in this Section) to a Shareholder at Incorporation when a demand has been made by the Shareholder at Incorporation who has given the consent under Article 68, paragraph (3) of the Act, that fact; or
- (b) if, for a single proposal, a single Shareholder at Incorporation has exercised voting rights multiple times pursuant to the provisions of Article 75, paragraph (1) or Article 76, paragraph (1) of the Act, and when matters related to the treatment of the exercise of voting rights by the Shareholder at Incorporation are decided when the content of the exercise of voting rights with respect to the same proposal differs, those matters; or
- (iii) in cases other than the cases prescribed in item (i), when the following matters are matters of the purpose of the Organizational Meeting, a description of proposals pertaining to those matters:
 - (a) election of Officers, etc. at Incorporation; or
 - (b) amendment of articles of incorporation.

(Reference Documents for Organizational Meeting)

Article 10 (1) The matters to be stated in the Reference Documents for Organizational Meeting to be delivered pursuant to the provisions of Article 70, paragraph (1) or Article 71, paragraph (1) of the Act are the following:

- (i) proposals and reasons for motions;
 - (ii) when the proposal is one that is related to the election of Directors at Incorporation, the matters provided for in Article 74 regarding the Directors at Incorporation;
 - (iii) when the proposal is one that is related to the election of Accounting Advisors at Incorporation, the matters provided for in Article 75 regarding the Accounting Advisors at Incorporation;
 - (iv) when the proposal is one that is related to the election of Company Auditors at Incorporation, the matters provided for in Article 76 regarding the Company Auditors at Incorporation;
 - (v) when the proposal is one that is related to the election of Financial Auditors at Incorporation, the matters provided for in Article 77 regarding the Financial Auditors at Incorporation;
 - (vi) when the proposal is one that is related to the dismissal of Officers at Incorporation, the reason for dismissal;
 - (vii) beyond those listed in the preceding items, matters recognized as being of reference in the exercise of voting rights by Shareholders at Incorporation.
- (2) The delivery of the Reference Documents for Organizational Meeting performed by the incorporator who prescribed the matters listed in Article 67, paragraph (1), item (iii) and item (iv) of the Act (including provision by Electronic or Magnetic Means in lieu of the delivery) is delivery of Reference Documents for Organizational Meeting pursuant to Article 70, paragraph (1)

and Article 71, paragraph (1) of the Act.

(Voting Forms)

Article 11 (1) The matters to be stated on the Voting Forms to be delivered pursuant to the provisions of Article 70, paragraph (1) of the Act, and the matters to be stated on the Voting Forms to be provided by Electronic or Magnetic Means pursuant to the provisions of Article 71, paragraph (3) or paragraph (4) of the Act, are the following:

- (i) a field to record support for or opposition to (including abstention, when an abstention field is provided) each proposal (in the cases listed in (a) or (b) below, the items prescribed in (a) or (b) below):
 - (a) in the case of a proposal related to election of two or more Officers, etc. at Incorporation: the election of respective candidates; or
 - (b) in the case of a proposal related to the dismissal of two or more Officers, etc. at Incorporation: the dismissal of the respective Officers, etc. at Incorporation;
 - (ii) when the matters listed in Article 9, item (i) (d) are prescribed, the details of treatment as an indication of intent either to support, oppose, or abstain from each proposal when a Voting Form with nothing recorded in the field under the preceding item is submitted to the incorporator;
 - (iii) when the matters listed in Article 9, item (i) (e) or item (ii) (b) are prescribed, those matters;
 - (iv) the time limit on exercise of voting rights; and
 - (v) the names of Shareholders at Incorporation to exercise voting rights and the number of voting rights capable of being exercised (including the matters prescribed in (a) or (b) below in the cases listed in (a) or (b) below):
 - (a) when the number of voting rights that can be exercised differs for each proposal: the number of voting rights per proposal; or
 - (b) when voting rights may not be exercised with regard to some proposals: the proposals for which voting rights may be exercised and the proposals for which voting rights may not be exercised.
- (2) When the matters listed in Article 9, item (ii) (a) are prescribed, a incorporator must perform a delivery (including provision by Electronic or Magnetic Means pursuant to the provisions of paragraph (2) of the same Article in lieu of the delivery) of Voting Forms pursuant to Article 70, paragraph (1) of the Act to the shareholder, if a demand has been made by a Shareholder at Incorporation who has given consent under Article 68, paragraph (3) of the Act.

(Relationships That May Allow Substantial Control)

Article 12 The Shareholder at Incorporation prescribed by Ordinance of the

Ministry of Justice as provided for in Article 72, paragraph (1) of the Act is, when the stock company after formation (including a Subsidiary Company of the stock company) holds one quarter or more of the total voting rights of a Company, etc. that is a Shareholder at Incorporation and will become a shareholder of the stock company after formation (including voting rights that cannot be exercised pursuant to the provisions of Article 308, paragraph (1) of the Act or other equivalent provisions of laws and regulations (including laws and regulations of foreign countries) other than the Act, but excluding voting rights pertaining to shares (including items equivalent thereto) for which a voting right cannot be exercised at a shareholders meeting (including convocations equivalent thereto) for all proposals related to the election of Officers, etc. (excluding financial auditors) and changes to the articles of incorporation (including proposals equivalent thereto)), the Company, etc. that is the Shareholder at Incorporation and will become a shareholder of the stock company after formation (excluding the Shareholder at Incorporation in cases where a party other than the Shareholder at Incorporation cannot exercise a voting right for a proposal (limited to the cases where the proposal is resolved) at the Organizational Meeting).

(Time Limit on the Exercise of Voting Rights in Writing)

Article 13 The time prescribed by Ordinance of the Ministry of Justice as provided for in Article 75, paragraph (1) of the Act is the time limit on exercise under Article 9, item (i) (b).

(Time Limit on the Exercise of Voting Rights by Electronic or Magnetic Means)

Article 14 The time prescribed by Ordinance of the Ministry of Justice as provided for in Article 76, paragraph (1) of the Act is the time limit on exercise under Article 9, item (i) (c).

(Accountability of Incorporators)

Article 15 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 78 of the Act are the following cases:

- (i) where performing an investigation is needed in order to provide an explanation of the matters for which a Shareholder at Incorporation has sought an explanation (excluding the following cases):
 - (a) where the Shareholder at Incorporation provides notice of the matter to the incorporator at a reasonable period of time prior to the day of the Organizational Meeting; and
 - (b) where the investigation required in order to explain the matter is extremely simple;
- (ii) where explaining the matter for which a Shareholder at Incorporation

- sought an explanation is to infringe the rights of the stock company after the formation or another person (excluding the Shareholder at Incorporation);
- (iii) where a Shareholder at Incorporation repeatedly seeks an explanation regarding substantially the same matter at the Organizational Meeting; and
 - (iv) beyond the cases listed in the preceding three items, where justifiable grounds exist for not explaining a matter for which a Shareholder at Incorporation has sought an explanation.

(Minutes of Organizational Meeting)

Article 16 (1) The preparation of minutes of the Organizational Meeting pursuant to the provisions of Article 81, paragraph (1) of the Act is governed by the provisions of this Article.

(2) Minutes of the Organizational Meeting must be prepared in writing or as Electronic or Magnetic Records (meaning Electronic or Magnetic Records provided for in Article 26, paragraph (2) of the Act; the same applies hereinafter except in Part VII, Chapter IV, Section 2).

(3) Minutes of the Organizational Meeting must have the following matters as content:

- (i) the date, time, and place where the Organizational Meeting was held;
- (ii) a summary of the progress of the business of the Organizational Meeting and the results thereof;
- (iii) the names of the incorporators, Directors at Incorporation, Executive Officers at Incorporation, Accounting Advisors at Incorporation, Company Auditors at Incorporation, and Financial Auditors at Incorporation in attendance at the Organizational Meeting;
- (iv) the name of the chairperson of the Organizational Meeting, if any; and
- (v) the name of the incorporator performing duties pertaining to preparation of the minutes.

(4) In the cases listed in the following items, the minutes of the Organizational Meeting are to have the matters prescribed in each item as content:

- (i) when a resolution is deemed to have been made at the Organizational Meeting pursuant to the provisions of Article 82, paragraph (1) of the Act: the following matters:
 - (a) the content of the matters about which a resolution is deemed to have been made at the Organizational Meeting;
 - (b) the name(s) of the person(s) proposing the matter of (a);
 - (c) the date on which the resolution is deemed to have been made at the Organizational Meeting; and
 - (d) the name of the incorporator performing duties pertaining to preparation of the minutes; or
- (ii) when a report is deemed to have been made to the Organizational Meeting

pursuant to the provisions of Article 83 of the Act: the following matters:

- (a) the content of the matters about which a report is deemed to have been made to the Organizational Meeting;
- (b) the date on which the report is deemed to have been made to the Organizational Meeting;
- (c) the name of the incorporator performing duties pertaining to preparation of the minutes.

(Class Organizational Meeting)

Article 17 The following provisions apply mutatis mutandis to the matters prescribed in each item:

- (i) Article 9: matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 67, paragraph (1), item (v) of the Act as applied mutatis mutandis pursuant to Article 86 of the Act;
- (ii) Article 10: Reference Documents for Organizational Meeting for a Class Organizational Meeting;
- (iii) Article 11: Voting Forms for a Class Organizational Meeting;
- (iv) Article 12: Shareholders at Incorporation prescribed by Ordinance of the Ministry of Justice as provided for in Article 72, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 86 of the Act;
- (v) Article 13: the time prescribed by Ordinance of the Ministry of Justice as provided for in Article 75, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 86 of the Act;
- (vi) Article 14: the time prescribed by Ordinance of the Ministry of Justice as provided for in Article 76, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 86 of the Act;
- (vii) Article 15: the cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 78 of the Act as applied mutatis mutandis pursuant to Article 86 of the Act;
- (viii) the preceding Article: preparation of minutes pursuant to the provisions of Article 81, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 86 of the Act.

(Election of Directors at Incorporation by Cumulative Voting)

Article 18 (1) The matters to be prescribed by Ordinance of the Ministry of Justice pursuant to the provisions of Article 89, paragraph (5) of the Act are governed by the provisions of this Article.

- (2) If a demand has been made pursuant to the provisions of Article 89, paragraph (1) of the Act, the incorporator (or the chairperson of the Organizational Meeting, if any) must disclose prior to a resolution for the election of Directors at Incorporation at an Organizational Meeting under the

same paragraph that Directors at Incorporation will be elected pursuant to the provisions of paragraph (3) through paragraph (5) of the same Article.

- (3) In the case of Article 89, paragraph (4) of the Act, when Directors at Incorporation in the number thereof who are to be elected at the Organizational Meeting under paragraph (1) of the same Article cannot be regarded as having been the next in order to be elected as Directors at Incorporation following the person who obtained the largest number of votes due to the fact that two or more persons have obtained the same number of votes, within a scope that does not exceed the number of Directors at Incorporation who are to be elected at the Organizational Meeting, the number that can be deemed as being the next in order to be elected as Directors at Incorporation following the person who obtained the largest number of votes is deemed to have been elected Directors at Incorporation following the person who obtained the largest number of votes.
- (4) In the case provided for in the preceding paragraph, the number of Directors at Incorporation obtained by subtracting the number of the persons deemed to have been elected as Directors at Incorporation pursuant to the provisions of the preceding paragraph from the number of Directors at Incorporation to be elected at an Organizational Meeting under Article 89, paragraph (1) of the Act is elected by a resolution at the Organizational Meeting, without complying with the provisions of paragraph (3) and paragraph (4) of the same Article.

Chapter II Shares

Section 1 General Provisions

(Election of Directors and Company Auditors at a General Meeting of Class Shareholders)

Article 19 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 108, paragraph (2), item (ix) (d) of the Act are the following:

- (i) when directors may be elected at a General Meeting of Class Shareholders made up of Class Shareholders of the relevant class of shares, the following matters:
- (a) when it is arranged that Outside Directors are to be elected at the General Meeting of Class Shareholders, that fact and the number of Outside Directors who are to be elected;
- (b) when it is arranged that some or all of the Outside Directors who are to be elected pursuant to the provisions of (a) are to be elected jointly with other Class Shareholders, the class of the shares held by the other Class Shareholders, and the number of Outside Directors to be elected jointly; or
- (c) when there are any conditions that would alter the matters listed in (a) or

- (b), such conditions, and what the matters listed in (a) or (b) would be after such alterations if such conditions were fulfilled; or
- (ii) when company auditors may be elected at a General Meeting of Class Shareholders made up of Class Shareholders of the relevant class of shares, the following matters:
 - (a) when it is arranged that Outside Company Auditors are to be elected at the General Meeting of Class Shareholders, that fact and the number of Outside Company Auditors who are to be elected;
 - (b) when it is arranged that some or all of the Outside Company Auditors who are to be elected pursuant to the provisions of (a) are to be elected jointly with other Class Shareholders, the class of the shares held by the relevant other Class Shareholders, and the number of Outside Company Auditors to be elected jointly; or
 - (c) when there are any conditions that would alter the matters listed in (a) or (b), such conditions, and what the matters listed in (a) or (b) would be after such alterations if such conditions were fulfilled.

(Features of Classes of Shares)

Article 20 (1) The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 108, paragraph (3) of the Act are, among the features of the classes of shares whose features are different with regard to the matters prescribed in the following items, the matters other than those listed therein:

- (i) dividend of surplus: classes of Dividend Property;
- (ii) distribution of residual assets: classes of residual asset;
- (iii) matters for which voting rights may be exercised at a shareholders meeting: the matters listed in Article 108, paragraph (2), item (iii) (a) of the Act;
- (iv) that the approval of the relevant stock company is required for the acquisition of shares of the relevant class by transfer: the matter listed in Article 107, paragraph (2), item (i) (a) of the Act;
- (v) that shareholders may demand that the relevant stock company acquire the relevant classes of shares held by such shareholders: the following matters:
 - (a) the matters listed in Article 107, paragraph (2), item (ii) (a) of the Act; and
 - (b) the kind of property to be delivered to shareholders of the relevant classes in exchange for acquisition of one share of the classes;
- (vi) that the relevant stock company may acquire the relevant class of shares on the condition of certain grounds arising: the following matters:
 - (a) a statement to the effect that the stock company will acquire those shares on the day on which certain grounds arise;
 - (b) the grounds in Article 107, paragraph (2), item (iii) (a) of the Act in the

- cases prescribed in (b) of the same item;
 - (c) the matters listed in Article 107, paragraph (2), item (iii) (c) of the Act (excluding matters prescribed in accordance with the number of shares of the class held by the shareholder of the class of shares);
 - (d) the kind of property to be delivered to shareholders of the classes in exchange for acquisition of one share of the classes.
 - (vii) that the relevant stock company acquires all of the relevant class of shares by a resolution at a shareholders meeting: the matters listed in Article 108, paragraph (2), item (vii) (a) of the Act;
 - (viii) among the matters to be resolved at a shareholders meeting (or at a shareholders meeting or board of directors meeting for a Company with Board of Directors, or at a shareholders meeting or board of liquidators meeting for a Company with Board of Liquidators), beyond such resolution, those that require a resolution at the General Meeting of Class Shareholders made up of the Class Shareholders of the relevant class of shares: the matters listed in Article 108, paragraph (2), item (viii) (a) of the Act; and
 - (ix) that directors or company auditors are to be elected at a General Meeting of Class Shareholders made up of the Class Shareholders of the relevant class of shares: the matters listed in Article 108, paragraph (2), item (ix) (a) and (b) of the Act.
- (2) The following matters must not be construed as including the features of the shares in the preceding paragraph:
- (i) provisions of the articles of incorporation provided for in Article 164, paragraph (1) of the Act;
 - (ii) provisions of the articles of incorporation provided for in Article 167, paragraph (3) of the Act;
 - (iii) provisions of the articles of incorporation provided for in Article 168, paragraph (1) and Article 169, paragraph (2) of the Act;
 - (iv) provisions of the articles of incorporation provided for in Article 174 of the Act;
 - (v) provisions of the articles of incorporation provided for in Article 189, paragraph (2) and Article 194, paragraph (1) of the Act; or
 - (vi) provisions of the articles of incorporation provided for in Article 199, paragraph (4) and Article 238, paragraph (4) of the Act.

(Directors to Be Liable for the Giving of Benefits)

Article 21 Those persons prescribed by Ordinance of the Ministry of Justice as provided for in Article 120, paragraph (4) of the Act are the following persons:

- (i) directors and executive officers performing duties related to the Giving of Benefits (meaning the giving of benefits as provided for in Article 120, paragraph (1) of the Act; hereinafter the same applies in this Article);

- (ii) when the Giving of Benefits is performed pursuant to a resolution at the board of directors, the following persons:
 - (a) directors who approved the resolution at the board of directors; and
 - (b) directors and executive officers who submitted a proposal related to the Giving of Benefits to the board of directors;
- (iii) when the Giving of Benefits is performed pursuant to a resolution at a shareholders meeting, the following persons:
 - (a) directors who submitted a proposal at the shareholders meeting related to the Giving of Benefits;
 - (b) directors who agreed to adoption of the proposal under (a) (excluding directors of a Company with Board of Directors);
 - (c) when the proposal submission under (a) is made pursuant to a resolution at the board of directors, the directors who approved the resolution at the board of directors; and
 - (d) directors and executive officers who provided an explanation at the relevant shareholders meeting regarding matters related to the Giving of Benefits.

Section 2 Transfer of Shares

(Demand for the Entry of Matters to Be Stated in the Shareholder Register)

Article 22 (1) The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 133, paragraph (2) of the Act are the following cases:

- (i) if an Acquirer of Shares has obtained a final and binding judgment against a person who is stated or recorded in the shareholder register as a shareholder or a general successor thereof, and where the judgment orders that a demand be made pursuant to the provisions of Article 133, paragraph (1) of the Act pertaining to the shares acquired by the Acquirer of Shares, and the demand is made by providing documents or other materials certifying the content of the final and binding judgment;
- (ii) when the Acquirer of Shares makes a demand by providing documents or other materials certifying content having the same effect as the final and binding judgment under the preceding item;
- (iii) when an Acquirer of Shares is a Designated Purchaser, and a demand is made by providing documents or other materials certifying that the entirety of the sale price has been paid to the Requester for Approval of Transfer;
- (iv) when an Acquirer of Shares is a person who has acquired shares of the relevant stock company by general succession, and a demand is made by providing documents or other materials certifying the general succession;
- (v) when an Acquirer of Shares is a person who has acquired shares of the relevant stock company by auction, and a demand is made by providing

- documents or other materials certifying that the acquisition is done by the auction;
- (vi) when the Acquirer of Shares is a Company that acquired the all of the Issued Shares of the relevant stock company by Share Exchange (including Share Exchange on Entity Conversion), and the Acquirer of Shares makes the demand;
 - (vii) when the Acquirer of Shares is a stock company that acquired the all of the Issued Shares of the relevant stock company by Share Transfer (including Share Transfer on Entity Conversion), and the Acquirer of Shares makes the demand;
 - (viii) when the Acquirer of Shares is a person who has acquired shares under Article 197, paragraph (1) of the Act, and a demand is made by providing documents or other materials certifying that the entirety of the price pertaining to the sale has been paid pursuant to the provisions of paragraph (2) of the same Article;
 - (ix) when the Acquirer of Shares is a Registrant of Lost Share Certificate, and the demand is made on or after the day on which one year has elapsed from the day following the Date of Registration of Lost Share Certificate by the Acquirer of Shares (excluding where the Registration of Lost Share Certificate has been cancelled prior to the date); and
 - (x) when the Acquirer of Shares is a person who has acquired shares pertaining to a sale pursuant to the provisions of Article 234, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act), and a demand is made by providing documents or other materials certifying that the entirety of the price pertaining to the sale has been paid.
- (2) Notwithstanding the provisions of the preceding paragraph, when a stock company is a Share Certificate-Issuing Company, the cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 133, paragraph (2) of the Act are the following cases:
- (i) where a demand is made by the Acquirer of Shares presenting the share certificates;
 - (ii) when the Acquirer of Shares is a Company that acquired the all of the Issued Shares of the stock company by Share Exchange (including Share Exchange on Entity Conversion), and the Acquirer of Shares makes the demand;
 - (iii) when the Acquirer of Shares is a stock company that acquired the all of the Issued Shares of the stock company by Share Transfer (including Share Transfer on Entity Conversion), and the Acquirer of Shares makes the demand;
 - (iv) when an Acquirer of Shares is a person who has acquired shares under

Article 197, paragraph (1) of the Act, and a demand is made by providing documents or other materials certifying that the entirety of the price pertaining to the auction pursuant to the provisions of the same paragraph or the sale pertaining to the provisions of paragraph (2) of the same Article has been paid; and

- (v) when an Acquirer of Shares is a person who has acquired shares pertaining to auction pursuant to the provisions of Article 234, paragraph (1) or Article 235, paragraph (1) of the Act, or a sale pursuant to the provisions of Article 234, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act), and a demand is made by providing documents or other materials certifying that the entirety of the price pertaining to the auction or the sale has been paid.

(Acquisition of the Parent Company's Shares by a Subsidiary Company)

Article 23 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 135, paragraph (2), item (v) of the Act are the following cases:

- (i) where a Subsidiary Company is allotted the Parent Company's Shares on the occasion of an Absorption-Type Company Split (including acts equivalent to Absorption-Type Company Splits pursuant to applicable laws and regulations other than the Act (including the laws and regulations of a foreign country; hereinafter the same applies in this Article));
- (ii) where a Subsidiary Company is allotted the Parent Company's Shares in exchange for treasury shares it holds (including equity interest and other equivalent interests; hereinafter the same applies in this Article), on the occasion of a Share Exchange (including acts equivalent to share exchanges pursuant to the laws and regulations other than the Act);
- (iii) where a Subsidiary Company is allotted the Parent Company's Shares in exchange for treasury shares it holds, on the occasion of a Share Transfer (including acts equivalent to share transfers pursuant to the laws and regulations other than the Act);
- (iv) where a Subsidiary Company acquires the Parent Company's Shares without contribution;
- (v) where the Parent Company's Shares are delivered to the Subsidiary Company by another Corporation, etc. that holds shares in the Parent Company, through a distribution of dividends of surplus or residual assets (including equivalent acts) performed by the relevant other Corporation, etc. with respect to the shares of the relevant other Corporation, etc.;
- (vi) where the Parent Company's Shares are delivered to the Subsidiary Company in exchange for the shares of another Corporation, etc. that holds shares in the Parent Company, on the occasion of the following acts by the

- relevant other Corporation, etc. with respect to the shares of the relevant other Corporation, :
- (a) entity conversion;
 - (b) merger;
 - (c) Share Exchange (including acts equivalent to Share Exchanges pursuant to the laws and regulations other than the Act);
 - (d) Share Transfer (including acts equivalent to Share Transfers pursuant to the laws and regulations other than the Act);
 - (e) acquisition of Shares Subject to Call (including equivalent shares);
 - (f) acquisition of a Share Subject to Class-Wide Call (including equivalent shares).
- (vii) when, based on the provisions of the Share Options, etc. of another Corporation, etc. that holds shares in the Parent Company, the Parent Company's Shares are to be delivered to the Subsidiary Company by the relevant other Corporation, etc., in exchange for the relevant other Corporation, etc. acquiring Share Options, etc. in the relevant other Corporation, and the Parent Company's Shares have been delivered to the Subsidiary Company;
- (viii) when, in order for a Subsidiary Company under Article 135, paragraph (1) of the Act (excluding a Company) to deliver its Parent Company's Shares as consideration on the occasion of the following acts, the Parent Company's Shares are acquired in a range not exceeding the total number of the Parent Company's Shares to be delivered as the consideration:
- (a) entity conversion;
 - (b) merger;
 - (c) succession to all or part of the rights and obligations that any other Corporation, etc. holds in relation to the business due to acts equivalent to an Absorption-Type Company Split pursuant to laws and regulations other than the Act;
 - (d) acquisition of all of the shares issued by any other Corporation, etc. due to acts equivalent to Share Exchange pursuant to laws and regulations other than the Act;
- (ix) when the entirety of the business of any other Corporation, etc. (excluding Companies and Foreign Companies) is assigned, and Parent Company's Shares held by the relevant other Corporation, etc. are assigned;
- (x) a case of succeeding to Parent Company's Shares from a Corporation, etc. to be consolidated after merger (excluding a Company);
- (xi) a case of succeeding to Parent Company's Shares from any other Corporation, etc. (excluding a Company) due to acts equivalent to an Absorption-Type Company Split or an Incorporation-Type Company Split;
- (xii) a case where Parent Company's Shares are assigned from another

Subsidiary Company of a stock company issuing the Parent Company's Shares (limited to a Company to Which Consolidated Dividend Regulations Apply); and

- (xiii) a case where acquiring Parent Company's Shares is necessary and indispensable in order for it to achieve the purpose in exercising those rights (excluding the cases listed in the preceding items).

(Request for Approval by Acquirers of Shares)

Article 24 (1) The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 137, paragraph (2) of the Act are the following cases:

- (i) if an Acquirer of Shares has obtained a final and binding judgment against a person who is stated or recorded in the shareholder register as a shareholder or a general successor thereof, and the judgment orders that a demand be made pursuant to the provisions of Article 137, paragraph (1) of the Act pertaining to the shares acquired by the Acquirer of Shares, when the demand is made by providing documents or other materials certifying the content of the final and binding judgment;
- (ii) when the Acquirer of Shares makes a demand by providing documents or other materials certifying content having the same effect as the final and binding judgment under the preceding item;
- (iii) when an Acquirer of Shares is a person who has acquired shares of the relevant stock company by auction, and a demand is made by providing documents or other materials certifying that the acquisition is done by the auction;
- (iv) when the Acquirer of Shares is a Company that acquired the all of the shares of the relevant stock company by Share Exchange on Entity Conversion, and the Acquirer of Shares makes the demand;
- (v) when the Acquirer of Shares is a stock company that acquired the all of the Issued Shares of the relevant stock company by Share Transfer (including Share Transfer on Entity Conversion), and the Acquirer of Shares makes the demand;
- (vi) when the Acquirer of Shares is a person who has acquired shares under Article 197, paragraph (1) of the Act, and a demand is made by providing documents or other materials certifying that the entirety of the price pertaining to the sale has been paid pursuant to the provisions of paragraph (2) of the same Article;
- (vii) when the Acquirer of Shares is a Registrant of Lost Share Certificate, and the demand is made on or after the day on which one year has elapsed from the day following the Date of Registration of Lost Share Certificate by the Acquirer of Shares (excluding where the Registration of Lost Share Certificate has been cancelled prior to the date); and

- (viii) when the Acquirer of Shares is a person who has acquired shares pertaining to a sale pursuant to the provisions of Article 234, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act), and a demand is made by providing documents or other materials certifying that the entirety of the price pertaining to the sale has been paid.
- (2) Notwithstanding the provisions of the preceding paragraph, when a stock company is a Share Certificate-Issuing Company, the cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 137, paragraph (2) of the Act are the following cases:
- (i) where a demand is made by the Acquirer of Shares presenting the share certificates;
 - (ii) when the Acquirer of Shares is a Company that acquired the all of the shares of the relevant stock company by Share Exchange on Entity Conversion, and the Acquirer of Shares makes the demand;
 - (iii) when the Acquirer of Shares is a stock company that acquired the all of the Issued Shares of the relevant stock company by Share Transfer (including Share Transfer on Entity Conversion), and the Acquirer of Shares makes the demand;
 - (iv) when an Acquirer of Shares is a person who has acquired shares of Article 197, paragraph (1) of the Act, and a demand is made by providing documents or other materials certifying that the entirety of the price pertaining to the auction pursuant to the provisions of the same paragraph or the sale pertaining to the provisions of paragraph (2) of the same Article has been paid; and
 - (v) when an Acquirer of Shares is a person who has acquired shares pertaining to auction pursuant to the provisions of Article 234, paragraph (1) or Article 235, paragraph (1) of the Act, or a sale pursuant to the provisions of Article 234, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act), and a demand is made by providing documents or other materials certifying that the entirety of the price pertaining to the auction or the sale has been paid.

(Amount of Net Assets Per Share)

- Article 25 (1) The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 141, paragraph (2) of the Act is the method of treating as the amount of net assets per share of the shares an amount obtained by multiplying the amount obtained by dividing the Reference Net Asset Amount by the Minimum Number of Shares by the Share Coefficient for the shares for which the Amount of Net Assets Per Share is to be calculated.
- (2) Regarding the application of the provisions of the preceding paragraph when

the relevant stock company is a Liquidating Stock Company on the Calculation Reference Date, the term "Reference Net Assets Amount" in the same paragraph is deemed to be replaced with "an amount obtained by subtracting the amount recorded in the section on liabilities from the amount recorded in the section on assets on a balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act (if less than zero, then zero)."

(3) The term "Reference Net Assets Amount" provided for in paragraph (1) means an amount obtained by subtracting the amount listed in item (vii) from the total amount of the amounts listed in item (i) through item (vi) (if less than zero, then zero) on the Calculation Reference Date:

(i) amount of stated capital;

(ii) amount of capital reserves;

(iii) amount of retained earnings reserves;

(iv) amount of surplus provided for in Article 446 of the Act;

(v) the amount of valuation and conversion differences, etc. on the last day of the Most Recent Business Year (in the case provided for in Article 461, paragraph (2), item (ii) of the Act, the period under Article 441, paragraph (1), item (ii) of the Act (when two or more of the periods exist, the period with the latest last day)) (when there is no Most Recent Business Year, the day of formation of the stock company);

(vi) book value of Share Options;

(vii) total book value of Treasury Shares and Treasury Share Options.

(4) The term "Minimum Number of Shares" provided for in paragraph (1) means the number as prescribed in the following items, in accordance with the categories of cases listed therein:

(i) when the Company is not a Company with Class Shares: the total number of Issued Shares (excluding Treasury Shares);

(ii) when the Company is a Company with Class Shares: the total number obtained by multiplying the number in each class of shares (excluding Treasury Shares) issued by the stock company by the Share Coefficient pertaining to the class of shares.

(5) The term "Share Coefficient" provided in paragraph (1) and item (ii) of the preceding paragraph means one (for a Company with Class Shares, where a number other than one is prescribed in order for one share of a certain class to be treated as a number of shares differing from one in relation to the application of paragraph (1) and the preceding paragraph with regard to the class of shares in the articles of incorporation, the number).

(6) The term "Calculation Reference Date" provided for in paragraph (2) and paragraph (3) means the date prescribed in the following items in the case where the Amount of Net Assets Per Share provided for in the provisions listed in each of those items is calculated:

- (i) Article 141, paragraph (2) of the Act: the date of notice pursuant to the provisions of paragraph (1) of the same Article;
- (ii) Article 142, paragraph (2) of the Act: the date of notice pursuant to the provisions of paragraph (1) of the same Article;
- (iii) Article 144, paragraph (5) of the Act: the date of notice pursuant to the provisions of Article 141, paragraph (1) of the Act;
- (iv) Article 144, paragraph (5) of the Act, as applied mutatis mutandis pursuant to paragraph (7) of the same Article: the date of notice pursuant to the provisions of Article 142, paragraph (1) of the Act;
- (v) Article 167, paragraph (3), item (ii) of the Act: the date of demand pursuant to the provisions of the main clause of Article 166, paragraph (1) of the Act;
- (vi) Article 193, paragraph (5) of the Act: the date of demand pursuant to the provisions of Article 192, paragraph (1) of the Act;
- (vii) Article 193, paragraph (5) of the Act, as applied mutatis mutandis pursuant to Article 194, paragraph (4) of the Act: the date of Demand to Be Sold Less than One Unit of Shares;
- (viii) Article 283, item (ii) of the Act: the date of exercise of Share Option;
- (ix) Article 796, paragraph (3), item (i) (a) of the Act: the date on which the absorption-type merger agreement, the absorption-type company split agreement, or the share exchange agreement was concluded (in a case where a differing time is specified by the agreement for the date of concluding the agreement (limited to the time from the date the agreement is concluded until immediately before the time the Absorption-Type Merger, Absorption-Type Company Split, or Share Exchange takes effect), the time);
- (x) Article 33, item (ii): the date of demand pursuant to the provisions of the main clause of Article 166, paragraph (1) of the Act.

(Where Approval Is Deemed to Be Given)

Article 26 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 145, item (iii) of the Act are the following cases:

- (i) when a stock company gives notice pursuant to the provisions of Article 141, paragraph (1) of the Act within 40 days from the date of notification pursuant to the provisions of Article 139, paragraph (2) of the Act (when a shorter period that falls below this is prescribed in the articles of incorporation, that period of time), and the document under paragraph (2) of the same Article is not delivered to the Requester for Approval of Transfer within the period of time (excluding where a Designated Purchaser gives notice pursuant to the provisions of Article 142, paragraph (1) of the Act within ten days from the date of notice pursuant to the provisions of Article 139, paragraph (2) of the Act (where a shorter period that falls below this prescribed by the articles of incorporation, that period of time));

- (ii) when a Designated Purchaser gives notice pursuant to the provisions of Article 142, paragraph (1) of the Act within ten days from the date of notice pursuant to the provisions of Article 139, paragraph (2) of the Act (where a shorter period that falls below this is prescribed in the articles of incorporation, that period of time), and the document under paragraph (2) of the same Article is not delivered to the Requester for Approval of Transfer within the period of time; and
- (iii) where the Requester for Approval of Transfer cancels the contract for the sale and purchase of Subject Shares between the Requester and the stock company or the Designated Purchaser.

Section 3 Acquisition of Treasury Shares by a Stock Company

(Where Treasury Shares Can Be Acquired)

Article 27 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 155, item (xiii) of the Act are the following cases:

- (i) where shares of the relevant stock company are obtained without contribution;
- (ii) where the relevant stock company's shares are delivered thereto by another Corporation, etc. in which the stock company holds shares (including equity interest and others equivalent thereto; hereinafter the same applies in this Article), through a distribution of dividends of surplus or residual assets (including equivalent acts) with respect to the shares of the relevant other Corporation, etc.;
- (iii) where the relevant stock company's shares are delivered thereto by another Corporation, etc. in which the stock company holds shares, in exchange for the shares of the relevant other Corporation, etc., on the occasion of the following acts by the relevant other Corporation, etc. with respect to the shares thereof:
 - (a) entity conversion;
 - (b) merger;
 - (c) Share Exchange (including acts equivalent to Share Exchanges pursuant to laws and regulations other than the Act (including the laws and regulations of a foreign country));
 - (d) acquisition of Shares Subject to Call (including equivalent shares);
 - (e) acquisition of a Share Subject to Class-Wide Call (including equivalent shares);
- (iv) when, based on the provisions of the Share Options, etc. of another Corporation, etc. in which the relevant stock company holds Share Options, etc., the stock company's shares are to be delivered by the relevant other Corporation, etc., in exchange for the relevant other Corporation, etc.

acquiring its own Share Options, etc., and the stock company's shares have been delivered;

- (v) where the relevant stock company acquires shares of itself response to a share purchase demand provided for in the provisions of Article 116, paragraph (5), Article 469, paragraph (5), Article 785, paragraph (5), Article 797, paragraph (5), or Article 806, paragraph (5) of the Act (including the cases where these provisions are applied mutatis mutandis pursuant to other laws and regulations with regard to stock companies);
- (vi) where the relevant stock company succeeds to shares of itself from a Corporation, etc. that is to be consolidated in a merger (excluding a Company);
- (vii) if the relevant stock company has been assigned the entirety of the business undertakings of any other Corporation, etc. (excluding Companies and Foreign Companies), and shares of the stock company that were held by the relevant other Corporation, etc. are assigned; and
- (viii) where it is necessary and indispensable for the relevant stock company to acquire shares of itself in order for it to achieve its purpose through the exercise of the rights attached thereto (excluding the cases listed in the preceding items).

(Notification Times When Acquiring Treasury Shares from Specific Shareholders)

Article 28 The time prescribed by Ordinance of the Ministry of Justice as provided for in Article 160, paragraph (2) of the Act is two weeks before the date of the shareholders meeting provided for in Article 156, paragraph (1) of the Act; provided, however, that in the cases listed in the following items, the time is the time prescribed in each item:

- (i) where the time to dispatch notice pursuant to the provisions of Article 299, paragraph (1) of the Act is a period of time shorter than two weeks from the date of the shareholders meeting (limited to periods of time of at least one week): the time to dispatch the notice;
- (ii) where the time to dispatch notice pursuant to the provisions of Article 299, paragraph (1) of the Act is a period of time shorter than one week from the date of the shareholders meeting: one week before the date of the shareholders meeting;
- (iii) where the shareholders meeting is held without following the procedure of calling pursuant to the provisions of Article 300 of the Act: one week before the date of the shareholders meeting.

(Time for Requesting Addition of Proposals)

Article 29 The time prescribed by Ordinance of the Ministry of Justice as

provided for in Article 160, paragraph (3) of the Act is five days before the date of the shareholders meeting of Article 156, paragraph (1) of the Act (in a case where the articles of incorporation prescribe a shorter period of time, that period of time); provided, however, that in the cases listed in the items of the preceding Article, the time is three days before (in a case where the articles of incorporation prescribe a shorter period of time, that period of time).

(Acquisition of Treasury Shares for Consideration of a Value Not Exceeding Market Price)

Article 30 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 161 of the Act is the method of treating whichever is larger between the following amounts as the price of the shares prescribed in the same Article:

- (i) the closing price in the market on which the relevant shares are traded on the day prior to the date of resolution under Article 156, paragraph (1) of the Act (in cases where there is no sales transaction on the date, or in cases where the date falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or
- (ii) when the relevant shares are the target of a Tender Offer, etc. on the day prior to the date of resolution under Article 156, paragraph (1) of the Act, the price of the shares in the contract pertaining to the Tender Offer, etc. on the date.

(Where a Fraction Occurs in the Number of Shares Due to Exercise of Shares with Put Option)

Article 31 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 167, paragraph (3), item (i) of the Act is the method of treating whichever is larger between the following amounts as the price of the shares prescribed in the same item:

- (i) the closing price in the market on which the relevant shares are traded on the date of the demand pursuant to the provisions of Article 166, paragraph (1) of the Act (hereinafter referred to as "Date of the Demand" in this Article) (when there is no sales transaction on the Date of the Demand, or where the Date of the Demand falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or
- (ii) when the shares are the target of a Tender Offer, etc. on the Date of the Demand, the price of the relevant shares in the contract pertaining to the Tender Offer, etc. on the Date of the Demand.

(Where a Fraction Occurs in Bonds, etc. with a Market Price Due to Exercise of Shares with Put Option)

Article 32 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 167, paragraph (3), item (i) of the Act, as applied mutatis mutandis pursuant to paragraph (4) of the same Article is the method of treating the price prescribed in each of the following items as the price of the relevant assets, in accordance with the categories of assets listed therein:

- (i) Bonds (excluding Bonds with Share Options; hereinafter the same applies in this item): the closing price in the market on which the Bonds are traded on the date of the demand pursuant to the provisions of Article 166, paragraph (1) of the Act (hereinafter referred to as "Date of the Demand" in this Article) (if there is no sales transaction on the Date of the Demand, or if the Date of the Demand falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (ii) Share Options (when the Share Options are attached to Bonds with Share Options, the Bonds with Share Options; hereinafter the same applies in this item): the amount whichever larger between the following amounts:
 - (a) the closing price in the market on which the Share Options are traded on the Date of the Demand (if there is no sales transaction on the Date of the Demand, or if the Date of the Demand falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
 - or
 - (b) when the Share Options are the target of a Tender Offer, etc. on the Date of the Demand, the price of the Share Options in the contract pertaining to the Tender Offer, etc. on the Date of the Demand.

(Where a Fraction Occurs in Bonds, etc. with No Market Price Due to Exercise of Shares with Put Option)

Article 33 The amounts prescribed by Ordinance of the Ministry of Justice as provided for in Article 167, paragraph (3), item (ii) of the Act, as applied mutatis mutandis pursuant to paragraph (4) of the same Article are the amounts prescribed in each of the following items, in accordance with the categories of cases listed therein:

- (i) where a fraction is present in respect to a Bond: the amount of the Bond;
- (ii) where a fraction is present with regard to a Share Option: the value to be indicated in the accounting books in regard to the Share Option (when the value cannot be calculated, an amount obtained by subtracting the value of property contributed at the exercise of the Share Option from the total Amount of Net Assets Per Share for each share which is an objective of the Share Option (if less than zero, then zero)).

Section 4 Share Unit Number

(Share Unit Number)

Article 34 The number prescribed by Ordinance of the Ministry of Justice as provided for in Article 188, paragraph (2) of the Act is a number corresponding to 1,000 and 0.5 percent of the total number of Issued Shares.

(Rights on Shares of Less than One Unit)

Article 35 (1) The rights prescribed by Ordinance of the Ministry of Justice as provided for in Article 189, paragraph (2), item (vi) of the Act are the following:

- (i) the right to make the requests listed in the items of Article 31, paragraph (2) of the Act;
- (ii) the right to demand the delivery of documents that contain the Matters to Be Stated in the Shareholder Register pursuant to the provisions of Article 122, paragraph (1) of the Act (in the cases prescribed in Article 154-2, paragraph (3) of the Act, including the fact that shares held by the relevant shareholder are included in Trust Property) or the provision of Electronic or Magnetic Records in which the Matters to Be Stated in the Shareholder Register are recorded;
- (iii) the right to make the requests listed in the items of Article 125, paragraph (2) of the Act;
- (iv) the right to make the request pursuant to the provisions of Article 133, paragraph (1) of the Act (limited to a request in the case of acquisition on the following grounds):
 - (a) inheritance or other general succession;
 - (b) succession to the rights and obligations that another Company holds in relation to business undertakings, through an Absorption-Type Company Split or an Incorporation-Type Company Split;
 - (c) acquisition of all of the Issued Shares of another stock company in a Share Exchange or Share Transfer;
 - (d) a sale pursuant to the provisions of Article 197, paragraph (2) of the Act;
 - (e) a sale pursuant to the provisions of Article 234, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act);
 - (f) auction;
- (v) the right to make the request pursuant to the provisions of Article 137, paragraph (1) of the Act (limited to a request in the case of acquisition on the grounds listed in (a) through (f) in the preceding item);
- (vi) the right to be delivered Monies, etc. as a result of the following acts by a stock company:
 - (a) consolidation of shares;
 - (b) splitting of shares;
 - (c) Allotment of Share Options without Contribution;

- (d) dividends of surplus;
- (e) Entity Conversion; and
- (vii) the right of persons prescribed in the following items to be delivered Monies, etc. as a result of the following acts by a stock company:
 - (a) Absorption-Type Merger (including merger with a party other than the Company, limited to the case where the stock company disappears as a result of the merger): the entity surviving the Absorption-Type Merger;
 - (b) Consolidation-Type Merger (including merger with a party other than the Company): the entity incorporated in the Consolidation-Type Merger;
 - (c) Share Exchange: the Wholly Owning Parent Company Resulting from the Share Exchange;
 - (d) Share Transfer: the Wholly Owning Parent Company Incorporated in the Share Transfer.
- (2) Notwithstanding the provisions of the preceding paragraph, when a stock company is a Share Certificate-Issuing Company, the rights prescribed by Ordinance of the Ministry of Justice as provided for in Article 189, paragraph (2), item (vi) of the Act are the following:
 - (i) the rights listed in item (i), item (iii), item (vi), and item (vii) of the preceding paragraph;
 - (ii) the right to make the requests under the provisions of Article 133, paragraph (1) of the Act;
 - (iii) the right to make the requests under the provisions of Article 137, paragraph (1) of the Act;
 - (iv) the right to demand issuance of share certificates pursuant to the provisions of Article 215, paragraph (4) and Article 217, paragraph (6) of the Act in cases other than cases where the articles of incorporation contain the provisions under Article 189, paragraph (3) of the Act; and
 - (v) the right to make an offer not to possess share certificates pursuant to the provisions of Article 217, paragraph (1) of the Act in cases other than the cases prescribed in the articles of incorporation under Article 189, paragraph (3) of the Act.

(Purchase Price of Shares of Less than One Unit with Market Price)

Article 36 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 193, paragraph (1), item (i) of the Act is the method of treating whichever is larger between the following amounts as the price of the shares prescribed in the same item:

- (i) the closing price in the market on which the relevant shares are traded on the date of the demand pursuant to the provisions of Article 192, paragraph (1) of the Act (hereinafter referred to as "Date of the Demand" in this Article) (if there is no sales transaction on the Date of the Demand, or if the Date of

- the Demand falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or
- (ii) when the shares are the target of a Tender Offer, etc. on the Date of the Demand, the price of the relevant shares in the contract pertaining to the Tender Offer, etc. on the Date of the Demand.

(Sale Price of Shares of Less than One Unit with Market Price)

Article 37 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 193, paragraph (1), item (i) of the Act, as applied mutatis mutandis pursuant to Article 194, paragraph (4) of the Act is the method of treating whichever is larger between the following amounts as the price of the shares pertaining to the Demand to Be Sold Less than One Unit of Shares:

- (i) the closing price in the market on which the relevant shares are traded on the date of the Demand to Be Sold Less than One Unit of Shares (hereinafter referred to as "Date of the Demand" in this Article) (if there is no sales transaction on the Date of the Demand, or if the Date of the Demand falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or
- (ii) when the shares are the target of a Tender Offer, etc. on the Date of the Demand, the price of the shares in the contract pertaining to the Tender Offer, etc. on the Date of the Demand.

Section 5 Omission of Notices to Shareholders

(Sale Price of Shares with Market Price)

Article 38 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 197, paragraph (2) of the Act is the method of treating the amount provided for in each of the following items as the price of the shares prescribed in the same paragraph, in accordance with the categories of cases listed therein:

- (i) where the shares are sold through transactions in a market: the price at sale by the transactions; or
- (ii) in cases other than the case listed in the preceding item: the amount whichever larger between the following amounts:
- (a) the closing price in the market on which the shares are traded on the date of the sale pursuant to the provisions of Article 197, paragraph (2) of the Act (hereinafter referred to as "Date of the Sale" in this Article) (if there is no sales transaction on the Date of the Sale, or if the Date of the Sale falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or

- (b) when the shares are the target of a Tender Offer, etc. on the Date of the Sale, the price of the shares in the contract pertaining to the Tender Offer, etc. on the Date of the Sale.

(Matters for Public Notice)

Article 39 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 198, paragraph (1) of the Act are the following:

- (i) a statement to the effect that shares under Article 197, paragraph (1) of the Act (hereinafter referred to as "Shares Subject to Auction" in this Article) are being auctioned or sold;
- (ii) the name and address of the person stated or recorded in the shareholder register as a shareholder of the Shares Subject to Auction;
- (iii) the number of Shares Subject to Auction (for a Company with Class Shares, the classes of Shares Subject to Auction and the number per class); and
- (iv) when share certificates are issued for Shares Subject to Auction, the serial number of the share certificates.

Section 6 Issuance of Shares for Subscription

(Where Notice of Subscription Requirements Is Not Required)

Article 40 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 201, paragraph (5) of the Act are cases where a stock company reports or submits the following documents (limited to documents having as content matters equivalent to the subscription requirements provided for in the same paragraph) pursuant to the provisions of the Financial Instruments and Exchange Act (including cases where the matters to be stated in the documents are provided by Electronic or Magnetic Means pursuant to the provisions of the Financial Instruments and Exchange Act) by two weeks prior to the date provided for in paragraph (3) of the same Article of the Act, and are the times at which the Prime Minister provides the documents for public inspection continuously from the day of two weeks before the date to the date pursuant to the provisions of the Financial Instruments and Exchange Act:

- (i) the statement under Article 5, paragraph (1) of the Financial Instruments and Exchange Act in cases where the notification under Article 4, paragraph (1) through paragraph (3) of the same Act is to be made (including an amendment);
- (ii) the shelf registration statement provided for in Article 23-3, paragraph (1) of the Financial Instruments and Exchange Act and the shelf registration supplements provided for in Article 23-8, paragraph (1) of the same Act (including amendment shelf registration statements);

- (iii) securities reports provided for in Article 24, paragraph (1) of the Financial Instruments and Exchange Act (including amendment reports);
- (iv) quarterly reports provided for in Article 24-4-7, paragraph (1) of the Financial Instruments and Exchange Act (including amendment reports);
- (v) semiannual reports provided for in Article 24-5, paragraph (1) of the Financial Instruments and Exchange Act (including amendment reports);
- and
- (vi) extraordinary reports provided for in Article 24-5, paragraph (4) of the Financial Instruments and Exchange Act (including amendment reports).

(Matters to Be Notified to Persons Who Wish to Make an Offer)

Article 41 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 203, paragraph (1), item (iv) of the Act are the following:

- (i) the Total Number of Authorized Shares (for a Company with Class Shares, including the Total Number of Authorized Shares in a Class for each class of shares);
- (ii) when a stock company (excluding Companies with Class Shares) prescribes the matters listed in the items of Article 107, paragraph (1) of the Act as the features of shares issued by the stock company, the features of the shares;
- (iii) when a stock company (limited to a Company with Class Shares) is required to issue shares of differing features for the matters listed in the items of Article 108, paragraph (1) of the Act, the features of each class of shares (when the articles of incorporation contain provisions with respect to a class of shares under paragraph (3) of the same Article, and the stock company does not prescribe the features of the class of shares based on the provisions of the articles of incorporation, an outline of the features of the class of shares);
- (iv) when the articles of incorporation contain provisions regarding Share Unit Numbers, those Share Unit Numbers (for a Company with Class Shares, the Share Unit Number for each class of shares);
- (v) when the following provisions are present in the articles of incorporation, those provisions:
 - (a) provisions of the articles of incorporation provided for in Article 139, paragraph (1), Article 140, paragraph (5), or Article 145, item (i) or item (ii) of the Act;
 - (b) provisions of the articles of incorporation provided for in Article 164, paragraph (1) of the Act;
 - (c) provisions of the articles of incorporation provided for in Article 167, paragraph (3) of the Act;
 - (d) provisions of the articles of incorporation provided for in Article 168, paragraph (1) and Article 169, paragraph (2) of the Act;

- (e) provisions of the articles of incorporation provided for in Article 174 of the Act;
 - (f) provisions of the articles of incorporation provided for in Article 347 of the Act; and
 - (g) provisions of the articles of incorporation provided for in Article 26, item (i) and item (ii) of the Act.
- (vi) when the articles of incorporation contain provisions to the effect that a Shareholder Register Administrator is to be appointed, the name, address, and business office of that Administrator; and
- (vii) matters provided for in the articles of incorporation (excluding the matters listed in Article 203, paragraph (1), item (i) through item (iii) of the Act and in the preceding items) of which persons who wish to make an offer to the stock company to subscribe for Shares for Subscription request notice to the relevant persons.

(Where Persons Who Wish to Make an Offer Need Not Be Notified)

Article 42 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 203, paragraph (4) of the Act are the following cases, in which the stock company provides the matters listed in each item of the same paragraph to persons who wish to make the offer under paragraph (1) of the same Article:

- (i) where the stock company provides matters to be stated in the prospectus pursuant to the provisions of the Financial Instruments and Exchange Act by Electronic or Magnetic Means; and
- (ii) where the stock company provides a prospectus or other equivalent document or other material pursuant to the laws and regulations of a foreign country.

(Securities with a Market Price Not Requiring an Investigation by the Inspector)

Article 43 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 207, paragraph (9), item (iii) of the Act is the method of treating whichever is larger between the following amounts as the price of Securities prescribed in the same item:

- (i) the closing price in the market on which the Securities are traded on the date for determining the value in Article 199, paragraph (1), item (iii) of the Act (hereinafter referred to as "Date of Value Determination" in this Article) (in cases where there is no sales transaction on the Date of Value Determination, or in cases where the Date of Value Determination falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or

(ii) when the Securities are the target of a Tender Offer, etc. on the Date of Value Determination, the price of the Securities in the contract pertaining to the Tender Offer, etc. on the Date of Value Determination.

(Directors to Be Liable in Case of a Shortfall in the Value of Property Contributed)

Article 44 The persons prescribed by Ordinance of the Ministry of Justice as provided for in Article 213, paragraph (1), item (i) of the Act are the following:

- (i) directors and executive officers performing duties related to the determination of value of Properties Contributed in Kind (meaning Properties Contributed in Kind as prescribed in Article 207, paragraph (1) of the Act; hereinafter the same applies from this Article through Article 46);
- (ii) when the shareholders meeting has passed a resolution regarding determination of the value of Properties Contributed in Kind, the directors and executive officers who delivered explanations regarding matters related to the value of the Properties Contributed in Kind at the shareholders meeting; or
- (iii) when the board of directors has passed a resolution regarding determination of the value of Properties Contributed in Kind, the directors who approved the resolution at the board of directors.

Article 45 The persons prescribed by Ordinance of the Ministry of Justice as provided for in Article 213, paragraph (1), item (ii) of the Act are the following:

- (i) directors who submitted a proposal related to determination of the value of Properties Contributed in Kind at a shareholders meeting;
- (ii) directors who consent to adoption of the proposal submission under the preceding item (excluding directors of a Company with Board of Directors); and
- (iii) when the proposal submission under item (i) is made pursuant to a resolution at the board of directors, the directors who approved the resolution at the board of directors.

Article 46 The persons prescribed by Ordinance of the Ministry of Justice as provided for in Article 213, paragraph (1), item (iii) of the Act are directors and executive officers who submitted a proposal regarding the determination of the value of Properties Contributed in Kind to the board of directors.

Section 7 Share Certificates

(Request for Registration of Lost Share Certificate)

Article 47 (1) Any request pursuant to the provisions of Article 223 of the Act

(hereinafter referred to as a "Request for Registration of Lost Share Certificate" in this Article) must be made pursuant to the provisions of this Article.

(2) The Request for Registration of Lost Share Certificate must disclose the name and address of the person who makes a Request for Registration of Lost Share Certificate (in the following paragraph, referred to as the "Person Requesting Registration of Lost Share Certificate") as well as the serial numbers of the lost share certificate.

(3) When a Person Requesting Registration of Lost Share Certificate wishes to make a Request for Registration of Lost Share Certificate, the Person Requesting Registration of Lost Share Certificate must provide the stock company with the materials as prescribed in the following items, in accordance with the categories of cases listed therein:

(i) where the Person Requesting Registration of Lost Share Certificate is a person stated or recorded in the shareholder register as the shareholder or as the Registered Pledgee of Shares of the shares pertaining to the share certificates: materials certifying the fact of the loss of share certificates;

(ii) in cases other than the case listed in the preceding item: materials listed in the following:

(a) materials certifying that the Person Requesting Registration of Lost Share Certificate possessed the share certificate pertaining to the Request for Registration of Lost Share Certificate on or after the date stated or recorded in the shareholder register as the date of acquisition under Article 121, item (iii) of the Act for the shares pertaining to the share certificate;

(b) materials certifying the fact of the loss of share certificates.

(4) Regarding the application of the provisions of item (ii) of the preceding paragraph when the share certificate pertaining to the Registration of Lost Share Certificate is related to shares for which the provisions of Article 121, item (iii) of the Act are not applied pursuant to the provisions of Article 2 of the Cabinet Order Prescribing Transitional Measures That Accompany the Enforcement of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Companies Act (Cabinet Order No. 367 of 2005), the term "following" in the same item is deemed to be replaced by "in (b)."

(Application for Cancellation by a Person in Possession of Share Certificates)
Article 48 An application pursuant to the provisions of Article 225, paragraph (1) of the Act must present the share certificates and disclose the name and address of the person filing the application.

(Application for Cancellation by the Registrant of Lost Share Certificate)

Article 49 An application pursuant to the provisions of Article 226, paragraph (1) of the Act must disclose the name and address of the Registrant of Lost Share Certificate who is filing the application, as well as the serial number of the share certificate for which the Registration of Lost Share Certificate was made.

Section 8 Miscellaneous Provisions

(Market Price in the Case of Treatment of Fractional Shares of Less Than One Full Share Resulting from Issuance of Shares)

Article 50 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 234, paragraph (2) of the Act is the method of treating the amounts provided for in each of following items as the price of the shares prescribed in the same item, in accordance with the categories of cases listed therein:

- (i) where the relevant shares are sold through transactions in a market: the price at sale by the transactions; or
- (ii) in cases other than the case listed in the preceding item: the amount whichever larger between the following amounts:
 - (a) the closing price in the market on which the relevant shares are traded on the date of the sale pursuant to the provisions of Article 234, paragraph (2) of the Act (hereinafter referred to as "Date of the Sale" in this Article) (if there is no sales transaction on the Date of the Sale, or if the Date of the Sale falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or
 - (b) when the relevant shares are the target of a Tender Offer, etc. on the Date of the Sale, the price of the shares in the contract pertaining to the Tender Offer, etc. on the Date of the Sale.

(Market Price in the Case of Treatment of Fractional Bonds, etc. of Less Than One Full Bond)

Article 51 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 234, paragraph (2) of the Act, as applied mutatis mutandis pursuant to the provisions of paragraph (6) of the same Article, is the method of treating the amount prescribed in each of the following items as the price of the assets sold pursuant to the provisions of paragraph (2) of the same Article, as applied mutatis mutandis pursuant to paragraph (6) of the same Article, in accordance with the categories of cases listed therein:

- (i) where the Bonds or Share Options prescribed in Article 234, paragraph (6) of the Act are sold through transactions in a market: the price at sale by the transactions;

- (ii) in cases other than the case listed in the preceding item, when Bonds (excluding Bonds for Bonds with Share Options; hereinafter the same applies in this item) are sold: the closing price in the market on which the Bonds are traded on the date of the sale pursuant to the provisions of Article 234, paragraph (2) of the Act, as applied mutatis mutandis pursuant to paragraph (6) of the same Article (hereinafter referred to as "Date of the Sale" in this Article) (when there is no sales transaction on the Date of the Sale, or where the Date of the Sale falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (iii) in cases other than the case listed in item (i), when Share Options (when the Share Option is attached to a Bond with Share Option, the Bond with Share Option; hereinafter the same applies in this item) are sold: the amount whichever larger between the following amounts:
 - (a) the closing price in the market on which the Share Options are traded on the Date of the Sale (if there is no sales transaction on the Date of the Sale, or if the Date of the Sale falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or
 - (b) when the Share Options are the target of a Tender Offer, etc. on the Date of the Sale, the price of the Share Options in the contract pertaining to the Tender Offer, etc. on the Date of the Sale.

(Market Price in the Case of Treatment of Fractional Shares of Less Than One Full Share Resulting from a Share Split)

Article 52 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 234, paragraph (2) of the Act, as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act, is the method of treating the amount prescribed in each of the following items as the price of the shares sold pursuant to Article 234, paragraph (2) of the Act, as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act, in accordance with the categories of cases listed therein:

- (i) where the shares are sold through transactions in a market: the price at sale by the transactions; or
- (ii) in cases other than the case listed in the preceding item: the amount whichever larger between the following amounts:
 - (a) the closing price in the market on which the shares are traded on the date of the sale pursuant to the provisions of Article 234, paragraph (2) of the Act, as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act (hereinafter referred to as "Date of the Sale" in this Article) (in cases where there is no sales transaction on the Date of the Sale, or in cases where the Date of the Sale falls on a holiday for the relevant market, the execution price of the first sales transactions after that point); or

- (b) when the shares are the target of a Tender Offer, etc. on the Date of the Sale, the price of the shares in the contract pertaining to the Tender Offer, etc. on the Date of the Sale.

Chapter III Share Options

(Cases Where Notice of Subscription Requirements Is Not Necessary)

Article 53 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 240, paragraph (4) of the Act are cases where a stock company reports or submits the following documents (limited to documents having matters equivalent to the subscription requirements provided for in the same paragraph as the content) pursuant to the provisions of the Financial Instruments and Exchange Act (including the cases where the matters to be stated in the documents are provided by Electronic or Magnetic Means pursuant to the provisions of the Financial Instruments and Exchange Act) by two weeks prior to the date of allotment provided for in Article 238, paragraph (1), item (iv) of the Act, and are the times at which the Prime Minister provides the documents for public inspection continuously from the day of two weeks before the date of allotment to the date of allotment pursuant to the provisions of the Financial Instruments and Exchange Act:

- (i) the statement under Article 5, paragraph (1) of the Financial Instruments and Exchange Act in cases where the notification under Article 4, paragraph (1) through paragraph (3) of the same Act is to be made (including an amendment);
- (ii) the shelf registration statement provided for in Article 23-3, paragraph (1) of the Financial Instruments and Exchange Act and the shelf registration supplements provided for in Article 23-8, paragraph (1) of the same Act (including amendment shelf registration statements);
- (iii) securities reports provided for in Article 24, paragraph (1) of the Financial Instruments and Exchange Act (including amendment reports);
- (iv) quarterly reports provided for in Article 24-4-7, paragraph (1) of the Financial Instruments and Exchange Act (including amendment reports);
- (v) semiannual reports provided for in Article 24-5, paragraph (1) of the Financial Instruments and Exchange Act (including amendment reports);
- (vi) extraordinary reports provided for in Article 24-5, paragraph (4) of the Financial Instruments and Exchange Act (including amendment reports).

(Matters to Be Notified to Persons Who Wish to Make an Offer)

Article 54 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 242, paragraph (1), item (iv) of the Act are the following:

- (i) the Total Number of Authorized Shares (for a Company with Class Shares,

- including the Total Number of Authorized Shares in a Class for each class of shares);
- (ii) when the matters listed in the items of Article 107, paragraph (1) of the Act are prescribed as the features of shares issued by a stock company (excluding Companies with Class Shares), the features of the shares;
 - (iii) when a stock company (limited to a Company with Class Shares) is required to issue shares of differing features for the matters listed in the items of Article 108, paragraph (1) of the Act, the features of each class of shares (when the articles of incorporation contain provisions with respect to a class of shares under paragraph (3) of the same Article, and when the stock company does not prescribe the content of the class of shares based on the provisions of the articles of incorporation, an outline of the features of the class of shares);
 - (iv) when the articles of incorporation contain provisions regarding Share Unit Numbers, those Share Unit Numbers (for a Company with Class Shares, the Share Unit Number for each class of shares);
 - (v) when the following provisions are present in the articles of incorporation, those provisions:
 - (a) provisions of the articles of incorporation provided for in Article 139, paragraph (1), Article 140, paragraph (5), or Article 145, item (i) or item (ii) of the Act;
 - (b) provisions of the articles of incorporation provided for in Article 164, paragraph (1) of the Act;
 - (c) provisions of the articles of incorporation provided for in Article 167, paragraph (3) of the Act;
 - (d) provisions of the articles of incorporation provided for in Article 168, paragraph (1) and Article 169, paragraph (2) of the Act;
 - (e) provisions of the articles of incorporation provided for in Article 174 of the Act;
 - (f) provisions of the articles of incorporation provided for in Article 347 of the Act; and
 - (g) provisions of the articles of incorporation provided for in Article 26, item (i) or item (ii) of the Act.
 - (vi) when the articles of incorporation contain provisions to the effect that a Shareholder Register Administrator is to be appointed, the name, address, and business office of that Administrator; and
 - (vii) matters provided for in the articles of incorporation (excluding the matters listed in Article 242, paragraph (1), item (i) through item (iii) of the Act and in the preceding items) of which persons who wish to make an offer to the stock company to subscribe for Share Options for Subscription request notice to the relevant persons.

(Cases Where Persons Who Wish to Make an Offer Need Not Be Notified)

Article 55 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 242, paragraph (4) of the Act are the following cases, in which the stock company provides the matters listed in each item of the same paragraph to persons who wish to make the offer under paragraph (1) of the same Article:

- (i) where the stock company provides the matters to be stated in the prospectus pursuant to the provisions of the Financial Instruments and Exchange Act by Electronic or Magnetic Means;
- (ii) where the stock company provides a prospectus or other equivalent document or other material pursuant to the laws and regulations of a foreign country.

(Demand for the Entry of Matters to Be Stated in the Share Option Register)

Article 56 (1) The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 260, paragraph (2) of the Act are the following cases:

- (i) if an Acquirer of Share Options has obtained a final and binding judgment against a person who is stated or recorded in the share option register as a holder of Share Options or a general successor thereof, and where the judgment orders that a demand be made pursuant to the provisions of Article 260, paragraph (1) of the Act pertaining to the Share Options acquired by the Acquirer of Share Options, and the demand is made by providing documents or other materials certifying the content of the final and binding judgment;
 - (ii) when the Acquirer of Share Options makes a demand by providing documents or other materials certifying content to the same effect as the final and binding judgment under the preceding item;
 - (iii) when the Acquirer of Share Options is a person who has acquired Share Options in the relevant stock company by general succession, and a demand is made by providing documents or other materials certifying the general succession; and
 - (iv) when the Acquirer of Share Options is a person who has acquired Share Options in the relevant stock company by auction, and a demand is made by providing documents or other materials certifying the acquisition by auction.
- (2) Notwithstanding the provisions of the preceding paragraph, when the Share Options acquired by the Acquirer of Share Options are Share Options with Issued Certificates or are those attached to Bonds with Share Options with Issued Certificates, the case prescribed by Ordinance of the Ministry of Justice as provided for in Article 260, paragraph (2) of the Act is the case where the demand is made by the Acquirer of Share Options presenting the Share Options with Issued Certificates or Certificates of Bonds with Share Options.

(Request for Approval by Acquirers of Share Options)

Article 57 (1) The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 263, paragraph (2) of the Act are the following cases:

- (i) if an Acquirer of Share Options has obtained a final and binding judgment against a person who is stated or recorded in the share option register as a holder of Share Options or a general successor thereof, and where the judgment orders that a demand be made pursuant to the provisions of Article 263, paragraph (1) of the Act pertaining to the Share Options acquired by the Acquirer of Share Options, and the demand is made by providing documents or other materials certifying the content of the final and binding judgment;
- (ii) when the Acquirer of Share Options makes a demand by providing documents or other materials certifying content to the same effect as the final and binding judgment under the preceding item;
- (iii) when an Acquirer of Share Options is a person who has obtained Share Options in the relevant stock company by auction, and a demand is made by providing documents or other materials certifying the acquisition by auction.

(2) Notwithstanding the provisions of the preceding paragraph, the Share Options acquired by the Acquirer of Share Options are Share Options with Issued Certificates or are those attached to Bonds with Share Options with Issued Certificates, the case prescribed by Ordinance of the Ministry of Justice as provided for in Article 263, paragraph (2) of the Act is the case where the demand is made by the Acquirer of Share Options presenting the Share Options with Issued Certificates or Certificates of Bonds with Share Options.

(Where a Fraction Occurs in the Shares Due to the Exercise of Share Options)

Article 58 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 283, item (i) of the Act is the method of treating whichever is larger between the following amounts as the price of the shares prescribed in the same item:

- (i) the closing price in the market on which the shares are traded on the date of the exercise of the Share Option (hereinafter referred to as "Date of Exercise" in this Article) (if there is no sales transaction on the Date of Exercise, or if the Date of Exercise falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or
- (ii) when the shares are the target of a Tender Offer, etc. on the Date of Exercise, the price of the shares in the contract pertaining to the Tender Offer, etc. on the Date of Exercise.

(Securities with a Market Price Not Requiring an Investigation by the Inspector)

Article 59 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 284, paragraph (9), item (iii) of the Act is the method of treating whichever is larger between the following amounts as the price of the Securities prescribed in the same item:

- (i) the closing price in the market on which the Securities are traded on the date of the exercise of the Share Option (hereinafter referred to as "Date of Exercise" in this Article) (in cases where there is no sales transaction on the Date of Exercise, or in cases where the Date of Exercise falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or
- (ii) when the Securities are the target of a Tender Offer, etc. on the Date of Exercise, the price of the Securities in the contract pertaining to the Tender Offer, etc. on the Date of Exercise.

(Directors to Assume Liability in Case of a Shortfall in the Value of Property Contributed)

Article 60 The persons prescribed by Ordinance of the Ministry of Justice as provided for in Article 286, paragraph (1), item (i) of the Act are the following:

- (i) directors and executive officers performing duties related to the determination of value of Properties Contributed in Kind (meaning Properties Contributed in Kind as provided for in Article 284, paragraph (1) of the Act; hereinafter the same applies from this Article through Article 62);
- (ii) when a shareholders meeting has passed a resolution regarding determination of the value of Properties Contributed in Kind, the directors and executive officers who delivered explanations regarding matters related to the value of the Properties Contributed in Kind at the shareholders meeting; and
- (iii) when the board of directors has passed a resolution regarding determination of the value of Properties Contributed in Kind, the directors who approved the resolution at the board of directors.

Article 61 The persons prescribed by Ordinance of the Ministry of Justice as provided for in Article 286, paragraph (1), item (ii) of the Act are the following:

- (i) directors who submitted a proposal related to determination of the value of Properties Contributed in Kind at a shareholders meeting;
- (ii) directors who consent to adoption of the proposal submission under the preceding item (excluding directors of a Company with Board of Directors); and
- (iii) when the proposal submission under item (i) is made pursuant to a resolution at the board of directors, the directors who approved the resolution at the board of directors.

Article 62 The persons prescribed by Ordinance of the Ministry of Justice as provided for in Article 286, paragraph (1), item (iii) of the Act are directors and executive officers who submitted a proposal regarding the determination of the value of Properties Contributed in Kind to the board of directors.

Chapter IV Organs

Section 1 Shareholders Meeting and General Meeting of Class

Shareholders

Subsection 1 General Rules

(Matters Determined for Calling a Shareholders Meeting)

Article 63 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 298, paragraph (1), item (v) of the Act are the following:

- (i) when the shareholders meeting provided for in Article 298, paragraph (1), item (i) of the Act is the annual shareholders meeting, and the date under the same item is one that falls under any of the following requirements, the reason for determining that date and time (where the date falls under requirement (b), limited where a special reason exists for having decided on that date and time):
 - (a) that the date is a date that is markedly distant from the date corresponding to the date of the annual shareholders meeting for the previous business year; or
 - (b) that, when a stock company is a Public Company, a great many other stock companies (limited to Public Companies) are holding annual shareholders meetings on the same date as the relevant date;
- (ii) when the place of the shareholders meeting provided for in Article 298, paragraph (1), item (i) of the Act is a place that is significantly distant from any of the place of shareholders' meetings held in the past (excluding the following cases), the reason for having decided on that place:
 - (a) where the place is prescribed by the articles of incorporation; and
 - (b) where all shareholders who will not be present at the shareholders meeting consent to the meeting being held at the place;
- (iii) when the matters listed in Article 298, paragraph (1), item (iii) or item (iv) of the Act have been prescribed, the following matters (excluding cases where the articles of incorporation provide for the matters listed in (b) through (d) and (f) and where a determination has been made to delegate the decisions on these matters to the directors, the matters):
 - (a) the matters to be stated in Reference Documents for Shareholders Meeting pursuant to the provisions of the following Subsection (excluding the matters listed in Article 86, item (iii) and item (iv), Article 87, item (iii)

- and item (iv), Article 88, item (iii) and item (iv), Article 89, item (iii), Article 90, item (iii), Article 91, item (iii), and Article 92, item (iii));
- (b) when a certain time is prescribed as the time limit on the exercise of voting rights in writing (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to the provisions of Article 299, paragraph (1) of the Act that is a time on or before the date and time of the shareholders meeting), that certain time;
- (c) when a certain time is prescribed as the time limit on the exercise of voting rights by Electronic or Magnetic Means (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to the provisions of Article 299, paragraph (1) of the Act that is a time on or before the date and time of the shareholders meeting), that certain time;
- (d) when the treatment under Article 66, paragraph (1), item (ii) is prescribed, the content of that treatment;
- (e) matters not to be stated in Reference Documents for Shareholders Meeting provided to shareholders pursuant to taking the measures under Article 94, paragraph (1); or
- (f) if, for a single proposal, a single shareholder has exercised voting rights multiple times pursuant to the provisions set forth below, in accordance with the categories of cases listed below, and matters have been decided in relation to the treatment of such a shareholder's votes when the content of some of the votes differs from that of others for the same proposal (excluding the cases prescribed in the following item), those matters:
1. when the matters listed in Article 298, paragraph (1), item (iii) of the Act are prescribed: Article 311, paragraph (1) of the Act; or
 2. when the matters listed in Article 298, paragraph (1), item (iv) of the Act are prescribed: Article 312, paragraph (1) of the Act;
- (iv) when the matters listed in Article 298, paragraph (1), item (iii) and item (iv) of the Act have been prescribed, the following matters (excluding those matters when the articles of incorporation provide for the matters listed in (a) or (b)):
- (a) when it is arranged that a delivery (including provision by Electronic or Magnetic Means pursuant to the provisions of Article 301, paragraph (2) of the Act in lieu of the delivery) of Voting Forms (meaning the voting forms prescribed in Article 301, paragraph (1) of the Act; hereinafter the same applies) is to be performed pursuant to Article 301, paragraph (1) of the Act to a shareholder when a demand has been made by the shareholder who has given the consent under Article 299, paragraph (3) of the Act, that fact;
- (b) if, for a single proposal, a single shareholder has exercised voting rights

multiple times pursuant to the provisions of Article 311, paragraph (1) or Article 312, paragraph (1) of the Act, and matters have been decided in relation to the treatment of such a shareholder's votes when the content of some of the votes differs from that of others for the same proposal, those matters;

- (v) regarding the exercise of voting rights by proxy pursuant to the provisions of Article 310, paragraph (1) of the Act, when the method of certifying the right of representation (including proxy qualifications), the number of proxies, and other matters relevant to the exercise of voting rights by proxy are prescribed (excluding cases where the articles of incorporation provide for those matters), those matters;
- (vi) when the method of notice as provided for in Article 313, paragraph (2) of the Act is prescribed (excluding cases where the articles of incorporation provide for the method of the notice), that method; and
- (vii) in cases other than the cases prescribed in item (iii), when the following matters are matters of the purpose of the shareholders meeting, a description of proposals pertaining to those matters (in the case where proposals have not been finalized, that fact):
 - (a) election of Officers, etc.;
 - (b) Remuneration, etc. of Officers, etc.;
 - (c) solicitation of persons to subscribe for Shares for Subscription in the cases prescribed in Article 199, paragraph (3) or Article 200, paragraph (2) of the Act;
 - (d) solicitation of persons to subscribe for Share Options for Subscription in the cases provided for in the items of Article 238, paragraph (3) and the items of Article 239, paragraph (2) of the Act;
 - (e) Business Transfer, etc.;
 - (f) amendment of articles of incorporation;
 - (g) merger;
 - (h) Absorption-Type Company Split;
 - (i) succession to all or part of the rights and obligations held by another Company in relation to its business by Absorption-Type Company Split;
 - (j) Incorporation-Type Company Split;
 - (k) Share Exchange;
 - (l) acquisition of all Issued Shares of another stock company by Share Exchange; or
 - (m) Share Transfer.

(Stock Companies Not Required to Prescribe Exercise of Voting Rights in Writing)

Article 64 What is prescribed by Ordinance of the Ministry of Justice as

provided for in Article 298, paragraph (2) of the Act is stock companies when a director of the stock company (when a shareholder calls a shareholders meeting pursuant to the provisions of Article 297, paragraph (4) of the Act, the shareholder) solicits all shareholders provided for in Article 298, paragraph (2) of the Act (including cases where it is applied by replacing certain terms pursuant to the provisions of paragraph (3) of the same Article) to bestow upon a third party the exercise of voting rights by delivering a proxy form at notice of the shareholders meeting pursuant to the provisions of the Financial Instruments and Exchange Act.

(Reference Documents for Shareholders Meeting)

Article 65 (1) The matters to be stated in the Reference Documents for Shareholders Meeting to be delivered pursuant to the provisions of Article 301, paragraph (1) or Article 302, paragraph (1) of the Act are governed by the provisions of the following Subsection.

(2) The delivery of Reference Documents for Shareholder Meeting performed by the stock company for which the matters listed in Article 298, paragraph (1), item (iii) and item (iv) of the Act are prescribed (including provision by Electronic or Magnetic Means in lieu of the delivery) is the delivery of Reference Documents for Shareholder Meeting pursuant to Article 301, paragraph (1) and Article 302, paragraph (1) of the Act.

(3) The directors, with respect to matters that should be contained in the Reference Documents for Shareholders Meeting, if circumstances have arisen under which such matters should be revised in the interval from the day the Notice of Calling (meaning the notice pursuant to the provisions of Article 299, paragraph (2) or paragraph (3) of the Act; hereinafter the same applies in this Section) was dispatched until the day before the shareholders meeting, may give the Notice of Calling together with notice of a method to make shareholders aware of the matters after revision.

(Voting Forms)

Article 66 (1) The matters to be stated on the Voting Forms to be given pursuant to the provisions of Article 301, paragraph (1) of the Act, or the matters to be stated on the Voting Forms to be provided by Electronic or Magnetic Means pursuant to the provisions of Article 302, paragraph (3) or paragraph (4) of the Act, are the following:

(i) a field to record the support for or the opposition to (including abstention, in cases where an abstention field is provided) each proposal (in the cases listed in the following (a) through (c), the items prescribed therein):

(a) in the case of a proposal related to election of two or more Officers, etc.:
election of respective candidates;

- (b) in the case of a proposal related to dismissal of two or more Officers, etc.: dismissal of the respective Officers, etc.; or
- (c) in the case of a proposal related to the refusal to reelect two or more financial auditors: the refusal to reelect the respective financial auditors;
- (ii) when there are provisions with respect to the matters listed in Article 63, item (iii) (d), the content of treatment to deem that an intent either to support, oppose, or abstain from each proposal is indicated in cases where a Voting Form with nothing recorded in the field under item (i) is submitted to the stock company;
- (iii) when there are provisions with respect to the matters listed in Article 63, item (iii) (f) or item (iv) (b), those matters;
- (iv) the time limit on exercise of voting rights; and
- (v) the names of shareholders to exercise voting rights and the number of voting rights capable of being exercised (including the matters prescribed in (a) or (b) below in the cases listed in (a) or (b) below):
 - (a) in a case where the number of voting rights capable of being exercised by the shareholder differs for each proposal: the number of voting rights per proposal; or
 - (b) in a case where voting rights may not be exercised with regard to some proposals: the proposals for which voting rights may be exercised and the proposals for which voting rights may not be exercised.
- (2) When there are provisions with respect to the matters listed in Article 63, item (iv) (a), the stock company must perform a delivery (including provision by Electronic or Magnetic Means pursuant to the provisions of paragraph (2) of the same Article in lieu of the delivery) of Voting Forms pursuant to Article 301, paragraph (1) of the Act, when a demand has been made by a shareholder who has given consent under Article 299, paragraph (3) of the Act.
- (3) Where, among the matters to be included in the content of a Notice of Calling that is to be provided to shareholders in relation to the same shareholders meeting, there are matters that have been stated in the Voting Forms, the relevant matters need not be included in the content of the Notice of Calling.
- (4) Where, among the matters to be stated on the Voting Forms to be provided to shareholders in relation to the same shareholders meeting (limited to the matters listed in paragraph (1), item (ii) through item (iv)), there are matters that have been included in the content of the Notice of Calling, the relevant matters need not be stated on the Voting Forms.

(Relationships That May Allow Substantial Control)

Article 67 (1) The shareholder prescribed by Ordinance of the Ministry of Justice as provided for in Article 308, paragraph (1) of the Act is, where a stock company (including a Subsidiary Company of the stock company) holds one

quarter or more of the total voting rights (including voting rights that cannot be exercised pursuant to the provisions of the same paragraph or other equivalent provisions of laws and regulations (including the laws and regulations of foreign countries) other than the Act, but excluding voting rights pertaining to shares (including items equivalent thereto) for which a voting right cannot be exercised at a shareholders meeting (including convocations equivalent thereto) for all proposals related to the election of Officers, etc. (excluding financial auditors) and changes to the articles of incorporation (including proposals equivalent thereto); hereinafter referred to as "Voting Rights Subject to Cross-Holding Restrictions" in this Article) of a Company, etc. that is a shareholder of the stock company, the shareholder (excluding the shareholder in cases where a party other than the shareholder cannot exercise a voting right for a proposal (limited to the cases where the proposal is resolved) at the shareholders meeting of the stock company).

- (2) In the case of the preceding paragraph, the number of Voting Rights Subject to Cross-Holding Restrictions owned by a stock company or any of its Subsidiary Companies as well as the total number of Voting Rights Subject to Cross-Holding Restrictions (hereinafter referred to as "Number of Subject Voting Rights" in this Article) is the Number of Subject Voting Rights on the day of the shareholders meeting of the stock company.
- (3) Notwithstanding the provisions of the preceding paragraph, in the case where a Specified Record Date (meaning the record date provided for in Article 124, paragraph (1) of the Act for prescribing the persons who can exercise voting rights at the relevant shareholders meeting; hereinafter the same applies in this Article) is prescribed, the Number of Subject Voting Rights is the Number of Subject Voting Rights on the Specified Record Date; provided, however, that in the cases listed in the following items, the Number of Subject Voting Rights is the Number of Subject Voting Rights on the date provided for therein:
 - (i) if subsequent to the Specified Record Date all of the Voting Rights Subject to Cross-Holding Restrictions are acquired through a Share Exchange, a Share Transfer, or other act performed by the relevant stock company or any of its Subsidiary Companies: the date on which the act becomes effective; or
 - (ii) if the Number of Subject Voting Rights increases or decreases (excluding the case listed in the preceding item), and the relevant stock company becomes aware during the interval from the Specified Record Date to the date on which all of the matters listed in the items of Article 298, paragraph (1) of the Act with respect to the relevant shareholders meeting are decided (in the case where the stock company prescribes a date subsequent thereto, to the prescribed date) that the voting rights of the shares of the stock company owned by a person who is the shareholder under paragraph (1) can be exercised or cannot be exercised as a result of the increase or decrease:

the date on which the stock company became aware of the fact.

(4) Notwithstanding the provisions of item (ii) of the preceding paragraph, the relevant stock company may calculate the Number of Subject Voting Rights, taking into consideration matters (including the fact that the stock company was aware of the increase or decrease set forth in item (ii) of the preceding paragraph) occurring in the interval from the date on which all of the matters listed in the items of Article 298, paragraph (1) of the Act with respect to the relevant shareholders meeting are decided (when the stock company prescribes a date subsequent thereto, from the prescribed date) to the date of the shareholders meeting.

(Amount of Deficit)

Article 68 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 309, paragraph (2), item (ix) (b) of the Act is the method of treating whichever is larger between the following amounts as the amount of deficit:

(i) zero; or

(ii) the amount obtained by subtracting the Distributable Amount from zero.

(Time Limit on the Exercise of Voting Rights in Writing)

Article 69 The time prescribed by Ordinance of the Ministry of Justice as provided for in Article 311, paragraph (1) of the Act is the end of business hours immediately prior to the date of the shareholders meeting (when there are provisions with respect to the matters listed in Article 63, item (iii) (b), the certain time under (b) of the same item).

(Time Limit on the Exercise of Voting Rights by Electronic or Magnetic Means)

Article 70 The time prescribed by Ordinance of the Ministry of Justice as provided for in Article 312, paragraph (1) of the Act is the end of business hours immediately prior to the date of the shareholders meeting (when there are provisions with respect to the matters listed in Article 63, item (iii) (c), the certain time under (c) of the same item).

(Accountability of the Directors)

Article 71 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 314 of the Act are the following cases:

(i) where investigation needs to be performed in order to provide an explanation of the matters for which a shareholder has sought an explanation (excluding the following cases):

(a) where the shareholder provides notice of the matter to the stock company a reasonable period of time prior to the day of the shareholders meeting;

- and
- (b) where the investigation required in order to explain the matter is extremely simple;
 - (ii) where explaining the matter for which a shareholder sought an explanation is to infringe the rights of the stock company or another person (excluding the shareholder);
 - (iii) where a shareholder repeatedly seeks an explanation regarding substantially the same matter at the shareholders meeting; and
 - (iv) beyond the cases listed in the preceding three items, where justifiable grounds exist for not explaining a matter for which a shareholder has sought an explanation.

(Minutes)

Article 72 (1) The preparation of minutes of shareholders meetings pursuant to the provisions of Article 318, paragraph (1) of the Act is governed by the provisions of this Article.

- (2) Minutes of shareholders meetings must be prepared in writing or as Electronic or Magnetic Records.
- (3) Minutes of shareholders meetings must have the following matters as content:
 - (i) the date, time, and place where the shareholders meeting was held (including the method of the attendance in cases where directors, executive officers, accounting advisors, company auditors, financial auditors, or shareholders not at the place were in attendance at the shareholders meeting);
 - (ii) a summary of the progress of the agenda of the shareholders meeting and the results thereof;
 - (iii) when opinions or oral statements are offered at the shareholders meeting pursuant to the following provisions, a summary of those opinions or oral statements:
 - (a) Article 345, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) and paragraph (5) of the same Article);
 - (b) Article 345, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) and paragraph (5) of the same Article);
 - (c) Article 377, paragraph (1) of the Act;
 - (d) Article 379, paragraph (3) of the Act;
 - (e) Article 384 of the Act;
 - (f) Article 387, paragraph (3) of the Act;
 - (g) Article 389, paragraph (3) of the Act;

- (h) Article 398, paragraph (1) of the Act; or
 - (i) Article 398, paragraph (2) of the Act;
 - (iv) the names of directors, executive officers, accounting advisors, company auditors, or financial auditors in attendance at the shareholders meeting;
 - (v) the name of the chairperson of the shareholders meeting, if any; and
 - (vi) the name of the director performing duties pertaining to preparation of the minutes.
- (4) In the cases listed in the following items, the minutes of shareholders meetings are to have the matters prescribed in each item as content:
- (i) in a case where a resolution is deemed to have been adopted at the shareholders meeting pursuant to the provisions of Article 319, paragraph (1) of the Act: the following matters:
 - (a) the content of the matters about which a resolution is deemed to have been made at the shareholders meeting;
 - (b) the name(s) of the person(s) proposing the matter of (a);
 - (c) the date on which the resolution is deemed to have been made at the shareholders meeting; and
 - (d) the name of the director performing duties pertaining to preparation of the minutes; and
 - (ii) in a case where a report is deemed to have been made to the shareholders meeting pursuant to the provisions of Article 320 of the Act: the following matters:
 - (a) the content of the matters about which a report is deemed to have been made to the shareholders meeting;
 - (b) the date on which the report is deemed to have been made to the shareholders meeting; and
 - (c) the name of the director performing duties pertaining to preparation of the minutes.

Subsection 2 Reference Documents for Shareholders Meeting
Division 1 General Rules

Article 73 (1) The Reference Documents for Shareholders Meeting must state the following matters:

- (i) proposals;
- (ii) reasons for proposal (limited to those for which the proposals relate to submission by directors, including content to be explained at the shareholders meeting in the case of a proposal for which certain matters must be explained); and
- (iii) when results are available of an investigation to be reported at the shareholders meeting related to a proposal pursuant to the provisions of

Article 384 or Article 389, paragraph (3) of the Act, a summary of those results.

- (2) Beyond what is provided for in this Section, the Reference Documents for Shareholders Meeting may state matters recognized as being of reference in the exercise of voting rights by shareholders.
- (3) Where, among the matters to be stated in the Reference Documents for Shareholders Meeting to be provided to shareholders in relation to the same, there are matters that have been stated in other documents or that have been provided by Electronic or Magnetic Means, these matters need not be stated in the Reference Documents for Shareholders Meeting provided to shareholders. In this case, the fact that there are matters that have been stated in other documents or that have been provided by Electronic or Magnetic Means must be disclosed.
- (4) Where, among the matters to be included in the content of a Notice of Calling to be provided to shareholders in relation to the same shareholders meeting or of a business report provided to shareholders pursuant to the provisions of Article 437 of the Act, there are matters that have been stated in the Reference Documents for Shareholders Meeting, the relevant matters need not be included in the content of the Notice of Calling provided to shareholders or of the business report to be provided to shareholders pursuant to the provisions of Article 437 of the Act.

Division 2 Election of Officers

(Proposals Related to the Election of Officers)

- Article 74 (1) In a case where a director submits a proposal related to the election of directors, the Reference Documents for Shareholders Meeting must state the following matters:
- (i) the names, dates of birth, and brief biographical outlines of candidates; and
 - (ii) when the person has not yet consented to assume the position, that fact.
- (2) In the cases prescribed in the preceding paragraph, when the stock company is a Public Company, the Reference Documents for Shareholders Meeting must state the following matters:
- (i) the number of shares of the stock company held by the candidates (in the case of a Company with Class Shares, the classes of shares and the number per class);
 - (ii) when a fact exists that falls under an important concurrent holding of positions as prescribed in Article 121, item (vii), and a candidate were to assume office as a director of the stock company, that fact;
 - (iii) when a relationship exists between a candidate and the stock company wherein either is a specially interested party, a summary of the facts; and

- (iv) when a candidate currently is a director of the stock company, the position and assignment at the stock company.
- (3) In the cases prescribed in paragraph (1), when the stock company is a Public Company and is the Subsidiary Company of another Company, the Reference Documents for Shareholders Meeting must state the following matters:
- (i) when a candidate currently is an Executive of the relevant other Company (including a Subsidiary Company (excluding the stock company) of the relevant other Company; hereinafter the same applies in this paragraph), the position and assignment at the relevant other Company; and
 - (ii) when the stock company is aware that a candidate was an Executive of the relevant other Company in the past five years, the position and assignment at the relevant other Company.
- (4) In the cases prescribed in paragraph (1), when a candidate is a Candidate for Outside Director, the Reference Documents for Shareholders Meeting must state the following matters regarding the candidate (excluding the matters listed in item (iii) through item (vii) in the case where the stock company is not a Public Company):
- (i) the fact that the candidate is a Candidate for Outside Director;
 - (ii) the reason why the candidate is designated as a Candidate for Outside Director;
 - (iii) when the candidate currently is an Outside Director of the stock company (limited to Outside Officers; hereinafter the same applies in this paragraph), and if a fact exists of a violation of laws and regulations or the articles of incorporation or other unfair execution of business at the stock company during the term of office after the candidate was ultimately elected (excluding those that are unimportant), that fact and a summary of the acts taken by the candidate to prevent the occurrence of the fact and the acts taken in response after the occurrence of the fact;
 - (iv) if the candidate has held office in the past five years as a director, executive officer, or company auditor of another stock company, and when the stock company is aware that a fact exists of a violation of laws and regulations or the articles of incorporation or other unfair execution of business during the term of office at the relevant other stock company, that fact (excluding those that are unimportant, and including a summary of the acts taken by the candidate to prevent the occurrence of the fact and the acts taken in response after the occurrence of the fact when the candidate was an Outside Director or company auditor at the relevant other stock company);
 - (v) when the candidate is a person who was not involved in the past in the management of a Company (including a Foreign Company) by a method other than serving as Outside Director or Outside Company Auditor, the reason why the stock company has determined that the candidate, having no

- involvement in management, is capable of properly executing the duties as an Outside Director;
- (vi) when the stock company is aware that the candidate falls under any of the following, that fact:
 - (a) that the candidate is an Executive of a Specified Associated Service Provider of the stock company;
 - (b) that the candidate is to receive, or has received in the past two years, a large amount of money or other assets from the stock company or a Specified Associated Service Provider of the stock company (excluding Remuneration, etc. as their director, accounting advisor, company auditor, executive officer, or other person similar thereto);
 - (c) that the candidate is a spouse or a relative within a third degree of kinship, or other person equivalent thereto, of an Executive of the stock company or a Specified Associated Service Provider of the stock company (excluding those that are unimportant);
 - (d) that the candidate has been an Executive of a Specified Associated Service Provider of the stock company in the past five years; or
 - (e) that, in a case where the stock company has succeeded to or received assignment of rights and obligations held by another stock company in relation to its business undertakings due to a merger, Absorption-Type Company Split, Incorporation-Type Company Split, or acceptance of assignment of business (referred to as a "Merger, etc." in (e) and in Article 76, paragraph (4), item (vi) (e)) in the past two years, the candidate was not an Outside Director or company auditor of the stock company, and was an Executive of the other stock company immediately prior to the Merger, etc.
 - (vii) when the candidate is currently an Outside Director or company auditor of the stock company, the number of years since assuming these offices;
 - (viii) when a contract under Article 427, paragraph (1) of the Act has been concluded, or is to be concluded, between the candidate and the stock company, a summary of the content of that contract; and
 - (ix) when the candidate has an opinion regarding the statements related to the matters listed in the preceding items, the content of that opinion.

(Proposals Related to the Election of Accounting Advisors)

Article 75 In a case where a director submits a proposal related to the election of accounting advisors, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the matters as prescribed in the following (a) or (b) in accordance with the categories of the cases listed therein:
 - (a) where the candidate is a certified public accountant (including foreign

- certified public accountants as provided for in Article 16-2, paragraph (5) of the Certified Public Accountants Act (Act No. 103 of 1948); the same applies hereinafter) or a tax accountant: the candidate's name, location of office, date of birth, and brief biographical outline; or
- (b) where the candidate is an auditing firm or a tax account corporation: the candidate's name, location of principal office, and corporate history;
- (ii) when the person has not yet consented to assume the position, that fact;
- (iii) if the accounting advisor has an opinion pursuant to the provisions of Article 345, paragraph (1) of the Act, a summary of the content of that opinion; and
- (iv) when the candidate is a person who has been subject to a disposition for the suspension of business within past two years, among the matters pertaining to the disposition, matters that the stock company has determined appropriate to state in the Reference Documents for Shareholders Meeting.

(Proposals Related to the Election of Company Auditors)

Article 76 (1) In a case where a director submits a proposal related to the election of company auditors, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the names, dates of birth, and brief biographical outlines of candidates;
 - (ii) when a relationship exists between a candidate and the stock company wherein either is a specially interested party, a summary of the facts;
 - (iii) when the person has not yet consented to assume the position, that fact;
 - (iv) when the proposal has been submitted due to a request pursuant to Article 343, paragraph (2) of the Act, that fact; and
 - (v) if the company auditor has an opinion pursuant to the provisions of Article 345, paragraph (1) of the Act, as applied mutatis mutandis pursuant to paragraph (4) of the same Article, a summary of the content of that opinion.
- (2) In the cases prescribed in the preceding paragraph, when the stock company is a Public Company, the Reference Documents for Shareholders Meeting must state the following matters:
- (i) the number of shares of the stock company held by the candidates (in the case of a Company with Class Shares, the classes of shares and the number per class);
 - (ii) when a fact exists that falls under an important concurrent holding of positions as prescribed in Article 121, item (vii) in the case where a candidate were to assume office as a company auditor of the stock company, that fact; and
 - (iii) when a candidate currently is a company auditor of the stock company, the position at the stock company.
- (3) In the cases prescribed in paragraph (1), when the stock company is a Public

Company and is a Subsidiary Company of another Company, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) when a candidate currently is an Executive of the relevant other Company (including a Subsidiary Company (excluding the stock company) of the relevant other Company; hereinafter the same applies in this paragraph), the position and assignment at the relevant other Company; and
 - (ii) when the stock company is aware that a candidate was an Executive of the relevant other Company in the past five years, the position and assignment at the relevant other Company.
- (4) In the cases prescribed in paragraph (1), when a candidate is a Candidate for Outside Company Auditor, the Reference Documents for Shareholders Meeting must state the following matters (excluding the matters listed in item (iii) through item (vii) in the case where the stock company is not a Public Company):
- (i) the fact that the candidate is a Candidate for Outside Company Auditor;
 - (ii) the reason why the candidate is designated as a Candidate for Outside Company Auditor;
 - (iii) when the candidate currently is an Outside Company Auditor of the stock company (limited to Outside Officers; hereinafter the same applies in this paragraph), and if a fact exists of a violation of laws and regulations or the articles of incorporation or other unfair execution of business at the stock company during the term of office after the candidate was ultimately elected (excluding those that are unimportant), that fact and a summary of the acts taken by the candidate to prevent the occurrence of the fact and the acts taken in response after the occurrence of the fact;
 - (iv) if the candidate has held office in the past five years as a director, executive officer, or company auditor of another stock company, and when the stock company is aware that a fact exists of a violation of laws and regulations or the articles of incorporation or other unfair execution of business during the term of office at the relevant other stock company, that fact (excluding those that are unimportant, and including a summary of the acts taken by the candidate to prevent the occurrence of the fact and the acts taken in response after the occurrence of the fact when the candidate was an Outside Director or company auditor at the relevant other stock company);
 - (v) when the candidate is a person who was not involved in the past in the management of a Company (including a Foreign Company) by a method other than serving as Outside Director or Outside Company Auditor, the reason why the stock company has determined that the candidate, having no involvement in management, is capable of properly executing the duties as an Outside Company Auditor;
 - (vi) when the stock company is aware that the candidate falls under any of the

following, that fact:

- (a) that the candidate is an Executive of a Specified Associated Service Provider of the stock company;
- (b) that the candidate is to receive, or has received in the past two years, a large amount of money or other assets (excluding Remuneration, etc. as a company auditor) from the stock company or a Specified Associated Service Provider of the stock company;
- (c) that the candidate is a spouse or a relative within a third degree of kinship, or other person equivalent thereto of an Executive of the stock company or a Specified Associated Service Provider of the stock company (excluding those that are unimportant);
- (d) that the candidate has been an Executive of a Specified Associated Service Provider of the stock company in the past five years; or
- (e) that in a case where the stock company has succeeded to or received assignment of rights and obligations held by another stock company in relation to its business undertakings due to a Merger, etc. in the past two years, the candidate was not an Outside Company Auditor of the stock company, and was an Executive of the relevant other stock company immediately prior to the Merger, etc.
- (vii) when the candidate is currently a company auditor of the stock company, the number of years since assuming the office of company auditor;
- (viii) when a contract under Article 427, paragraph (1) of the Act has been concluded, or is to be concluded, between the candidate and the stock company, a summary of the content of that contract; and
- (ix) when the candidate has an opinion regarding the statements related to the matters listed in the preceding items, the content of that opinion.

(Proposals Related to the Election of Financial Auditors)

Article 77 In a case where a director submits a proposal related to the election of financial auditors, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the matters as prescribed in the following (a) or (b), in accordance with the categories of the cases listed therein:
 - (a) where the candidate is a certified public accountant: the candidate's name, location of office, date of birth and brief biographical outline; or
 - (b) in a case where the candidate is an auditing firm: the candidate's name, location of principal office, and corporate history.
- (ii) when the person has not yet consented to assume the position, that fact;
- (iii) when the proposal has been submitted due to a request pursuant to Article 344, paragraph (2), item (i) or item (ii) of the Act, that fact;
- (iv) if the financial auditor has an opinion pursuant to the provisions of Article

- 345, paragraph (1) of the Act, as applied mutatis mutandis pursuant to paragraph (5) of the same Article, a summary of the content of that opinion;
- (v) when the candidate is a person who is actually subject to a disposition for the suspension of business for whom the period of such suspension has not yet elapsed, matters pertaining to the disposition;
 - (vi) when the candidate is a person who has been subject to a disposition for the suspension of business within past two years, among the matters pertaining to the disposition, matters that the stock company has determined appropriate to state in the Reference Documents for Shareholders Meeting; and
 - (vii) when the stock company is a Public Company, and if the candidate is to receive, or has received in the past two years, from the stock company, the Parent Company of same, or a Subsidiary Company (excluding the stock company) of the Parent Company (in a case where the stock company has no Parent Company, the stock company) or an Affiliated Company (including an equivalent to a Subsidiary Company and an Affiliated Company in the case where the Parent Company is not a Company), a large amount of money or other economic benefits (excluding Remuneration, etc. received from these entities as a financial auditor (including those equivalent thereto pursuant to the provisions of laws and regulations other than the Act) and payment for business as provided for in Article 2, paragraph (1) of the Certified Public Accountants Act), the content of that benefit.

Division 3 Dismissal of Officers

(Proposals Related to the Dismissal of a Director)

Article 78 In a case where a director submits a proposal related to the dismissal of a director, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the name of the director(s); and
- (ii) the reason for dismissal.

(Proposals Related to the Dismissal of an Accounting Advisor)

Article 79 In a case where a director submits a proposal related to the dismissal of an accounting advisor, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the name of the accounting advisor(s);
- (ii) the reason for dismissal; and
- (iii) if the accounting advisor has an opinion pursuant to the provisions of Article 345, paragraph (1) of the Act, a summary of the content of that opinion.

(Proposals Related to the Dismissal of a Company Auditor)

Article 80 In a case where a director submits a proposal related to the dismissal of a company auditor, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the name of the company auditor(s);
- (ii) the reason for dismissal; and
- (iii) if the company auditor has an opinion pursuant to the provisions of Article 345, paragraph (1) of the Act, as applied mutatis mutandis pursuant to paragraph (4) of the same Article, a summary of the content of that opinion.

(Proposals Related to the Dismissal of or Refusal to Reelect a Financial Auditor)

Article 81 In a case where a director submits a proposal related to the dismissal of or refusal to reelect a financial auditor, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the name of the financial auditor;
- (ii) the reason for dismissal or refusal to reelect;
- (iii) when the proposal has been submitted due to a request pursuant to Article 344, paragraph (2), item (ii) or item (iii) of the Act, that fact; and
- (iv) if the financial auditor has an opinion pursuant to the provisions of Article 345, paragraph (1) of the Act, as applied mutatis mutandis pursuant to paragraph (5) of the same Article, a summary of the content of that opinion.

Division 4 Remuneration, etc. of Officers

(Proposals Related to the Remuneration, etc. of Directors)

Article 82 (1) In a case where a director submits a proposal related to the Remuneration, etc. of directors, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the criteria for calculation of the matters listed in the items of Article 361, paragraph (1) of the Act;
- (ii) when a proposal makes a change to one of the matters listed in the items of Article 361, paragraph (1) of the Act already prescribed, the reason for the change;
- (iii) when a proposal has provisions regarding two or more directors, the number of directors pertaining to the provision; and
- (iv) when a proposal relates to a retirement allowance a brief biographical outline of each retiring director.

(2) In the cases prescribed in item (iv) of the preceding paragraph, when the proposal is to leave to the discretion of directors, company auditors, or other

third parties the determination of the amount of the retirement allowance in accordance with specified criteria, the Reference Documents for Shareholders Meeting must state the content of the specified criteria; provided, however, that this does not apply in a case where appropriate measures are taken to enable each shareholder to know the criteria.

- (3) In the cases prescribed in paragraph (1), when the stock company is a Public Company and a portion of the directors consists of Outside Directors (limited to Outside Officers; hereinafter the same applies in this paragraph), the Reference Documents for Shareholders Meeting must state the matters listed in item (i) through item (iii) of paragraph (1) related to Outside Directors, stating separately directors other than Outside Directors.

(Proposals Related to the Remuneration, etc. of Accounting Advisors)

Article 83 (1) In a case where a director submits a proposal related to the Remuneration, etc. of accounting advisors, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the criteria for calculation provided for in Article 379, paragraph (1) of the Act;
 - (ii) when a proposal makes a change to one of the matters listed in Article 379, paragraph (1) of the Act already prescribed, the reason for the change;
 - (iii) when a proposal has provisions regarding two or more accounting advisors, the number of accounting advisors pertaining to the provision;
 - (iv) when a proposal relates to a retirement allowance, a brief biographical outline of each retiring accounting advisor; and
 - (v) if the accounting advisor has an opinion pursuant to the provisions of Article 379, paragraph (3) of the Act, a summary of the content of that opinion.
- (2) In the cases prescribed in item (iv) of the preceding paragraph, when the proposal is to leave to the discretion of directors, company auditors, or other third parties the determination of the amount of the retirement allowance in accordance with specified criteria, the Reference Documents for Shareholders Meeting must state the content of the specified criteria; provided, however, that this does not apply in a case where appropriate measures are taken to enable each shareholder to know the criteria.

(Proposals Related to the Remuneration, etc. of Company Auditors)

Article 84 (1) In a case where a director submits a proposal related to the Remuneration, etc. of company auditors, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the criteria for calculation provided for in Article 387, paragraph (1) of the Act;

- (ii) when a proposal makes a change to one of the matters listed in Article 387, paragraph (1) of the Act already prescribed, the reason for the change;
 - (iii) when a proposal has provisions regarding two or more company auditors, the number of company auditors pertaining to the provision;
 - (iv) when a proposal relates to a retirement allowance, a brief biographical outline of each retiring company auditor; and
 - (v) if the company auditor has an opinion pursuant to the provisions of Article 387, paragraph (3) of the Act, a summary of the content of that opinion.
- (2) In the cases prescribed in item (iv) of the preceding paragraph, when the proposal is to leave to the discretion of directors, company auditors, or other third parties the determination of the amount of the retirement allowance in accordance with specified criteria, the Reference Documents for Shareholders Meeting must state the content of the specified criteria; provided, however, that this does not apply in a case where appropriate measures are taken to enable each shareholder to know the criteria.

(Proposals for Granting Retirement Allowances to Officers, etc. Who Received Exemptions from Liability)

Article 84-2 In the cases listed in following items, when a director submits a proposal related to a resolution for approval provided for in Article 425, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 426, paragraph (6) and Article 427, paragraph (5) of the Act), the Reference Documents for Shareholders Meeting must state the amount provided for in the items of Article 114 to be obtained by any Officer, etc. deemed to be exempt from liability or to not bear liability, and the content provided for in the items of Article 115 to be awarded to the Officer, etc.:

- (i) where Officers, etc. have been exempted from liability pursuant to the resolution provided for in Article 425, paragraph (1) of the Act;
- (ii) where Officers, etc. have been exempted from liability pursuant to the provisions of the articles of incorporation provided for in Article 426, paragraph (1) of the Act; or
- (iii) where Outside Directors, etc. as provided for in Article 427, paragraph (1) of the Act were deemed not to bear liability pursuant to a contract provided for in the same paragraph for compensation for damages for the portion exceeding the limit provided for in the same paragraph.

Division 5 Approval of Accounting Documents

Article 85 When a director submits a proposal related to approval of Accounting Documents, in the cases listed in the following items, the Reference Documents for Shareholders Meeting must state the matters prescribed therein:

- (i) if the financial auditor has an opinion pursuant to the provisions of Article 398, paragraph (1) of the Act: a summary of the content of that opinion; or
- (ii) where the stock company is a Company with Board of Directors, when the board of directors has an opinion: a summary of the content of that opinion.

Division 6 Approval of a Merger Agreement, etc.

(Proposals Related to Approval of an Absorption-Type Merger Agreement)

Article 86 In a case where a director submits a proposal related to approval of an absorption-type merger agreement, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the reason for carrying out the Absorption-Type Merger;
- (ii) a summary of the content of the absorption-type merger agreement;
- (iii) where the relevant stock company is to be the Stock Company Disappearing in the Absorption-Type Merger, when the matters listed in the items of Article 182, paragraph (1) (excluding item (v) and item (vi)) are present on the date on which the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of those matters; and
- (iv) when the relevant stock company is to be the Stock Company Surviving the Absorption-Type Merger, and the matters listed in the items of Article 191, paragraph (1) (excluding item (vi) and item (vii)) are present on the date on which the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of those matters.

(Proposals Related to Approval of an Absorption-Type Company Split Agreement)

Article 87 When a director submits a proposal related to approval of an absorption-type company split agreement, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the reason for carrying out the Absorption-Type Company Split;
- (ii) a summary of the content of the absorption-type company split agreement;
- (iii) when the relevant stock company is to be the Stock Company Splitting in the Absorption-Type Split, and the matters listed in the items of Article 183 (excluding item (ii), item (vi), and item (vii)) are present on the date on which the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of those matters; and
- (iv) when the relevant stock company is to be the Stock Company Succeeding in the Absorption-Type Split, and the matters listed in the items of Article 192 (excluding item (ii), item (vii) and item (viii)) are present on the date on which the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of those matters.

(Proposals Related to Approval of a Share Exchange Agreement)

Article 88 In a case where a director submits a proposal related to approval of a share exchange agreement, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the reason for carrying out the Share Exchange;
- (ii) a summary of the content of the share exchange agreement;
- (iii) when the relevant stock company is to be the Wholly Owned Subsidiary Company Resulting from the Share Exchange, and the matters listed in the items of Article 184, paragraph (1) (excluding item (v) and item (vi)) are present on the date on which the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of those matters; and
- (iv) when the relevant stock company is to be the Wholly Owing Parent Stock Company Resulting from the Share Exchange, and the matters listed in the items of Article 193 (excluding item (v) and item (vi)) are present on the date on which the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of those matters.

(Proposals Related to Approval of a Consolidation-Type Merger Agreement)

Article 89 In a case where a director submits a proposal related to approval of a consolidation-type merger agreement, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the reason for carrying out the Consolidation-Type Merger;
- (ii) a summary of the content of the consolidation-type merger agreement;
- (iii) when the relevant stock company is to be a Stock Company Disappearing in the Consolidation-Type Merger, and the matters listed in the items of Article 204 (excluding item (vi) and item (vii)) are present on the date on which the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of those matters;
- (iv) matters provided for in Article 74 regarding persons who are to become the directors of a Stock Company Incorporated in a Consolidation-Type Merger;
- (v) when a Stock Company Incorporated in a Consolidation-Type Merger is a Company with Accounting Advisors, the matters provided for in Article 75 regarding persons who are to become accounting advisors of the Stock Company Incorporated in a Consolidation-Type Merger;
- (vi) when a Stock Company Incorporated in a Consolidation-Type Merger is a Company with Company Auditors (including stock companies the articles of incorporation of which contain provisions limiting the scope of audits by company auditors to matters related to accounting), the matters provided for in Article 76 regarding the persons who are to become company auditors of the Stock Company Incorporated in a Consolidation-Type Merger; and

(vii) when a Stock Company Incorporated in a Consolidation-Type Merger is a Company with Financial Auditors, the matters provided for in Article 77 regarding the persons who are to become financial auditors of the Stock Company Incorporated in a Consolidation-Type Merger.

(Proposals Related to Approval of an Incorporation-Type Company Split Plan)

Article 90 In a case where a director submits a proposal related to approval of an incorporation-type company split plan, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the reason for carrying out the Incorporation-Type Company Split;
- (ii) a summary of the content of the incorporation-type company split plan; and
- (iii) when the relevant stock company is to be the Stock Company Splitting in the Incorporation-Type Split, and the matters listed in the items of Article 205 (excluding item (vii) and item (viii)) are present on the date on which the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of those matters.

(Proposals Related to Approval of a Share Transfer Plan)

Article 91 In a case where a director submits a proposal related to approval of a share transfer plan, the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the reason for carrying out the Share Transfer;
- (ii) a summary of the content of the share transfer plan;
- (iii) when the relevant stock company is to be the Wholly Owned Subsidiary Company Resulting from the Share Transfer, and the matters listed in the items of Article 206 (excluding item (v) and item (vi)) are present on the date on which the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of those matters;
- (iv) the matters provided for in Article 74 regarding the persons who are to become directors of the Wholly Owing Parent Company Incorporated in the Share Transfer;
- (v) when a Wholly Owing Parent Company Incorporated in a Share Transfer is a Company with Accounting Advisors, the matters provided for in Article 75 regarding the persons who are to become accounting advisors of the Wholly Owing Parent Company Incorporated in the Share Transfer;
- (vi) when a Wholly Owing Parent Company Incorporated in a Share Transfer is a Company with Company Auditors (including stock companies the articles of incorporation of which contain provisions limiting the scope of audits by company auditors to matters related to accounting), the matters provided for in Article 76 regarding the persons who are to become company auditor of the Wholly Owing Parent Company Incorporated in the Share Transfer; and

(vii) when a Wholly Owing Parent Company Incorporated in a Share Transfer is a Company with Financial Auditors, the matters provided for in Article 77 regarding the persons who are to become financial auditors of the Wholly Owing Parent Company Incorporated in the Share Transfer.

(Proposals Related to Approval of an Agreement Pertaining to a Business Transfer, etc.)

Article 92 In a case where a director submits a proposal related to approval of an agreement pertaining to Business Transfer, etc., the Reference Documents for Shareholders Meeting must state the following matters:

- (i) the reason for carrying out the Business Transfer, etc.;
- (ii) a summary of the content of the agreement pertaining to the Business Transfer, etc.; and
- (iii) a summary of matters related to the appropriateness of the calculation of the price the relevant stock company is to receive or the price for delivery to the other party to the agreement pursuant to the agreement.

Division 7 Matters to Be Stated in the Case of a Shareholder Proposal

Article 93 (1) When a proposal is related to a submission by a shareholder, the Reference Documents for Shareholders Meeting must state the following matters (where the matters listed in item (iii) or item (iv) are composed of a large number of characters, marks, or other script such that stating their entirety in the Reference Documents for Shareholders Meeting is not appropriate (including the cases where the amount prescribed as appropriate for stating the entirety by the stock company is exceeded), a summary of those matters):

- (i) the fact that the proposal relates to a submission by a shareholder;
- (ii) when a director (in the case of Company with Board of Directors, the board of directors) has an opinion with respect to a proposal, a summary of the content of that opinion;
- (iii) when a shareholder notified a stock company of a reason for the proposal at a request pursuant to the provisions of Article 305, paragraph (1) of the Act (excluding the reason for the proposal when it is clearly false, or when the proposal is recognized as being made for the purpose of merely damaging the reputation of or insulting a person), that reason; and
- (iv) when a proposal is related to the election of one of the persons listed in (a) through (d) below, and if the shareholder has notified the stock company of the matters prescribed in (a) through (d) below at the request pursuant to the provisions of Article 305, paragraph (1) of the Act (excluding those

matters in cases where those matters are clearly false), the content of these matters:

- (a) directors: the matters provided for in Article 74;
 - (b) accounting advisors: the matters provided for in Article 75;
 - (c) company auditors: the matters provided for in Article 76;
 - (d) financial auditors: the matters provided for in Article 77.
- (2) If two or more shareholders have submitted a proposal with the same purpose, the Reference Documents for Shareholders Meeting need not separately state that proposal and the content of the opinions of directors (in the case of a Company with Board of Directors, the board of directors) on the proposals; provided, however, that the fact that two or more shareholders have submitted proposals with the same purpose must be stated.
- (3) If reasons have been submitted by two or more shareholders for proposals with the same purpose, the Reference Documents for Shareholders Meeting need not separately state the reasons for those proposals.

Division 8 Special Provisions on Statements in Reference Documents for Shareholders Meeting

Article 94 (1) In a case where measures are taken to make information pertaining to matters to be stated in Reference Documents for Shareholders Meeting (excluding the matters listed below) available for provision to shareholders continuously by Electronic or Magnetic Means from the time of dispatch of the Notice of Calling pertaining to the relevant shareholders meeting until the date on which three months have elapsed from the date of the shareholders meeting (among the methods listed in Article 222, paragraph (1), item (i) (b), limited to those performed by a method using an Automatic Public Transmission Server (meaning a server with a function that automatically transmits to the public information recorded on a part of its recording media which is for use in automatic public transmission, or information that has been input to the server, and which transmits such information through its connection to a telecommunications line for public use; the same applies hereinafter) connected to the Internet), those matters are deemed to have been provided to shareholders in the Reference Documents for Shareholders Meeting in which those matters are stated; provided, however, that this is limited to cases where the articles of incorporation contain provisions for taking the measures of this paragraph:

- (i) proposals;
- (ii) the matters in the case where the matters listed in Article 133, paragraph (3), item (i) of the Act are to be stated in the Reference Documents for Shareholders Meeting;

- (iii) matters to be stated in the Reference Documents for Shareholders Meeting pursuant to the provisions of the following paragraph;
 - (iv) matters in the case where the company auditor or audit committee states an objection with regard to taking the measures under this paragraph with respect to matters to be stated in the Reference Documents for Shareholders Meeting (excluding the matters listed in the preceding two items).
- (2) In the case of the preceding paragraph, the Reference Documents for Shareholders Meeting provided to shareholders must state the letters and symbols or any other code or combination thereof, that are used to identify, on the Internet, from among the Automatic Public Transmission Servers that are utilized for measures as set forth in that paragraph the part of the server that is being used for the purpose of undertaking the relevant measures, and that allow the person to whom information is provided to inspect the contents of the information and record the information in a computer file after directly inputting the letters, symbols, or codes into the computer the person is using.

Subsection 3 General Meetings of Class Shareholders

Article 95 The following provisions apply mutatis mutandis to the matters prescribed in each item:

- (i) Article 63 (excluding item (i)): the matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 298, paragraph (1), item (v) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;
- (ii) Article 64: the matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 298, paragraph (2) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;
- (iii) Article 65 and the preceding Subsection: Reference Documents for Shareholders Meeting for a General Meeting of Class Shareholders;
- (iv) Article 66: Voting Forms for a General Meeting of Class Shareholders;
- (v) Article 67: the shareholders prescribed by Ordinance of the Ministry of Justice as provided for in Article 308, paragraph (1) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;
- (vi) Article 69: the time prescribed by Ordinance of the Ministry of Justice as provided for in Article 311, paragraph (1) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;
- (vii) Article 70: the time prescribed by Ordinance of the Ministry of Justice as provided for in Article 312, paragraph (1) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;
- (viii) Article 71: the cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 314 of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;

- (ix) Article 72: the preparation of minutes pursuant to the provisions of Article 318, paragraph (1) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act.

Section 2 Election of Company Officers

(Election of Alternate Company Officers)

- Article 96 (1) The election of alternate Company Officers pursuant to the provisions of Article 329, paragraph (2) of the Act (excluding executive officers; hereinafter the same applies in this Article) is governed by the provisions of this Article.
- (2) When an alternate Company Officer is elected pursuant to a resolution provided for in Article 329, paragraph (2) of the Act, the decision must be made in combination with the following matters:
- (i) the fact that the candidate is an alternate Company Officer;
 - (ii) when the candidate is to be elected as an alternate Outside Director, that fact;
 - (iii) when the candidate is to be elected as an alternate Outside Company Auditor, that fact;
 - (iv) when the candidate is to be elected as an alternate Company Officer for one special Company Officer or for two or more special Company Officers, that fact and the name of the special Company Officer (in the case of an accounting advisor, the name);
 - (v) when two or more alternate Company Officers are to be elected as alternates for the same Company Officer (in the case of election as alternates for two or more Company Officers, the relevant two or more Company Officers), the priority order between those alternate Company Officers; and
 - (vi) when a rescission of the election is to be performed prior to an alternate Company Officer's assumption of the position, that fact and the procedure for performing the rescission.
- (3) The period during which a resolution pertaining to the election of an alternate Company Officer is effective is until the time of the start of the first annual shareholders meeting held after the resolution, unless otherwise provided for in the articles of incorporation; provided, however, that shortening of that period by a resolution at the shareholders meeting (in the case of election of the alternate Company Officer by a resolution at a General Meeting of Class Shareholders according to the provisions concerning matters listed in Article 108, paragraph (1), item (ix) of the Act, the General Meeting of Class Shareholders) is not precluded.

(Election of Directors by Cumulative Vote)

Article 97 (1) The matters prescribed by Ordinance of the Ministry of Justice pursuant to the provisions of Article 342, paragraph (5) of the Act are governed by the provisions of this Article.

(2) In a case where a request has been made pursuant to the provisions of Article 342, paragraph (1) of the Act, a director (the chairperson of the shareholders meeting, if any; or the shareholder making the request, in the case where no director or chairperson exists) must disclose prior to a resolution of election of directors at a shareholders meeting under the same paragraph that directors will be elected as provided for in paragraph (3) through paragraph (5) of the same Article.

(3) In the case of Article 342, paragraph (4) of the Act, when directors in the number thereof who are to be elected at the shareholders meeting under paragraph (1) of the same Article cannot be regarded as having been the next in order to be elected as directors following the person who obtained the largest number of votes due to the fact that two or more persons have obtained the same number of votes, within a scope that does not exceed the number of directors who are to be elected at the meeting, the number that can be deemed as being the next in order to be elected as directors following the person who obtained the largest number of votes is deemed to have been elected directors following the person who obtained the largest number of votes.

(4) In the cases prescribed in the preceding paragraph, the number of directors obtained by subtracting the number of those deemed to have been elected as directors pursuant to the provisions of the preceding paragraph from the number of directors to be elected at a shareholders meeting under Article 342, paragraph (1) of the Act is elected by a resolution at the shareholders meeting, without complying with the provisions of paragraph (3) and paragraph (4) of the same Article.

Section 3 Directors

Article 98 (1) The systems prescribed by Ordinance of the Ministry of Justice as provided for in Article 348, paragraph (3), item (iv) of the Act are the following systems:

- (i) systems related to the retention and management of information pertaining to the execution of the duties of a director;
- (ii) rules and other systems related to management of the risk of loss;
- (iii) systems to ensure that the execution of the duties of a director is performed efficiently;
- (iv) systems to ensure that the execution of the duties of an employee complies with laws and regulations and the articles of incorporation; and
- (v) systems to ensure the propriety of business activities in a group of

enterprises comprised of the stock company and any Parent Company and Subsidiary Companies thereof.

- (2) In the case of a stock company having two or more directors, the systems provided for in the preceding paragraph include systems for ensuring that business decisions are carried out properly.
- (3) In the case of a stock company other than a Company with Company Auditors, the systems provided for in paragraph (1) include systems for ensuring that directors report to shareholders on matters to be reported.
- (4) In the case of a Company with Company Auditors (including stock companies for which the articles of incorporation contain provisions limiting the scope of audits by company auditors to matters related to accounting), the systems provided for in paragraph (1) include the following systems:
 - (i) matters related to the employee if a company auditor has requested that an employee be appointed to assist with the duties of the auditor;
 - (ii) matters related to the independence of the employee under the preceding item from the directors;
 - (iii) a system for the directors and the employee to report to the company auditor, and other systems related to reporting to the company auditor; and
 - (iv) other systems to ensure that audits by the company auditor are performed effectively.

Section 4 Board of Directors

(Matters to Be Prescribed by the Board of Directors upon Solicitation of Persons to Subscribe for Bonds)

- Article 99 (1) The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 362, paragraph (4), item (v) of the Act are the following:
- (i) when the determination of the matters listed in the items of Article 676 of the Act pertaining to two or more Solicitations (meaning the solicitation of Article 676 of the Act; hereinafter the same applies in this Article) is delegated, that fact;
 - (ii) the maximum total amount of Bonds for Subscription (in the cases prescribed in the preceding item, the aggregate total of the maximum total amounts of Bonds for Subscription pertaining to each Solicitation);
 - (iii) the maximum interest rate on Bonds for Subscription and an outline of other matters related to the interest rate; and
 - (iv) the minimum amount of the total Amount to Be Paid in (meaning the amount to be paid in provided for in Article 676, item (ix) of the Act; hereinafter the same applies in this item) for Bonds for Subscription and an outline of other matters related to the Amount to Be Paid in.
- (2) Notwithstanding the provisions of the preceding paragraph, when the

determination of the matters listed in the items of Article 676 of the Act pertaining to the Solicitation of Trust Bonds (limited to those bearing liability for performance of debt obligations related to the Trust Bonds only with respect to property that is part of the Trust Property) is delegated, the matter prescribed by Ordinance of the Ministry of Justice as provided for in Article 362, paragraph (4), item (v) of the Act is the fact that the determination is delegated.

(Systems for Ensuring the Propriety of Business Activities)

Article 100 (1) The systems prescribed by Ordinance of the Ministry of Justice as provided for in Article 362, paragraph (4), item (vi) of the Act are the following systems:

- (i) systems related to the retention and management of information pertaining to the execution of the duties of a director;
 - (ii) rules and other systems related to management of the risk of loss;
 - (iii) systems to ensure that the execution of the duties of a director is performed efficiently;
 - (iv) systems to ensure that the execution of the duties of an employee complies with laws and regulations and the articles of incorporation; and
 - (v) systems to ensure the propriety of business activities in a group of enterprises comprised of the relevant stock company and any Parent Company and Subsidiary Companies thereof.
- (2) In the case of a stock company other than a Company with Company Auditors, the systems provided for in the preceding paragraph include systems for directors to report to shareholders on matters to be reported.
- (3) In the case of a Company with Company Auditors (including stock companies the articles of incorporation of which contain provisions limiting the scope of audits by company auditors to matters related to accounting), the systems provided for in paragraph (1) include the following systems:
- (i) matters related to the employee if a company auditor has requested that an employee be appointed to assist with the duties of the auditor;
 - (ii) matters related to the independence of the employee under the preceding item from the directors;
 - (iii) a system for the directors and the employee to report to the company auditor, and other systems related to reporting to the company auditor;
 - (iv) other systems to ensure that audits by the company auditor are performed effectively.

(Minutes of Board of Directors Meetings)

Article 101 (1) The preparation of minutes of board of directors meetings pursuant to the provisions of Article 369, paragraph (3) of the Act is governed

by the provisions of this Article.

- (2) Minutes of board of directors meetings must be prepared in writing or as Electronic or Magnetic Records.
- (3) Minutes of board of directors meetings must have the following matters as content:
 - (i) the date, time, and place where the board of directors meeting was held (including the method of the attendance in cases where directors, executive officers, accounting advisors, company auditors, financial auditors, or shareholders not at the place were in attendance at the board of directors meeting);
 - (ii) when the board of directors meeting is the board of directors meeting under Article 373, paragraph (2) of the Act, that fact;
 - (iii) when the board of directors meeting falls under any of the following, that fact:
 - (a) the meeting was called at the request of a director pursuant to the provisions of Article 366, paragraph (2) of the Act;
 - (b) the meeting was called by a director pursuant to the provisions of Article 366, paragraph (3) of the Act;
 - (c) the meeting was called at the request of a shareholder pursuant to the provisions of Article 367, paragraph (1) of the Act;
 - (d) the meeting was called by a shareholder pursuant to the provisions of Article 366, paragraph (3) of the Act, as applied mutatis mutandis pursuant to Article 367, paragraph (3) of the Act;
 - (e) the meeting was called at the request of a company auditor pursuant to the provisions of Article 383, paragraph (2) of the Act;
 - (f) the meeting was called by a company auditor pursuant to the provisions of Article 383, paragraph (3) of the Act;
 - (g) the meeting was called by a person appointed from committee members pursuant to the provisions of Article 417, paragraph (1) of the Act;
 - (h) the meeting was called at the request of an executive officer pursuant to the provisions of the first sentence of Article 417, paragraph (2) of the Act;
or
 - (i) the meeting was called by an executive officer pursuant to the provisions of the second sentence of Article 417, paragraph (2) of the Act;
 - (iv) a summary of the progress of the agenda of the board of directors meeting and the results thereof;
 - (v) when a director is a specially interested party regarding a matter requiring a resolution, the name of the director;
 - (vi) when opinions or oral statements are offered at the board of directors meeting pursuant to the following provisions, a summary of those opinions or oral statements:

- (a) Article 365, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 419, paragraph (2) of the Act);
 - (b) Article 367, paragraph (4) of the Act;
 - (c) Article 376, paragraph (1) of the Act;
 - (d) Article 382 of the Act;
 - (e) Article 383, paragraph (1) of the Act; or
 - (f) Article 406 of the Act;
 - (vii) the names of executive officers, accounting advisors, financial auditors, and shareholders in attendance at the board of directors meeting; and
 - (viii) the name of the chairperson of the board of directors meeting, if any.
- (4) In the cases listed in the following items, the minutes of board of directors meetings are to have the matters prescribed in each item as content:
- (i) where a resolution is deemed to have been adopted at the board of directors meeting pursuant to the provisions of Article 370 of the Act: the following matters:
 - (a) the content of the matters about which a resolution is deemed to have been adopted at the board of directors meeting;
 - (b) the name(s) of the director(s) proposing the matter of (a);
 - (c) the date on which the resolution is deemed to have been adopted at the board of directors meeting; and
 - (d) the name of the director performing duties pertaining to preparation of the minutes; or
 - (ii) where a report to the board of directors is deemed unnecessary pursuant to the provisions of Article 372, paragraph (1) of the Act (including cases where it is applied by replacing certain terms pursuant to the provisions of paragraph (3) of the same Article): the following matters:
 - (a) the content of the matters about which a report to the board of directors is deemed unnecessary;
 - (b) the date on which the report to the board of directors was deemed unnecessary; and
 - (c) the name of the director performing duties pertaining to preparation of the minutes.

Section 5 Accounting Advisors

(Content of Accounting Advisors' Reports)

Article 102 Accounting advisors' reports to be prepared pursuant to the provisions of Article 374, paragraph (1) of the Act must have the following matters as content:

- (i) main matters agreed upon by a Company with Accounting Advisors regarding the performance of duties by accounting advisors;

- (ii) types of Accounting Documents to be prepared jointly by directors or executive officers, and accounting advisors;
- (iii) general principles and procedures of accounting practices employed in the preparation of Accounting Documents, and methods of indication and other basic matters for preparation of Accounting Documents, as listed below (excluding those with little importance):
 - (a) the valuation criteria and valuation methods for assets;
 - (b) the depreciation methods for fixed assets;
 - (c) the recording criteria for allowances;
 - (d) the recording criteria for profits and expenses;
 - (e) other important basic matters for preparation of Accounting Documents;
- (iv) types of materials used in preparation of Accounting Documents and other processes and methods of preparation of Accounting Documents;
- (v) when the materials provided for in the preceding item fall under the following grounds, that fact and the reason thereof:
 - (a) when the materials were prepared extremely late;
 - (b) when false statements were made regarding important matters in the materials;
- (vi) when materials required for preparation of Accounting Documents have not been prepared or have not been appropriately retained, that fact and the reason thereof;
- (vii) collection of any report made by the accounting advisor for the preparation of Accounting Documents and the results of any investigation; and
- (viii) main matters about which the accounting advisor consulted with directors or executive officers in the preparation of Accounting Documents.

(Keeping of Financial Statements, etc.)

Article 103 (1) When an accounting advisor prescribes, pursuant to the provisions of Article 378, paragraph (1) of the Act, a place for keeping the materials listed in the items of the same paragraph (hereinafter referred to as "Place for Keeping Accounting Advisors' Reports, etc." in this Article), it is governed by the provisions of this Article.

(2) The accounting advisor must prescribe a Place for Keeping Accounting Advisors' Reports, etc. from among the places of the offices of the certified public accountant or the auditing firm, or the tax accountant or the tax accountant corporation that is the accounting advisor (when the accounting advisor is a person engaged at all times in the business provided for in Article 2, paragraph (3) of the Certified Public Tax Accountant Act (Act No. 237 of 1951) as an assistant to a tax accountant or tax accounting corporation pursuant to the provisions of the same paragraph, the office of the engaging tax accountant or tax accounting corporation).

- (3) The accounting advisor must prescribe a place differing from the head office or branch office of a Company with Accounting Advisors as the Place for Keeping Accounting Advisors' Reports, etc.
- (4) When the accounting advisor prescribes the Place for Keeping Accounting Advisors' Reports, etc., the Place for Keeping Accounting Advisors' Reports, etc. must be notified without delay to the Company with Accounting Advisors.

(Inspection of Financial Statements)

Article 104 The case prescribed by Ordinance of the Ministry of Justice as provided for in Article 378, paragraph (2) of the Act is the case of outside the business hours of the certified public accountant or the auditing firm, or the tax accountant or the tax accounting corporation that is the accounting advisor.

Section 6 Company Auditors

(Preparation of Audit Reports)

- Article 105 (1) The matters prescribed by Ordinance of the Ministry of Justice pursuant to the provisions of Article 381, paragraph (1) of the Act are governed by the provisions of this Article.
- (2) The company auditor must, in order to properly execute the duties of the auditor, endeavor to communicate with the following persons and to improve the collection of information and the audit environment. In this case, a director or the board of directors must take care in the development of a system necessary for the execution of the duties of the company auditor:
 - (i) directors, accounting advisors, and employees of the relevant stock company;
 - (ii) directors, accounting advisors, executive officers, members who execute the business, a person who is to perform the duties under Article 598, paragraph (1) of the Act and other persons equivalent thereto, and employees of Subsidiary Companies of the relevant stock company; and
 - (iii) others with whom to communicate in the appropriate execution of duties by company auditors.
 - (3) The provisions of the preceding paragraph must not be construed as recognizing the creation and maintenance of relationships having a risk that the company auditor will become unable to maintain an attitude of fairness and impartiality and a stance of independence.
 - (4) The company auditor must endeavor to communicate and exchange information with other company auditors of the relevant stock company, and with company auditors and other persons equivalent thereto of the Parent Company and Subsidiary Companies of the stock company as needed in the execution of the duties of company auditor.

(Targets of Investigation by Company Auditors)

Article 106 The material prescribed by Ordinance of the Ministry of Justice as provided for in Article 384 of the Act is Electronic or Magnetic Records and other material.

(Preparation of Audit Reports)

Article 107 (1) The matters prescribed by Ordinance of the Ministry of Justice pursuant to the provisions of Article 389, paragraph (2) of the Act are governed by the provisions of this Article.

(2) The company auditor must, in order to properly execute the duties of the auditor, endeavor to communicate with the following persons and to improve the collection of information and the audit environment. In this case, a director or the board of directors must take care in the development of a system necessary for the execution of the duties of the company auditor:

(i) directors, accounting advisors, and employees of the relevant stock company;

(ii) directors, accounting advisors, executive officers, members who execute the business, a person who is to perform the duties under Article 598, paragraph (1) of the Act and other persons equivalent thereto, and employees of Subsidiary Companies of the relevant stock company; and

(iii) others with whom to communicate in the appropriate execution of duties by company accountants.

(3) The provisions of the preceding paragraph must not be construed as recognizing the creation and maintenance of relationships having a risk that the company auditor will become unable to maintain an attitude of fairness and impartiality and a stance of independence.

(4) The company auditor must endeavor to communicate and exchange information with other company auditors of the relevant stock company, and with company auditors and other persons equivalent thereto of the Parent Company and Subsidiary Companies of the stock company as needed in the execution of the duties of company auditor.

(Targets of Investigation by Company Auditors Limited by the Scope of Audits)

Article 108 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 389, paragraph (3) of the Act is the following:

(i) Accounting Documents;

(ii) the following proposals in cases where the proposals are submitted to the shareholders meeting:

(a) proposals related to the acquisition of shares of the relevant stock company (limited to the portion pertaining to the total amount of Monies,

- etc. delivered at the acquisition);
- (b) proposals related to the dividend of surplus (limited to the portion pertaining to the total amount of Monies, etc. delivered at the dividend of surplus);
- (c) proposals related to reduction of the amount of stated capital under Article 447, paragraph (1) of the Act;
- (d) proposals related to reduction of the amount of reserves under Article 448, paragraph (1) of the Act;
- (e) proposals related to increase in the amount of stated capital under Article 450, paragraph (1) of the Act;
- (f) proposals related to increase in the amount of reserves under Article 451, paragraph (1) of the Act; or
- (g) proposals related to appropriation of surplus of Article 452 of the Act;
- (iii) the following matters in cases where proposals including those matters are submitted to the shareholders meeting:
 - (a) matters related to the increased stated capital and capital reserve under Article 199, paragraph (1), item (v) of the Act;
 - (b) matters related to the increased stated capital and capital reserve under Article 236, paragraph (1), item (v) of the Act;
 - (c) matters related to the amount of stated capital and reserves under Article 749, paragraph (1), item (ii) (a) of the Act;
 - (d) matters related to the amount of stated capital and reserves under Article 753, paragraph (1), item (vi) of the Act;
 - (e) matters related to the amount of stated capital and reserves under Article 758, item (iv) (a) of the Act;
 - (f) matters related to the amount of stated capital and reserves under Article 763, item (vi) of the Act;
 - (g) matters related to the amount of stated capital and reserves under Article 768, paragraph (1), item (ii) (a) of the Act; or
 - (h) matters related to the amount of stated capital and reserves under Article 773, paragraph (1), item (v) of the Act; and
- (iv) beyond those listed in the preceding three items, matters equivalent thereto.

Section 7 Board of Company Auditors

- Article 109 (1) The preparation of minutes of board of company auditors meetings pursuant to the provisions of Article 393, paragraph (2) of the Act is governed by the provisions of this Article.
- (2) Minutes of meetings of the board of company auditors must be prepared in writing or as Electronic or Magnetic Records.

- (3) Minutes of meetings of the board of company auditors must have the following matters as content:
- (i) the date, time, and place where the board of company auditors meeting was held (including the method of the attendance in cases where company auditors, directors, accounting advisors, or financial auditors not at the place were in attendance at the board of company auditors meeting);
 - (ii) a summary of the progress of the agenda of the board of company auditors meeting and the results thereof;
 - (iii) when opinions or oral statements are offered at the board of company auditors meeting pursuant to the following provisions, a summary of those opinions or oral statements:
 - (a) Article 357, paragraph (1) of the Act when applied by replacing certain terms pursuant to the provisions of paragraph (2) of the same Article (including as applied mutatis mutandis pursuant to Article 482, paragraph (4) of the Act);
 - (b) Article 375, paragraph (1) of the Act when applied by replacing certain terms pursuant to the provisions of paragraph (2) of the same Article; or
 - (c) Article 397, paragraph (1) of the Act when applied by replacing certain terms pursuant to the provisions of paragraph (3) of the same Article;
 - (iv) the names of directors, accounting advisors, and financial auditors in attendance at the board of company auditors meeting; and
 - (v) the name of the chairperson of the board of company auditors meeting, if any.
- (4) In the case when a report to the board of company auditors is deemed unnecessary pursuant to the provisions of Article 395 of the Act, the minutes of the board of company auditors meeting are to have the following matters as content:
- (i) the content of the matters about which a report to the board of company auditors is deemed unnecessary;
 - (ii) the date on which the report to the board of company auditors was deemed unnecessary; and
 - (iii) the name of the company auditor performing duties pertaining to preparation of the minutes.

Section 8 Financial Auditors

- Article 110 (1) The matters prescribed by Ordinance of the Ministry of Justice pursuant to the provisions of the second sentence of Article 396, paragraph (1) of the Act are governed by the provisions of this Article.
- (2) The financial auditor must, in order to properly execute the duties of the financial auditor, endeavor to communicate with the following persons and to

improve the collection of information and the audit environment; provided, however, that this must not be construed as recognizing the creation and maintenance of relationships having a risk that the financial auditor will become unable to maintain an attitude of fairness and impartiality and a stance of independence:

- (i) directors, accounting advisors, and employees of the relevant stock company;
- (ii) directors, accounting advisors, executive officers, members who execute the business, those who are to perform the duties under Article 598, paragraph (1) of the Act and other persons equivalent thereto, and employees of Subsidiary Companies of the relevant stock company;
- (iii) others with whom to communicate in the appropriate execution of duties by financial auditors.

Section 9 Committees and Executive Officers

(Minutes of Committee Meetings)

Article 111 (1) The preparation of minutes of Committee meetings pursuant to the provisions of Article 412, paragraph (3) of the Act is governed by the provisions of this Article.

- (2) Minutes of Committee meetings must be prepared in writing or as Electronic or Magnetic Records.
- (3) Minutes of Committee meetings must have the following matters as content:
 - (i) the date, time, and place where the Committee meeting was held (including the manner of attendance in cases where directors, executive officers, accounting advisors, or financial auditors not at the place were in attendance at the committee meeting);
 - (ii) a summary of the progress of the agenda of the Committee meeting and the results thereof;
 - (iii) when a committee member is a specially interested party regarding a matter requiring a resolution, the name of the committee member;
 - (iv) when the Committee is the audit committee, and the following opinions or oral statements are offered, a summary of those opinions or oral statements:
 - (a) opinions and oral statements made at an audit committee meeting pursuant to the provisions of Article 375, paragraph (1) of the Act when applied by replacing certain terms pursuant to the provisions of paragraph (3) of the same Article;
 - (b) opinions and oral statements made at an audit committee meeting pursuant to the provisions of Article 397, paragraph (1) of the Act when applied by replacing certain terms pursuant to the provisions of paragraph (4) of the same Article; or

- (c) opinions and oral statements pertaining to a report in the case where the report to audit committee members carried out in the audit committee is to be carried out pursuant to the provisions of Article 419, paragraph (1) of the Act;
 - (v) the names of executive officers, accounting advisors, and financial auditors in attendance at the Committee meeting; and
 - (vi) the name of the chairperson of the Committee, if any.
- (4) When a report to Committee is deemed unnecessary pursuant to the provisions of Article 414 of the Act, the minutes of the Committee meeting are to have the following matters as content:
- (i) the content of the matters about which a report to the Committee is deemed unnecessary;
 - (ii) the date on which the report to the Committee was deemed unnecessary; and
 - (iii) the name of the committee member performing duties pertaining to preparation of the minutes.

(Systems for Ensuring the Propriety of Business Activities)

Article 112 (1) The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 416, paragraph (1), item (i) (b) of the Act are the following:

- (i) matters related to directors and employees to assist with the duties of the audit committee;
 - (ii) matters related to the independence of the directors and employees under the preceding item from the executive officers;
 - (iii) a system for the executive officers and the employees to report to the audit committee, and other systems related to reporting to the audit committee; and
 - (iv) other systems to ensure that audits by the audit committee are performed effectively.
- (2) The systems prescribed by Ordinance of the Ministry of Justice as provided for in Article 416, paragraph (1), item (i) (e) of the Act are the following systems:
- (i) systems related to the retention and management of information pertaining to the execution of the duties of an executive officer;
 - (ii) rules and other systems related to management of the risk of loss;
 - (iii) systems to ensure that the execution of the duties of an executive officer is performed efficiently;
 - (iv) systems to ensure that the execution of the duties of an employee complies with laws and regulations and the articles of incorporation; and
 - (v) systems to ensure the propriety of business activities in a group of

enterprises comprised of the relevant stock company and any Parent Company or Subsidiary Companies thereof.

Section 10 Liability for Damages of Officers, etc.

(Method of Calculation for the Amount of Remuneration, etc.)

Article 113 The amount calculated using the method prescribed by Ordinance of the Ministry of Justice as provided for in Article 425, paragraph (1), item (i) of the Act is the total of the following amounts:

(i) the greatest amount of the total amounts for each business year (limited to a business year including one of the days as prescribed in the following (a) through (c) and each prior business year, in accordance with the categories of cases listed therein) (in the case where the period of the business year is not one year, the amount when the total amount is converted to the amount per one year) of the amount of economic benefits that an Officer, etc. receives or is to receive from a stock company as remuneration, bonuses, and other consideration for performance of duties while the Officer, etc. is in office (excluding those prescribed in the following item) (including remuneration, bonuses, and other consideration for performance of duties as a director, executive officer, manager, or other employee in the case where the Officer, etc. concurrently acts as a director, executive officer, manager, or other employee of the stock company):

(a) where a resolution was adopted at a shareholders meeting under Article 425, paragraph (1) of the Act: the date of the resolution at the shareholders meeting;

(b) where consent is given for exemption from liability under the provisions of the articles of incorporation pursuant to the provisions of Article 426, paragraph (1) of the Act (in the case of a Company with Board of Directors, a resolution at the board of directors; the same applies in (b)): the date on which the consent was given; or

(c) where a contract under Article 427, paragraph (1) of the Act was concluded: the date on which the fact that serves as the cause for liability occurred (in the case of two or more days, the latest day); and

(ii) the amount obtained by dividing the amount listed in (a) by the number listed in (b):

(a) the total of the following amounts:

1. the amount of retirement allowance received by the relevant Officer, etc. from the stock company;
2. when the relevant Officer, etc. concurrently acted as a director, executive officer, manager, or other employee of the relevant stock company, from out of the amount of the retirement allowance as a

director, executive officer, or of the retirement allowance as a manager, or other employee, the amount of the portion of consideration for performance of duties during the period of concurrently acting as an Officer, etc.; and

3. the amount of any economic benefits having the nature listed in 1. or 2;
- (b) the number of years the relevant Officer, etc. held the position with those duties (for Officers, etc. who fall under the following categories, where the number prescribed below exceeds the number of years, the number prescribed below):
 1. Representative Director or representative executive officer: 6;
 2. a director other than a Representative Director (excluding Outside Directors) or an executive officer other than a representative executive officer: 4; or
 3. Outside Director, accounting advisor, company auditor, or financial auditor: 2.

(Share Options Other than as Consideration for Performance of Duties Received under Especially Favorable Conditions)

Article 114 The amount calculated using the method prescribed by Ordinance of the Ministry of Justice as provided for in Article 425, paragraph (1), item (ii) of the Act is the amounts as prescribed in each of the following items, in accordance with the categories of cases listed therein:

- (i) where the relevant Officer, etc. exercises the Share Options after assuming office (excluding those received by the Officer, etc. from the stock company as consideration for performance of duty; hereinafter the same applies in this Article): an amount obtained by multiplying the amount listed in (a) minus the amount listed in (b) (if less than zero, then zero) by the number of shares of the stock company delivery of which was received by the Officer, etc. by execution of the Share Options:
 - (a) market value per share of the shares at the time of execution of the Share Options;
 - (b) the value under Article 236, paragraph (1), item (ii) of the Act with respect to the Share Options, and the amount per one share which is the objective of the Share Options of the total amount to be paid in under Article 238, paragraph (1), item (iii) of the Act; or
- (ii) where the relevant Officer, etc. transfers the Share Options after assuming office: the amount obtained by multiplying the amount obtained by subtracting the amount to be paid in under Article 238, paragraph (1), item (iii) of the Act from the transfer price of the Share Options by the number of the Share Options.

(Retirement Allowance Received after a Resolution of Exemption from Liability)

Article 115 The economic benefits prescribed by Ordinance of the Ministry of Justice as provided for in Article 425, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 426, paragraph (6) and Article 427, paragraph (5) of the Act) are the following:

- (i) retirement allowance;
- (ii) when the relevant Officer, etc. concurrently acted as a director or executive officer of the relevant stock company, the retirement allowance as the director or executive officer;
- (iii) when the relevant Officer, etc. concurrently acted as a manager or other employee of the relevant stock company, of the retirement allowance as the manager or other employee, the amount of the portion of consideration for performance of duty during the period of concurrently acting as the Officer, etc.;
- (iv) the amount of any economic benefits having the nature listed in the preceding three items.

Chapter V Accounting

Section 1 Accounting Documents

Article 116 The matters to be prescribed by Ordinance of the Ministry of Justice, as provided for in the following provisions, are governed by the provisions of the Rules of Corporate Accounting (excluding matters pertaining to business reports and annexed detailed statements thereof):

- (i) Article 432, paragraph (1) of the Act;
- (ii) Article 435, paragraph (1) and paragraph (2) of the Act;
- (iii) Article 436, paragraph (1) and paragraph (2) of the Act;
- (iv) Article 437 of the Act;
- (v) Article 439 of the Act;
- (vi) Article 440, paragraph (1) and paragraph (3) of the Act;
- (vii) Article 441, paragraph (1), paragraph (2), and paragraph (4) of the Act;
- (viii) Article 444, paragraph (1), paragraph (4), and paragraph (6) of the Act;
- (ix) Article 445, paragraph (4) and paragraph (5) of the Act;
- (x) Article 446, item (i) (e) and item (vii) of the Act;
- (xi) Article 452 of the Act;
- (xii) Article 459, paragraph (2) of the Act;
- (xiii) Article 460, paragraph (2) of the Act;
- (xiv) Article 461, paragraph (2) item (ii) (a), item (v), and item (vi) of the Act;
- (xv) Article 462, paragraph (1) of the Act.

Section 2 Business Reports
Subsection 1 General Rules

Article 117 The matters to be prescribed by Ordinance of the Ministry of Justice as provided for in the following items are governed by the provisions prescribed respectively in those items (limited to those pertaining to business reports and annexed detailed statements thereof); provided, however, that this does not apply if otherwise provided for in other laws and regulations:

- (i) Article 435, paragraph (2) of the Act: the following Subsection;
- (ii) Article 436, paragraph (1) and paragraph (2) of the Act: Subsection 3;
- (iii) Article 437 of the Act: Subsection 4.

Subsection 2 Content of Business Reports, etc.
Division 1 General Rules

Article 118 Business reports must have the following matters as content:

- (i) important matters related to the status of the relevant stock company (excluding matters that are included in the content of Financial Statements and annexed detailed statements thereof, and of Consolidated Financial Statements);
- (ii) when a determination or resolution exists in regard to development of the systems provided for in Article 348, paragraph (3), item (iv), Article 362, paragraph (4), item (vi), and Article 416, paragraph (1), item (i) (b) and (e) of the Act, a summary of the content of that determination or resolution; and
- (iii) when a stock company has prescribed basic policies related to the way a person is to control the decisions on the financial and business policies of the stock company (hereinafter referred to as "Basic Policies" in this item), the following matters:
 - (a) a summary of the content of the Basic Policies;
 - (b) a summary of the specific content of the following efforts:
 1. special efforts contributing to the effective utilization of the assets of the stock company, the formation of appropriate groups of enterprises, and otherwise to the realization of the Basic Policies; and
 2. efforts to prevent the decisions on the financial and business policies of the stock company from being controlled by an inappropriate person in light of the Basic Policies; and
 - (c) the judgment of the directors (in the case of a Company with Board of Directors, the board of directors) of the stock company related to the pertinence of the efforts under (b) to the following requirements, and the reasons therefor (excluding the matters in the case where the reason is only a matter related to the existence or non-existence of Outside Officers):

1. that the effort is consistent with the Basic Policies;
2. that the effort does not harm the common interests of shareholders of the stock company; and
3. that the effort does not have as an objective the maintenance of the position of Company Officers of the stock company.

Division 2 Content of a Public Company's Business Reports

(Special Provisions on Public Companies)

Article 119 In a case where a stock company is a Public Company on the last day of the relevant business year, the following matters must be included in the content of the business report:

- (i) matters related to the current status of the stock company;
- (ii) matters related to the stock company's Company Officers;
- (iii) matters related to the stock company's shares; and
- (iv) matters related to the stock company's Share Options, etc.

(Matters Related to the Current Status of the Stock Company)

Article 120 (1) The "matters related to the current status of the stock company" provided for in item (i) of the preceding Article are the following matters (in the case where the business undertakings of the stock company are divided into two or more divisions, the matters categorized by division, except in cases where categorizing these by division is difficult):

- (i) the principal content of business undertakings on the last day of the relevant business year;
- (ii) the status of important business offices, factories, and employees on the last day of the relevant business year;
- (iii) when major lenders exist on the last day of the relevant business year, those lenders and the amount of borrowings;
- (iv) the progress of business and the results thereof during the relevant business year;
- (v) the status of the following matters during the relevant business year (limited to those that are important):
 - (a) procurement of funds;
 - (b) facilities and equipment investment;
 - (c) business transfers, Absorption-Type Company Splits or Incorporation-Type Company Splits;
 - (d) acceptance of a transfer of business from other Companies (including Foreign Companies);
 - (e) succession to rights and obligations related to the business undertakings of another Corporation, etc. through an Absorption-Type Merger (including

- a merger with an entity other than a Company (limited to the cases where the stock company survives the merger)) or an Absorption-Type Company Split; and
- (f) acquisition or disposal of shares or other equity interests or Share Options, etc. of another Company (including Foreign Companies);
 - (vi) status of property and profits and losses for the immediately preceding three business years (in the case of a stock company for which three business years have not been completed on the last day of the relevant business year, each business year since incorporation);
 - (vii) status of the Parent Company and significant Subsidiary Companies;
 - (viii) problems to be dealt with; and
 - (ix) beyond those listed in the preceding items, important matters related to the current status of the relevant stock company.
- (2) Where the stock company prepares Consolidated Financial Statements pertaining to the relevant business year, the matters listed in the items of the preceding paragraph may be stated as matters related to the current status of the group of enterprises comprised of the stock company and Subsidiary Companies thereof. In this case, when matters equivalent to those matters are the content of the Consolidated Financial Statements, those matters need not be the content of the business report.
- (3) Regarding the matters listed in paragraph (1), item (vi), when, in the relevant business year, the Matters in Past Business Year (meaning matters to be indicated in the balance sheet, profit and loss statement, or statement of changes in net assets pertaining to a business year prior to the relevant business year) differ from matters approved or reported upon at the annual shareholders meeting pertaining to a business year prior to the business year because of a change in accounting policies or other justifiable grounds, treating the matters as matters reflecting the amended Matters in Past Business Year is not precluded.

(Matters Related to the Stock Company's Company Officers)

Article 121 The "matters related to the stock company's Company Officers" as provided in Article 119, item (ii) are the following matters; provided, however, that a stock company that is not a Company with Committees on the last day of the relevant business year may omit the matter listed in item (v):

- (i) the name (in the case of accounting advisors, personal name or company name) of the Company Officer (limited to those in office on or after the day after the date of conclusion of the immediately preceding annual shareholders meeting; the same applies in the following item, in item (vii) and item (viii), and in Article 128, paragraph (2));
- (ii) position and assignment of the Company Officer;

- (iii) the matters as prescribed in the following (a) through (c), in accordance with the categories of cases listed therein, regarding Remuneration, etc. of Company Officers pertaining to the relevant business year:
 - (a) where it is arranged that the total amount of Remuneration, etc. is to be listed for each director, accounting advisor, company auditor or executive officer for all Company Officers: the total amount of Remuneration, etc. for each director, accounting advisor, company auditor or executive officer and the number of officers;
 - (b) where it is arranged that the amount of Remuneration, etc. is to be listed for each of the Company Officers for all Company Officers: the amount of Remuneration, etc. for each of those Company Officers;
 - (c) where it is arranged that the amount of Remuneration, etc. is to be listed for each Company Officer for a portion of Company Officers: the amount of Remuneration, etc. for each of those Company Officers, and with regard to other Company Officers, the total amount of Remuneration, etc. for each director, accounting advisor, company auditor or executive officer and the number of officers.
- (iv) regarding the Remuneration, etc. of Company Officers for which the amount received or the estimated amount to be received in the relevant business year has become evident (excluding Remuneration, etc. deemed to be included in the content of a business report pertaining to the relevant business year pursuant to the provisions of the preceding item, and Remuneration, etc. deemed to have been included in the content of a business report pertaining to a business year preceding the business year), the matters as prescribed in the following (a) thorough (c) of the preceding item, in accordance with the categories of cases listed therein;
- (v) when policies have been prescribed related to a determination on the amount of Remuneration, etc. for each Company Officer or on the method of calculating the amount thereof, the manner in which the policies were determined and a summary of the content thereof;
- (vi) when there are Company Officers who have resigned or Company Officers who have been dismissed (excluding those dismissed by a resolution at a shareholders meeting or General Meeting of Class Shareholders), the following matters (excluding those deemed to have been included in the content of a business report pertaining to a business year preceding the relevant business year):
 - (a) the name of the Company Officer (in the case of accounting advisors, the personal name or company name);
 - (b) when an opinion has been given under Article 345, paragraph (1) of the Act (including as applied mutatis mutandis by replacing the terms pursuant to paragraph (4) of the same Article), the content of that opinion;

- (c) when a reason has been given under Article 345, paragraph (2) of the Act (including as applied mutatis mutandis by replacing the terms pursuant to paragraph (4) of the same Article), that reason.
- (vii) status of important concurrent holding of positions by Company Officers (excluding accounting advisors) of the stock company pertaining to the relevant business year;
- (viii) when, among the Company Officers, the company auditors and audit committee members have considerable knowledge related to finance and accounting, that fact; and
- (ix) beyond those listed in the preceding items, important matters related to the Company Officers of the stock company.

(Matters Related to the Stock Company's Shares)

Article 122 The "matters related to the stock company's shares" as provided in Article 119, item (iii) are the following matters:

- (i) the names of the top ten shareholders in percentage of share holdings in relation to the total number of Issued Shares (excluding Treasury Shares), the number of shares held by the shareholders (in the case of a Company with Class Shares, including the classes of shares and the number per class), and the percentage of shares held by the shareholder on the last day of the relevant business year; and
- (ii) beyond those listed in the preceding item, important matters related to the stock company's shares.

(Matters Related to the Stock Company's Share Options, etc.)

Article 123 The "matters related to the stock company's Share Options, etc." provided for in Article 119, item (iv) are the following matters:

- (i) when Company Officers of the stock company (limited to those holding office on the last day of the relevant business year; hereinafter the same applies in this Article) hold Share Options, etc. of the stock company (limited to those that the stock company delivered as consideration for performance of duty; hereinafter the same applies in this item and the following item) on the last day of the relevant business year, a summary of the features of the Share Options, etc. for each category of the following persons, and the number of persons holding Share Options, etc.:
 - (a) directors of the stock company (excluding Outside Officers, including executive officers);
 - (b) Outside Directors of the stock company (limited to Outside Officers);
 - (c) Company Officers other than directors of the stock company (including executive officers);
- (ii) when the stock company has delivered Share Options, etc. to the following

persons during the relevant business year, a summary of the features of the Share Options, etc. for each category of the following persons and the number of persons receiving delivery:

- (a) employees of the stock company (excluding those concurrently acting as Company Officers of the stock company);
- (b) Officers and employees of Subsidiary Companies of the stock company (excluding Company Officers of the stock company or those concurrently acting as those listed in (a)); and
- (iii) beyond those listed in the preceding two items, important matters related to the Share Options, etc. of the stock company.

(Special Provisions on Stock Companies with Outside Officers)

Article 124 In a case where, among the Company Officers, persons who are Outside Officers exist, the matters concerning the Company Officers of a stock company are to include the following matters beyond the matters provided for in Article 121:

- (i) when the fact that an Outside Officer (limited to those in office on or after the date of conclusion of the immediately preceding annual shareholders meeting; the same applies in the following item through item (v)) concurrently acts as an Executive Director, an executive officer, a member executing the business, a person who performs the duties under Article 598, paragraph (1) of the Act and a person similar thereto, or an employee of another Corporation, etc. constitutes an important concurrent holding of positions provided for in Article 121, item (vii), the relationship between the stock company and the relevant other Corporation, etc.;
- (ii) when the fact that an Outside Officer concurrently acts as an Outside Officer of another Corporation, etc. or a person similar thereto constitutes an important concurrent holding of positions provided for in Article 121, item (vii), the relationship between the stock company and the relevant other Corporation, etc.;
- (iii) when the stock company is aware that an Outside Officer is a spouse, or a relative within a third degree of kinship, or any other person equivalent to these of an Executive Director, an executive officer, a member executing the business, a person who performs the duties under Article 598, paragraph (1) of the Act and a person similar thereto, or an employee of the stock company or of a Specified Associated Service Provider of the stock company, that fact (excluding those that are unimportant);
- (iv) status of main activities of each Outside Officer during the relevant business year (including the following matters):
 - (a) status of attendance at the board of directors meeting (in the case where the Outside Officer is any of the following persons, including the matters

prescribed below; the same applies in (b)):

1. Outside Company Auditors of a Company with Board of Company Auditors: the board of company auditors meeting; and
 2. audit committee members of Companies with Committees: meetings of the audit committee;
- (b) status of oral statements at the board of directors meeting;
- (c) when the business policies or decisions pertaining to business or other matters of the stock company were changed because of the opinion of the Outside Officer, the content thereof (excluding those that are unimportant); and
- (d) if a fact exists of a violation of laws and regulations or the articles of incorporation or other unfair execution of business (in the case the Outside Officer is an Outside Company Auditor, wrongful execution of business) at the stock company during the relevant business year (excluding those that are unimportant), a summary of the acts taken by each Outside Officer to prevent the occurrence of the fact and the acts taken in response after the occurrence of the fact;
- (v) when a contract under Article 427, paragraph (1) of the Act has been concluded between the Outside Officer and the stock company, a summary of the content of the contract (in the case where measures are taken so that the propriety of the duties of the Outside Officer will not be impaired by the contract, including the content thereof);
- (vi) the matters as prescribed in the following (a) through (c), in accordance with the categories of cases listed therein, regarding Remuneration, etc. of the Outside Officer during the relevant business year:
- (a) where it is arranged that the total amount of Remuneration, etc. is to be listed for all Outside Officers: the total amount of Remuneration, etc. of Outside Officers and the number of Outside Officers;
 - (b) where it is arranged that the amount of Remuneration, etc. is to be listed by Outside Officer for all of the Outside Officers: the amount of Remuneration, etc. for each of those Outside Officers; and
 - (c) where it is arranged that the amount of Remuneration, etc. is to be listed by Outside Officer for some of the Outside Officers: the amount of Remuneration, etc. for each of those Outside Officers and the total amount of Remuneration, etc. and the number of the other Outside Officers;
- (vii) regarding the Remuneration, etc. of Outside Officers for which the amount received or the estimated amount to be received in the relevant business year has become evident (excluding Remuneration, etc. deemed to be included in the content of a business report pertaining to the relevant business year pursuant to the provisions of the preceding item, and Remuneration, etc. deemed to have been included in the content of a business report pertaining

- to a business year preceding the relevant business year), the matters as prescribed in the following (a) through (c) of the preceding item, in accordance with the categories of cases listed therein;
- (viii) when an Outside Officer has received Remuneration, etc. as an Officer during the relevant business year from the Parent Company (in the case where no Parent Company exists for the stock company, the stock company) of the stock company or a Subsidiary Company of the Parent Company (including the equivalent of a Subsidiary Company thereto in the case where the Parent Company is not a Company), the total amount of the Remuneration, etc. (limited to Remuneration, etc. received during the period when the person was an Outside Officer); and
 - (ix) if the Outside Officer has given an opinion about the content of the matters listed in the preceding items with regard to the Outside Officer, the content of that opinion.

Division 3 Content of the Business Reports of a Company with Accounting Advisors

Article 125 If a stock company is a Company with Accounting Advisors as of the last day of the relevant business year, and a contract under Article 427, paragraph (1) of the Act has been concluded between an accounting advisor and the stock company, a summary of the content of the contract (in the case where measures are taken so that the propriety of the duties of the accounting advisor will not be impaired by the contract, including that content) must be among the content of its business report.

Division 4 Content of the Business Reports of a Company with Financial Auditors

Article 126 Where a stock company is a Company with Financial Auditors as of the last day of the relevant business year, the following matters must be among the content of its business report (where the stock company is not a Public Company as of the last day of the relevant business year, excluding the matters listed in item (ii) through item (iv)):

- (i) the name of the financial auditor;
- (ii) the amount of Remuneration, etc. for each financial auditor pertaining to the relevant business year;
- (iii) when a financial auditor is paid consideration for services other than those under Article 2, paragraph (1) of the Certified Public Accountants Act (hereinafter referred to as "Non-Auditing Services" in this item), the content of those Non-Auditing Services;

- (iv) policies for determination of dismissal of or refusal to reelect financial auditors;
- (v) when a financial auditor is a person who is actually subject to a disposition for the suspension of business for whom the period of such suspension has not yet elapsed, matters pertaining to the disposition;
- (vi) when a financial auditor is a person who has been subject to a disposition for the suspension of business within the past two years, among the matters pertaining to the disposition, matters that the stock company has determined appropriate to include in the content of a business report;
- (vii) when a contract under Article 427, paragraph (1) of the Act has been concluded between a financial auditor and the stock company, a summary of the content of the contract (when measures are taken so that the propriety of the duties of the financial auditor will not be impaired by the contract, including that content);
- (viii) when a stock company is a large company as provided for in Article 444, paragraph (3) of the Act, the following matters:
 - (a) the total amount of money or other economic benefits (limited to items to be recorded in the consolidated profit and loss statement pertaining to the relevant business year) the stock company or a Subsidiary Company thereof is to pay to a certified public accountant (including a foreign certified public accountant provided for in Article 16-2, paragraph (5) of the Certified Public Accountants Act; hereinafter the same applies in this Article) or an auditing firm acting as the financial auditor of the stock company;
 - (b) when a certified public accountant or auditing firm other than the financial auditor of the stock company (including those having qualifications equivalent to these qualifications in a foreign country) is performing an audit (limited to those pursuant to the provisions of the Act and the Financial Instruments and Exchange Act (including foreign laws and regulations equivalent to these Acts)) of Accounting Documents (including those equivalent thereto) of a Subsidiary Company of the stock company (limited to important matters), that fact;
- (ix) when financial auditors who have resigned or financial auditors who have been dismissed (excluding those dismissed by resolution at a shareholders meeting) exist, the following matters (excluding matters deemed to have been content of a business report pertaining to a business year preceding the relevant business year):
 - (a) the name of the financial auditor;
 - (b) when a reason under Article 340, paragraph (3) of the Act exists, that reason;
 - (c) when an opinion under Article 345, paragraph (1) of the Act, as applied

- mutatis mutandis by replacing terms pursuant to paragraph (5) of the same Article exists, the content of that opinion;
- (d) when a reason or an opinion under Article 345, paragraph (2) of the Act, as applied mutatis mutandis by replacing terms pursuant to paragraph (5) of the same Article exists, that reason or opinion; and
- (x) when the articles of incorporation contain provisions pursuant to the provisions of Article 459, paragraph (1) of the Act, policies related to the exercise of authority given to the board of directors by the provisions of the articles of incorporation.

Article 127 Deleted

Division 5 Content of a Business Report's Annexed Detailed Statement

- Article 128 (1) The annexed detailed statement of a business report must have as content important matters that supplement the content of the business report.
- (2) When a stock company is a Public Company on the last day of the relevant business year, the details of the status of any concurrent holding of positions (excluding those that are unimportant) by a Company Officer (excluding accounting advisors) for whom the fact of having concurrently acted as an Executive Director, an executive officer, a member executing the business, or a person performing the duties under Article 598, paragraph (1) of the Act or any similar person for another Corporation, etc. constitutes an important concurrent holding of positions of Article 121, item (vii) must be among the content of the business report's annexed detailed statement. In this case, when the business of the other Corporation, etc. is a business of the same line of business as the business of the stock company, that fact must be appended as a supplementary note.

Subsection 3 Audits of Business Reports, etc.

(Content of the Company Auditors' Audit Reports)

- Article 129 (1) When the company auditor receives a business report and the annexed detailed statement thereof, the company auditor must prepare an audit report having the following matters as content (in the case of a company auditor's audit report for a Company with Board of Company Auditors, the matters listed in (i) through (vi)):
- (i) the method and content of the company auditor's audit (excluding those pertaining to Accounting Documents; hereinafter the same applies in this

- Subsection);
- (ii) an opinion regarding whether or not the business report and the annexed detailed statement thereof accurately represent the status of the relevant stock company in accordance with laws and regulations or the articles of incorporation;
 - (iii) when misconduct or material facts in violation of laws and regulations or the articles of incorporation are present in relation to the execution of the duties of a director of the relevant stock company (including executive officers if the stock company was a Company with Committees during the relevant business year), that fact;
 - (iv) when it has not been possible to perform the investigations required for audits, that fact and the reason therefor;
 - (v) when the matters listed in Article 118, item (ii) (excluding those not belonging to the scope of audits) are present, and the content of those matters is found inappropriate, that fact and the reason therefor;
 - (vi) when the matters provided for in Article 118, item (iii) are the content of the business report, an opinion regarding those matters; and
 - (vii) the date on which the audit report was prepared.
- (2) Notwithstanding the provisions of the preceding paragraph, a company auditor of a stock company for which the articles of incorporation contain provisions limiting the scope of audits by company auditors to matters related to accounting, in lieu of the matters listed in the items of the preceding paragraph, must prepare an audit report clarifying the fact that the company auditor lacks the authority to audit the business report.

(Content of a Board of Company Auditors' Audit Reports)

- Article 130 (1) The board of company auditors must prepare an audit report of the board of company auditors (hereinafter referred to as "Board of Company Auditors Audit Report" in this Article) based upon the audit report prepared by the company auditor pursuant to the provisions of paragraph (1) of the preceding Article (hereinafter referred to as "Company Auditor Audit Report" in this Article).
- (2) The Board of Company Auditors Audit Report must have the following matters as content. In this case, the company auditor may, in the case where the content of the Board of Company Auditors Audit Report pertaining to those matters differs from the content of the Company Auditor Audit Report pertaining to those matters, make a supplementary note to the Board of Company Auditors Audit Report with the content of the Company Auditor Audit Report pertaining to those matters:
- (i) the method and content of the audits by the company auditor and the board of company auditors;

- (ii) the matters listed in paragraph (1), item (ii) through item (vi) of the preceding Article; and
 - (iii) the date on which the Board of Company Auditors Audit Report was prepared.
- (3) Where the board of company auditors prepares the Board of Company Auditors Audit Report, the board of company auditors must deliberate on the content (excluding the content of a supplementary note pursuant to the provisions of the second sentence of the preceding paragraph) of the Board of Company Auditors Audit Report by the method of holding a conference, or by any method where opinions may be exchanged simultaneously by sending and receiving information at least once.

(Content of an Audit Committee's Audit Reports)

Article 131 (1) When the audit committee receives the business report and the annexed detailed statement thereof, the committee must prepare an audit report having the following matters as content. In this case, audit committee members may, where the content of the audit report pertaining to those matters differs from the opinion of the audit committee member, make a supplementary note to the audit report with that opinion:

- (i) the method and content of the audit by the audit committee;
 - (ii) the matters listed in paragraph (1), item (ii) through item (vi) of Article 129; and
 - (iii) the date on which the audit report was prepared.
- (2) The content of the audit report provided for in the preceding paragraph (excluding content of any supplementary note pursuant to the provisions of the second sentence of the preceding paragraph) must be prescribed by a resolution of the audit committee.

(Notification Deadline for the Company Auditors' Audit Report)

Article 132 (1) A Specified Company Auditor must notify a Specified Director of the content of the audit report (in the case of a Company with Board of Company Auditors, limited to the audit report of the board of company auditors prepared pursuant to the provisions of Article 130, paragraph (1); hereinafter the same applies in this Article) by whichever of the following days that is the latest:

- (i) the day on which four weeks have elapsed from the day on which the business report was received;
- (ii) the day on which one week has elapsed from the day on which the annexed detailed statement of the business report was received; or
- (iii) the date agreed upon between the Specified Director and the Specified Company Auditor.

- (2) The business report and the annexed detailed statement thereof are deemed to be audited by the company auditor (in the case of a Company with Committees, the audit committee) on the date on which the Specified Director receives notice of the content of the audit report pursuant to the provisions of the preceding paragraph.
- (3) Notwithstanding the provisions of the preceding paragraph, in the case where the Specified Company Auditor does not give notice of the content of the audit report pursuant to the provisions of paragraph (1) by the date on which the notice should be given pursuant to the same paragraph, the business report and the annexed detailed statement thereof are deemed to be audited by the company auditor (in the case of a Company with Committees, the audit committee) on the day on which the notice should be given.
- (4) The term "Specified Director" provided for in paragraph (1) and paragraph (2) means the person as prescribed in the following items, in accordance with the categories of cases listed therein:
- (i) where the person to receive notice pursuant to the provisions of paragraph (1) is prescribed: the person prescribed to receive the notice; or
 - (ii) in cases other than the case listed in the preceding item: the director or executive officer performing duties related to preparation of the business report and the annexed detailed statement thereof.
- (5) The term "Specified Company Auditor" provided for in paragraph (1) and paragraph (3) is the person as prescribed in the following items, in accordance with the categories of stock companies listed therein:
- (i) Companies with Company Auditors (including stock companies the articles of incorporation of which contain provisions limiting the scope of audits by company auditors to matters related to accounting, and excluding Companies with Board of Company Auditors): the persons as prescribed in the following , in accordance with the categories of cases listed therein:
 - (a) when two or more company auditors exist, and the company auditor to give notice of the content of the audit report pursuant to the provisions of paragraph (1) is prescribed: the company auditor prescribed as the company auditor to give the notice;
 - (b) when two or more company auditors exist, and the company auditor to give notice of the content of the audit report pursuant to the provisions of paragraph (1) is not prescribed: all company auditors; or
 - (c) in cases other than the cases listed in (a) or (b): the company auditor.
 - (ii) Companies with Board of Company Auditors: the persons as prescribed in the following (a) or (b), in accordance with the categories of cases listed therein:
 - (a) if the board of company auditors has prescribed a company auditor to give notice of the content of the audit report pursuant to paragraph (1): the

- company auditor prescribed as the company auditor to give the notice; or
- (b) in cases other than the case listed in (a): all company auditors.
- (iii) Companies with Committees: the persons as prescribed in the following (a) or (b), in accordance with the categories of cases listed therein:
 - (a) if the audit committee has prescribed an audit committee member to give notice of the content of the audit report pursuant to paragraph (1): the audit committee member prescribed as the audit committee member to give the notice; or
 - (b) in cases other than the case listed in (a): any audit committee member.

Subsection 4 Provision of Business Reports, etc. to Shareholders

Article 133 (1) The provision to shareholders of the Business Report Presented (meaning the reports as prescribed in the following items, in accordance with the categories of stock companies listed therein; hereinafter the same applies in this Article) pursuant to the provisions of Article 437 of the Act is governed by the provisions of this Article:

- (i) stock company (excluding Companies with Company Auditors and Companies with Committees): business report;
- (ii) Company with Company Auditors and Company with Committees: the following reports:
 - (a) business report;
 - (b) when a company auditor's audit report (in the case of a Company with Board of Company Auditors, the board of company auditors; in the case of a Company with Committees, the audit committee) exists for a business report, the audit report (in the case where the content of the audit reports of each company auditor of a stock company (excluding Companies with Board of Company Auditors) for which there are two or more company auditors are identical (excluding the date on which the audit reports were prepared), the audit reports of one or more of the company auditors); or
 - (c) when it is deemed that an audit was undertaken pursuant to the provisions of paragraph (3) of the preceding Article, a document or Electronic or Magnetic Record stating or recording that fact.
- (2) When the Notice of Calling (meaning the notice pursuant to the provisions of Article 299, paragraph (2) or paragraph (3) of the Act; hereinafter the same applies in this Article) of an annual shareholders meeting is carried out by a method listed in the following items, the Business Report Presented must be provided by the method prescribed therein:
 - (i) provision in writing: the methods as prescribed in the following (a) or (b), in accordance with the categories of cases listed therein:
 - (a) when the Business Report Presented is prepared in writing: provision of a

- document that states the matters stated therein; or
- (b) when the Business Report Presented is prepared as Electronic or Magnetic Records: provision of a document stating the matters recorded in the Electronic or Magnetic Records; or
 - (ii) provision by Electronic or Magnetic Means: the methods as prescribed in the following (a) or (b), in accordance with the categories of cases listed therein:
 - (a) when the Business Report Presented is prepared in writing: provision by Electronic or Magnetic Means of the matters stated in the document; or
 - (b) when the Business Report Presented is prepared as Electronic or Magnetic Records: provision by Electronic or Magnetic Means of the matters recorded in the Electronic or Magnetic Records.
- (3) Regarding the application of the provisions of the preceding paragraph in a case where measures are taken to make information pertaining to matters to be indicated in the business report (excluding the matters listed below) available for provision to shareholders continuously by Electronic or Magnetic Means during the period from the time of dispatch of the Notice of Calling pertaining to the annual shareholders meeting until the date on which three months have elapsed from the date of the annual shareholders meeting (among the methods listed in Article 222, paragraph (1), item (i) (b), limited to those performed by a method using an Automatic Public Transmission Server connected to the Internet), those matters are deemed to have been provided to shareholders by the means as prescribed in the items of the preceding paragraph, in accordance with the categories of cases listed therein with respect to those matters; provided, however, that this is limited to the case where the articles of incorporation contain provisions for taking the measures of this paragraph:
- (i) the matters listed in Article 120, paragraph (1), item (i) through item (viii), in Article 121, item (i) through item (v), in Article 122, item (i), and in Article 123, item (i) and item (ii); and
 - (ii) matters in the case where the company auditor or audit committee states an objection with regard to taking the measures of this paragraph with respect to matters to be indicated in the business report (excluding the matters listed in the preceding item).
- (4) In the case of the preceding paragraph, the directors must notify shareholders of the letters and symbols or any other code or combination thereof, that are used to identify, on the Internet, from among the Automatic Public Transmission Servers that are utilized for the measures as set forth in that paragraph the part of the server that is being used for the purpose of undertaking the relevant measures, and that allow the person to whom information is being provided to inspect the contents of the information and

record the information in a computer file directly inputting the letters, symbols, or codes into the computer the person is using.

- (5) Where a portion of the matters indicated in the business report pursuant to the provisions of paragraph (3) are deemed to have been provided to shareholders by means prescribed in the items of paragraph (2), when the company auditor or audit committee requests that the directors notify the shareholders of the fact that the business report actually provided to the shareholders is a portion of the business report for which an audit was performed at the preparation of an audit report, the directors must notify the shareholders of that fact.
- (6) The directors may, in cases where circumstances requiring revision of the matters to be contained in the business report have arisen in the interval from the day on which the Notice of Calling of the annual shareholders meeting was dispatched until the preceding day of the annual shareholders meeting, give notice of a method to make shareholders aware of the matters after revision, together with the Notice of Calling.

Chapter VI Transfer, etc. of Business

(Total Amount of Assets)

Article 134 (1) The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 467, paragraph (1), item (ii) of the Act is the method of treating as the total amount of assets of a stock company the amount obtained by subtracting the amount listed in item (ix) from the total amount of the amounts listed in item (i) through item (viii) on the Calculation Reference Date (meaning the date on which the contract pertaining to the assignment provided for in Article 467, paragraph (1), item (ii) of the Act was concluded (in the case where a time differing from the date on which the contract was concluded by the contract is prescribed (limited to the time from after the day on which the contract was concluded until immediately prior to the time at which the assignment becomes effective), the relevant time); hereinafter the same applies in this Article):

- (i) amount of stated capital;
- (ii) amount of capital reserves;
- (iii) amount of retained earnings reserves;
- (iv) amount of surplus provided for in Article 446 of the Act;
- (v) the amount of valuation and conversion differences, etc. on the last day of the Most Recent Business Year (in the cases prescribed in Article 461, paragraph (2), item (ii) of the Act, the period of Article 441, paragraph (1), item (ii) of the Act (if two or more of the periods exist, the period with the latest last day); hereinafter the same applies in this paragraph) (where there

- is no Most Recent Business Year, the day of formation of the stock company; hereinafter the same applies in this Article);
- (vi) the amount recorded in the section on liabilities on the last day of the Most Recent Business Year;
 - (vii) when a succession to rights and obligations pertaining to the business of another Company occurs from an Absorption-Type Merger or an Absorption-Type Company Split, or an acceptance of assignment of entire business of another Company (including Foreign Companies) is performed after the last day of the Most Recent Business Year, the amount of liabilities succeeded to or assigned as a result of these acts;
 - (viii) book value of Share Options;
 - (ix) total book value of Treasury Shares and Treasury Share Options.
- (2) Notwithstanding the provisions of the preceding paragraph, the method prescribed by Ordinance of the Ministry of Justice as provided for in Article 467, paragraph (1), item (ii) of the Act in the case where the stock company performing an assignment provided for in the same item is a Liquidating Stock Company on the Calculation Reference Date, is the method of treating the amount recorded in the section on assets on the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act as the total amount of the assets of the stock company.

(Amount of Net Assets)

Article 135 (1) The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 467, paragraph (1), item (v) (b) of the Act is the method of treating as the amount of net assets of the stock company the amount obtained by subtracting the amount listed in item (vii) from the total amount of the amounts listed in item (i) through item (vi) on the Calculation Reference Date (meaning the date on which the contract pertaining to the acquisition provided for in Article 467, paragraph (1), item (v) (b) of the Act was concluded (in the case where a time differing from the date on which the contract was concluded is prescribed in the contract (limited to the time from the date after which the contract was concluded until immediately prior to the time at which the acquisition becomes effective), the relevant time; hereinafter the same applies in this Article)) (where the amount is less than five million yen, five million yen) :

- (i) amount of stated capital;
- (ii) amount of capital reserves;
- (iii) amount of retained earnings reserves;
- (iv) amount of surplus provided for in Article 446 of the Act;
- (v) the amount of valuation and conversion differences, etc. on the last day of the Most Recent Business Year (in the cases prescribed in Article 461,

- paragraph (2), item (ii) of the Act, the period of Article 441, paragraph (1), item (ii) of the Act (if two or more of the periods exist, the period with the latest last day); hereinafter the same applies in this item) (where there is no Most Recent Business Year, the day of formation of the stock company);
- (vi) book value of Share Options;
 - (vii) total book value of Treasury Shares and Treasury Share Options.
- (2) Notwithstanding the provisions of the preceding paragraph, the method prescribed by Ordinance of the Ministry of Justice as provided for in Article 467, paragraph (1), item (v) (b) of the Act when the stock company performing an acquisition provided for in the same item is a Liquidating Stock Company on the Calculation Reference Date is the method of treating as the amount of net assets of the stock company an amount obtained by subtracting the amount recorded in the section on liabilities from the amount recorded in the section on assets on the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act (in the case where the amount is less than five million yen, five million yen).

(Special Controlling Company)

Article 136 (1) The corporations prescribed by Ordinance of the Ministry of Justice as provided for in Article 468, paragraph (1) of the Act are the following:

- (i) the corporation in which the other Company provided for in Article 468, paragraph (1) of the Act holds all of the equity interest (except for a stock company); and
 - (ii) the other Company provided for in Article 468, paragraph (1) of the Act and a Specified Wholly Owned Subsidiary Corporation (meaning a stock company in which the relevant other Company holds all of the Issued Shares, and the corporation listed in the preceding item; hereinafter the same applies in this paragraph), or a corporation in which a Specified Wholly Owned Subsidiary Corporation holds all of the equity interests.
- (2) With regard to the application of the provisions of item (ii) of the preceding paragraph, the corporation listed in the same item is deemed to be a Specified Wholly Owned Subsidiary Corporation provided for in the same item.

(Amount of Net Assets)

Article 137 (1) The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 468, paragraph (2), item (ii) of the Act is the method of treating as the amount of net assets of the stock company the amount obtained by subtracting the amount listed in item (vii) from the total amount of the amounts listed in item (i) through item (vi) on the Calculation Reference Date (meaning the date on which the contract pertaining to acceptance provided for

in Article 467, paragraph (1), item (iii) of the Act was concluded (if a time differing from the day on which the contract was concluded is prescribed by the contract, the relevant time (limited to the time from the date after which the contract was concluded until immediately prior to the time at which the acceptance becomes effective); hereinafter the same applies in this Article)) (where the amount is less than five million yen, five million yen):

(i) amount of stated capital;

(ii) amount of capital reserves;

(iii) amount of retained earnings reserves;

(iv) amount of surplus provided for in Article 446 of the Act;

(v) the amount of valuation and conversion differences, etc. on the last day of the Most Recent Business Year (in the case provided for in Article 461, paragraph (2), item (ii) of the Act, the period of Article 441, paragraph (1), item (ii) of the Act (in a case where two or more of the periods exist, the period with the latest last day)) (when there is no Most Recent Business Year, the day of formation of the stock company);

(vi) book value of Share Options;

(vii) total book value of Treasury Shares and Treasury Share Options.

(2) Notwithstanding the provisions of the preceding paragraph, the method prescribed by Ordinance of the Ministry of Justice as provided for in Article 468, paragraph (2), item (ii) of the Act when the stock company performing an acceptance provided for in Article 467, paragraph (1), item (iii) of the Act is a Liquidating Stock Company on the Calculation Reference Date is the method of treating as the amount of net assets of the stock company the amount obtained by subtracting the amount recorded in the section on liabilities from the amount recorded in the section on assets on the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act (in the case where the amount is less than five million yen, five million yen).

(When Approval at a Shareholders Meeting Is Required for a Business Transfer, etc.)

Article 138 The number prescribed by Ordinance of the Ministry of Justice as provided for in Article 468, paragraph (3) of the Act is the smallest of the following numbers:

(i) the number that added one to the number obtained by multiplying the total number of Specified Shares (meaning the shares having as features the fact that voting rights may be exercised at the shareholders meeting pertaining to the acts provided for in Article 468, paragraph (3) of the Act; hereinafter the same applies in this Article) by one-half (when the articles of incorporation provide that shareholders holding voting rights at or above a certain rate of the total number of voting rights of the Specified Shares must

- be in attendance as a requirement for adoption of resolutions at the shareholders meeting, the certain rate), and multiplying the number by one-third (where the articles of incorporation provide that a majority of at least a certain rate of the total voting rights held by the Specified Shareholders (meaning shareholders of Specified Shares; hereinafter the same applies in this Article) in attendance at the shareholders meeting must approve as a requirement for adoption of resolutions at the shareholders meeting, the rate obtained by subtracting the certain rate from one);
- (ii) when the articles of incorporation provide that approval of a certain number or more of Specified Shareholders is required as a requirement for adoption of resolutions pertaining to the acts provided for in Article 468, paragraph (3) of the Act, the number of Specified Shares held by Specified Shareholders who gave notice of opposition to the acts when the number obtained by subtracting the number of Specified Shareholders who gave notice of opposition to the acts to the stock company from the total number of Specified Shareholders is less than the certain number;
 - (iii) when the articles of incorporation contain provisions other than those of the preceding two items as a requirement for adoption of resolutions pertaining to the acts provided for in Article 468, paragraph (3) of the Act, the number of Specified Shares held by Specified Shareholders who gave notice of opposition to the acts when the resolution would not be adopted if all the Specified Shareholders who gave notice of opposition to the acts dissented at the shareholders meeting provided for in the same paragraph; or
 - (iv) the number prescribed in the articles of incorporation.

Chapter VII Dissolution

- Article 139 (1) The notice of Article 472, paragraph (1) of the Act (hereinafter referred to simply as the "Notification" in this Article) must be made by written document.
- (2) The written document of the preceding paragraph must state the following matters, and a representative or agent of the stock company must affix the name(s) and seal(s) to it:
 - (i) the trade name and the head office, as well as the name and the address of the representative of the stock company;
 - (ii) when the Notification is given by an agent, the name and address thereof;
 - (iii) the fact that business has not been abolished;
 - (iv) the date of the Notification; and
 - (v) indication of the registry office.
 - (3) When the Notification is given by an agent, a document certifying the authority thereof must be attached to the written document of paragraph (1).

- (4) The seal impression of the representative of the stock company who is to affix a seal to the written document of paragraph (1) or the preceding paragraph must be a seal impression submitted pursuant to the provisions of Article 20, paragraph (1) of the Commercial Registration Act (Act No. 125 of 1963); provided, however, that this does not apply when the Notification is given by submitting the written document pertaining to the notice pursuant to the provisions of Article 472, paragraph (2) of the Act.

Chapter VIII Liquidation

Section 1 General Provisions

(Systems for Ensuring the Propriety of Business Activities of a Liquidating Stock Company)

Article 140 (1) The systems prescribed by Ordinance of the Ministry of Justice as provided for in Article 482, paragraph (3), item (iv) of the Act are the following systems:

- (i) systems related to the retention and management of information pertaining to the execution of the duties of a liquidator;
 - (ii) rules and other systems related to management of the risk of loss; and
 - (iii) systems for ensuring that the execution of the duties of an employee complies with laws and regulations and the articles of incorporation.
- (2) In the case of a Liquidating Stock Company with two or more liquidators, the systems provided for in the preceding paragraph are to include systems for ensuring that business decisions are carried out properly.
- (3) In the case of a Liquidating Stock Company other than a Company with Company Auditors, the systems provided for in paragraph (1) are to include systems for the liquidator to report matters to be reported to the shareholders.
- (4) In the case of a Company with Company Auditors (including Liquidating Stock Companies for which the articles of incorporation contain provisions limiting the scope of audits by company auditors to matters related to accounting), the systems provided for in paragraph (1) are to include the following systems:
- (i) if a company auditor has requested that an employee be appointed to assist with the duties thereof, systems related to the employee;
 - (ii) matters related to the independence of the employee of the preceding item from the liquidator;
 - (iii) a system for the liquidator and the employee to report to the company auditor, and other systems related to reporting to the company auditor; and
 - (iv) other systems for ensuring that audits by the company auditor are performed effectively.

(Matters to Be Prescribed by the Board of Liquidators upon Solicitation of Persons to Subscribe for Bonds)

Article 141 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 489, paragraph (6), item (v) of the Act are the following:

- (i) when determination of the matters listed in the items of Article 676 of the Act pertaining to two or more Solicitations (meaning the solicitation of Article 676 of the Act; hereinafter the same applies in this Article) has been delegated, that fact;
- (ii) the upper limit of the total amount of Bonds for Subscription (in the cases prescribed in the preceding item, the aggregate total of the upper limit of the total amounts of Bonds for Subscription pertaining to each Solicitation);
- (iii) the upper limit of the interest rate on Bonds for Subscription and an outline of other matters related to the interest rate; and
- (iv) the minimum amount of the total Amount to Be Paid in (meaning the amount to be paid in provided for in Article 676, item (ix) of the Act; hereinafter the same applies in this item) for Bonds for Subscription and an outline of other matters related to the Amount to Be Paid in.

(Systems for Ensuring the Propriety of Business Activities of a Company with Board of Liquidators)

Article 142 (1) The systems prescribed by Ordinance of the Ministry of Justice as provided for in Article 489, paragraph (6), item (vi) of the Act are the following systems:

- (i) systems related to the retention and management of information pertaining to the execution of the duties of a liquidator;
 - (ii) rules and other systems concerning management of the risk of loss; and
 - (iii) systems for ensuring that the execution of the duties of an employee complies with laws and regulations and the articles of incorporation.
- (2) In the case of a Liquidating Stock Company other than a Company with Company Auditors, the systems provided for in the preceding paragraph are to include systems for the liquidator to report matters to be reported to the shareholders.
- (3) In the case of a Company with Company Auditors (including Liquidating Stock Companies for which the articles of incorporation contain provisions limiting the scope of audits by company auditors to matters related to accounting), the systems provided for in paragraph (1) are to include the following systems:
- (i) if a company auditor has requested that an employee be appointed to assist with the duties thereof, systems related to the employee;
 - (ii) matters related to the independence of the employee under the preceding item from the liquidator;

- (iii) a system for the liquidator and the employee to report to the company auditor, and other systems related to reporting to the company auditor; and
- (iv) other systems for ensuring that audits by the company auditor are performed effectively.

(Minutes of Board of Liquidators Meetings)

Article 143 (1) The preparation of the minutes of board of liquidators meetings pursuant to the provisions of Article 369, paragraph (3) of the Act, as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act is governed by the provisions of this Article.

- (2) Minutes of board of liquidators meetings must be prepared in writing or as Electronic or Magnetic Records.
- (3) Minutes of board of liquidators meetings must have the following matters as content:
 - (i) the date, time, and place where the board of liquidators meeting was held (including the method of the attendance in cases where liquidators, company auditors, and shareholders not at the place were in attendance at the board of liquidators meeting);
 - (ii) when the board of liquidators meeting falls under any of the following, that fact:
 - (a) the meeting was called in response to the request of a liquidator pursuant to the provisions of Article 490, paragraph (2) of the Act;
 - (b) the meeting was called by a liquidator pursuant to the provisions of Article 490, paragraph (3) of the Act;
 - (c) the meeting was called in response to the request of a shareholder pursuant to the provisions of Article 367, paragraph (1) of the Act, as applied mutatis mutandis pursuant to Article 490, paragraph (4) of the Act;
 - (d) the meeting was called by a shareholder pursuant to the provisions of Article 490, paragraph (3) of the Act, as applied mutatis mutandis by replacing the terms pursuant to of Article 367, paragraph (3) of the Act, as applied mutatis mutandis pursuant to Article 490, paragraph (4) of the Act;
 - (e) the meeting was called in response to the request of a company auditor pursuant to the provisions of Article 383, paragraph (2) of the Act; or
 - (f) the meeting was called by a company auditor pursuant to the provisions of Article 383, paragraph (3) of the Act;
 - (iii) a summary of the progress of the agenda of the board of liquidators meeting and the results thereof;
 - (iv) when a liquidator is a specially interested party regarding a matter requiring a resolution, the name of the liquidator;

- (v) when opinions or oral statements are offered at the board of liquidators meeting pursuant to the following provisions, a summary of those opinions or oral statements:
 - (a) Article 382 of the Act;
 - (b) Article 383, paragraph (1) of the Act;
 - (c) Article 365, paragraph (2) of the Act, as applied mutatis mutandis pursuant to Article 489, paragraph (8) of the Act; or
 - (d) Article 367, paragraph (4) of the Act, as applied mutatis mutandis pursuant to Article 490, paragraph (4) of the Act;
 - (vi) the names of any company auditors or shareholders in attendance at the board of liquidators meeting; and
 - (vii) the name of the chairperson of the board of liquidators meeting, if any.
- (4) In the cases listed in the following items, the minutes of board of liquidators meetings are to have the matters prescribed in each item as content:
- (i) when a resolution is deemed to have been adopted at the board of liquidators meeting pursuant to the provisions of Article 370 of the Act, as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act: the following matters:
 - (a) the content of the matters about which a resolution is deemed to have been adopted at the board of liquidators meeting;
 - (b) the name(s) of the liquidator(s) proposing the matter of (a);
 - (c) the date on which the resolution is deemed to have been adopted at the board of liquidators meeting; and
 - (d) the name of the liquidator performing duties pertaining to preparation of the minutes; or
 - (ii) in the case where a report to the board of liquidators is deemed unnecessary pursuant to the provisions of Article 372, paragraph (1) of the Act, as applied mutatis mutandis to pursuant to Article 490, paragraph (6) of the Act: the following matters:
 - (a) the content of the matters about which a report to the board of liquidators is deemed unnecessary;
 - (b) the date on which the report to the board of liquidators is deemed unnecessary; and
 - (c) the name of the liquidator performing duties pertaining to preparation of the minutes.

(Inventory of Assets)

Article 144 (1) With respect to the inventory of assets to be prepared pursuant to the provisions of Article 492, paragraph (1) of the Act, the provisions of this Article apply.

(2) Regarding property that should be recorded in the inventory of assets under

the preceding paragraph, except the cases where assigning the disposition price thereof is difficult, the disposition price on the date on which any one of the cases listed in the items of Article 475 of the Act is satisfied must be assigned. In this case, regarding the accounting books of the Liquidating Stock Company, the price entered in the inventory of assets is deemed to be the acquisition value.

- (3) The inventory of assets under paragraph (1) must be indicated in the categories of sections listed below. In this case, the sections listed in item (i) and item (ii) may be subdivided into entries to which appropriate names indicating the content thereof are assigned:
- (i) assets;
 - (ii) liabilities; and
 - (iii) net worth.

(Balance Sheet at the Start of Liquidation)

Article 145 (1) The balance sheet to be prepared pursuant to the provisions of Article 492, paragraph (1) of the Act is governed by the provisions of this Article.

- (2) The balance sheet under the preceding paragraph must be prepared based on the inventory of assets.
- (3) The balance sheet under paragraph (1) must be indicated in the categories of sections listed below. In this case, the sections listed in item (i) and item (ii) may be subdivided into entries to which appropriate names indicating the content thereof are assigned:
- (i) assets;
 - (ii) liabilities; and
 - (iii) net assets.
- (4) Where assets exist for which assigning a disposition price is difficult, the balance sheet under paragraph (1) must annotate the policy of property appraisal pertaining to the assets.

(Balance Sheet Pertaining to Each Liquidation Year)

Article 146 (1) The balance sheet to be prepared pursuant to the provisions of Article 494, paragraph (1) of the Act must be prepared based on the accounting books pertaining to Each Liquidation Year.

- (2) The provisions of paragraph (3) of the preceding Article are applied mutatis mutandis to the balance sheet under the preceding paragraph.
- (3) The annexed detailed statements for the balance sheet to be prepared pursuant to the provisions of Article 494, paragraph (1) of the Act must have as content important matters supplementing the content of the balance sheet.

(Administrative Report Pertaining to Each Liquidation Year)

- Article 147 (1) The administrative report to be prepared pursuant to the provisions of Article 494, paragraph (1) of the Act must have as content important matters pertaining to the status of execution of administration related to liquidation.
- (2) The annexed detailed statements for the administrative report to be prepared pursuant to the provisions of Article 494, paragraph (1) of the Act must have as content important matters supplementing the content of the administrative report.

(Audit Report of a Liquidating Stock Company)

- Article 148 (1) Audits pursuant to the provisions of Article 495, paragraph (1) of the Act are governed by the provisions of this Article.
- (2) When the company auditor of a Liquidating Stock Company receives the balance sheet along with the administrative report and the annexed detailed statements thereof pertaining to Each Liquidation Year, the company auditor must prepare an audit report having the following matters as content (in the case of a company auditor's audit report for a Company with Board of Company Auditors, the matters listed in (i) through (vi)):
- (i) the method and content of the audit by the company auditor;
 - (ii) an opinion concerning whether or not the balance sheet and the annexed detailed statements thereof pertaining to Each Liquidation Year properly indicate the status of property of the relevant Liquidating Stock Company on all important points;
 - (iii) an opinion regarding whether or not the administrative report and the annexed detailed statements thereof pertaining to Each Liquidation Year accurately represent the status of the relevant Liquidating Stock Company in accordance with laws and regulations or the articles of incorporation;
 - (iv) when misconduct or material facts in violation of laws and regulations or the articles of incorporation are present in relation to the execution of the duties of a liquidator, that fact;
 - (v) when it has not been possible to perform the investigations required for audits, that fact and the reason thereof; and
 - (vi) the date on which the audit report was prepared.
- (3) Notwithstanding the provisions of the preceding paragraph, a company auditor of a Liquidating Stock Company for which the articles of incorporation contain provisions limiting the scope of audits by company auditors to matters related to accounting must, in lieu of the matters listed in item (iii) and item (iv) of the preceding paragraph, prepare an audit report clarifying the fact that the company auditor lacks the authority to audit these matters.
- (4) The board of company auditors of a Liquidating Stock Company must prepare

a board of company auditors' audit report based on the audit report prepared by the company auditor of the Liquidating Stock Company pursuant to the provisions of paragraph (2).

- (5) A board of company auditors' audit report for a Liquidating Stock Company must have the following matters as content:
 - (i) the method and content of the audits by the company auditor and the board of company auditors;
 - (ii) the matters listed in paragraph (2), item (ii) through item (v); and
 - (iii) the date on which the audit report was prepared.
- (6) A Specified Company Auditor must notify a Specified Liquidator (meaning the person as prescribed in the following items, in accordance with the categories of cases listed therein; hereinafter the same applies in this Article) of the content of the audit report (in a Company with Board of Company Auditors, limited to the audit report of the board of company auditors prepared pursuant to the provisions of paragraph (4)) by the day on which four weeks have elapsed from the day on which all of the balance sheet under Article 146, paragraph (1) and the administrative report under paragraph (1) of the preceding Article are received (in the case where a date agreed upon between the Specified Liquidator and the Specified Company Auditor exists, the date):
 - (i) where the person to receive notice pursuant to the provisions of this paragraph has been prescribed: the person prescribed to receive the notice; or
 - (ii) in cases other than the case listed in the preceding item: the liquidator performing the duties related to preparation of the balance sheet under Article 146, paragraph (1) and the administrative report under paragraph (1) of the preceding Article, and the annexed detailed statements thereof.
- (7) The balance sheet under Article 146, paragraph (1) and the administrative report under paragraph (1) of the preceding Article, and the annexed detailed statements thereof are deemed to be audited by the company auditor on the day on which the Specified Liquidator received notice of the content of the audit report pursuant to the provisions of the preceding paragraph.
- (8) Notwithstanding the provisions of the preceding paragraph, when the Specified Company Auditor does not give notice of the content of the audit report pursuant to the provisions of paragraph (6) by the day on which the notice should be given pursuant to the same paragraph, the balance sheet under Article 146, paragraph (1), the administrative report under paragraph (1) of the preceding Article, and the annexed detailed statements thereof are deemed to be audited by the company auditor on the day on which the notice should be given.
- (9) The term "Specified Company Auditor" provided for in paragraph (6) and the preceding paragraph means the person as prescribed in the following items, in

accordance with the categories of Liquidating Stock Companies listed therein:

(i) Companies with Company Auditors (including Liquidating Stock Companies for which the articles of incorporation contain provisions limiting the scope of audits by company auditors to matters related to accounting, and excluding Companies with Board of Company Auditors): the persons as prescribed in the following (a) through (c), in accordance with the categories of cases listed therein:

(a) when two or more company auditors exist, and the company auditor to give notice of the content of the audit report pursuant to the provisions of paragraph (6) is prescribed: the company auditor prescribed as the company auditor to give the notice;

(b) when two or more company auditors exist, and the company auditor to give notice of the content of the audit report pursuant to the provisions of paragraph (6) is not prescribed: all company auditors; or

(c) in cases other than the cases listed in (a) or (b): the company auditor.

(ii) Companies with Board of Company Auditors: the persons as prescribed in the following (a) or (b), in accordance with the categories of cases listed therein:

(a) if the board of company auditors has prescribed a company auditor to give notice of the content of the audit report pursuant to the provisions of paragraph (6): the company auditor prescribed as the company auditor to give the notice; or

(b) in cases other than the case listed in (a): all company auditors.

(Price of Residual Assets Where the Right to Demand a Distribution of Monies Is Exercised)

Article 149 (1) The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 505, paragraph (3), item (i) of the Act is the method of treating whichever is larger between the following amounts as the price of residual assets prescribed in the same item:

(i) the closing price in the market on which the residual assets are traded on the last day of the period under Article 505, paragraph (1), item (i) of the Act (hereinafter referred to as "Exercise Deadline Date" in this paragraph) (in cases where there is no sales transaction on the Execution Deadline Date, or in cases where the Exercise Deadline Date falls on a holiday for the relevant market, the execution price of the first sales transaction after that point); or

(ii) when the residual assets are the target of a Tender Offer, etc. on the Exercise Deadline Date, the price of the residual assets in the contract pertaining to the Tender Offer, etc. on the Exercise Deadline Date.

(2) Regarding the application of the provisions of item (i) of the preceding paragraph in the case where it is deemed that the application is governed by

the provisions of the second sentence of Article 505, paragraph (3) of the Act pursuant to the provisions of Article 506 of the Act, the phrase "the last day of the period of Article 505, paragraph (1), item (i) of the Act" in the same item is deemed to be replaced with "the date for distribution of residual assets."

(Statement of Accounts)

Article 150 (1) The statement of accounts to be prepared pursuant to the provisions of Article 507, paragraph (1) of the Act must have the following matters as content. In this case, the matters listed in item (i) and item (ii) may be subdivided into appropriate entries:

- (i) the amount of income obtained from the collection of debts, disposition of assets and other acts;
- (ii) the amount of expenses from the performance of obligations, payment of expenses related to liquidation, and other acts;
- (iii) the amount of residual assets (in the case where a tax payment amount exists, that tax amount and the amount of assets after the tax amount is deducted); and
- (iv) the amount of distribution per share (in the case of a Company with Class Shares, the amount of distribution per share in each class).

(2) The matters listed in item (iv) of the preceding paragraph must be annotated with the following matters:

- (i) the date on which distribution of residual assets was completed; and
- (ii) when some or all of the residual assets are assets other than monies, the kinds and values of the assets.

(When a Liquidating Stock Company Can Acquire Treasury Shares)

Article 151 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 509, paragraph (2) of the Act are the following cases:

- (i) when the relevant Liquidating Stock Company's shares are delivered thereto by any other Corporation, etc. in which the Liquidating Stock Company holds shares (including equity interest and others equivalent thereto; hereinafter the same applies in this Article), through a distribution of dividends of surplus or residual assets (including equivalent acts) with respect to the shares of the relevant other Corporation, etc.;
- (ii) when the relevant Liquidating Stock Company's shares are delivered thereto by another Corporation, etc. in which the Liquidating Stock Company holds shares, in exchange for the shares of the relevant other Corporation, etc. on the occasion of the following acts by the relevant other Corporation, etc. with respect to the shares thereof:
 - (a) Entity Conversion;
 - (b) merger;

- (c) Share Exchange (including acts equivalent to Share Exchange based on laws and regulations other than the Act (including the laws and regulations of a foreign country));
 - (d) acquisition of Shares Subject to Call (including equivalent shares); or
 - (e) acquisition of a Share Subject to Class-Wide Call (including equivalent shares).
- (iii) when, based on the provisions of Share Options, etc. of another Corporation, etc. in which the relevant Liquidating Stock Company holds Share Options, etc., the Liquidating Stock Company's shares are to be delivered by the relevant other Corporation, etc., in exchange for the relevant other Corporation, etc. acquiring its own Share Options, etc., and the Liquidating Stock Company has been delivered the shares;
 - (iv) when the relevant Liquidating Stock Company acquires shares of itself in response to a share purchase demand (limited to those exercised at merger) as prescribed in Article 785, paragraph (5) or Article 806, paragraph (5) of the Act (including the cases where these provisions are applied mutatis mutandis pursuant to other laws and regulations with regard to stock companies);
 - (v) when the relevant Liquidating Stock Company acquires shares of itself in response to a share purchase demand (limited to those exercised upon acts performed prior to becoming a Liquidating Stock Company) as prescribed in Article 116, paragraph (5), or Article 469, paragraph (5), Article 785, paragraph (5), Article 797, paragraph (5), or Article 806, paragraph (5) of the Act (including the cases where these provisions are applied mutatis mutandis pursuant to other laws and regulations with regard to stock companies); or
 - (vi) when there was a demand pursuant to the provisions of Article 192, paragraph (1) of the Act prior to the relevant Liquidating Stock Company becoming a Liquidating Stock Company when the Liquidating Stock Company acquires the stock under paragraph (2) of the same Article pertaining to the demand.

Section 2 Special Liquidation

(Total Amount of Assets)

Article 152 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 536, paragraph (1), item (ii) of the Act is the method of treating the amount recorded in the section on assets on the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act as the total amount of assets of the stock company.

(Matters Determined for Calling a Meeting of Creditors)

Article 153 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 548, paragraph (1), item (iv) of the Act are the following:

- (i) the matters to be stated in the Reference Documents for Meeting of Creditors pursuant to the provisions of the following Article (excluding matters listed in paragraph (1), item (i) of the same Article);
- (ii) the time limit on exercise of voting rights in writing (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to the provisions of Article 549, paragraph (1) of the Act that is a time on or before the date and time of the Meeting of Creditors (meaning a meeting of creditors to which are applied the provisions of Part II, Chapter IX, Section 2, Subsection 8 of the Act; hereinafter the same applies in this Section));
- (iii) if, for a single proposal, a single Agreement Claim Creditor has exercised voting rights multiple times pursuant to the provisions of Article 556, paragraph (1) of the Act (where the matters listed in Article 548, paragraph (1), item (iii) of the Act are prescribed, Article 556, paragraph (1) or Article 557, paragraph (1) of the Act), when matters related to the treatment of the exercise of voting rights by the Agreement Claim Creditor are decided when the content of the exercise of voting rights with respect to the same proposal differs, those matters;
- (iv) when the treatment under Article 155, paragraph (1), item (iii) is prescribed, the content of that treatment; and
- (v) when matters listed in Article 548, paragraph (1), item (iii) of the Act are prescribed, the following matters:
 - (a) the time limit on exercise of voting rights by Electronic or Magnetic Means (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to the provisions of Article 549, paragraph (1) of the Act that is a time on or before the date and time of the Meeting of Creditors); and
 - (b) when it is arranged that a delivery (including provision by Electronic or Magnetic Means pursuant to the provisions of Article 550, paragraph (2) of the Act in lieu of the delivery) of Voting Forms (meaning voting forms prescribed in the same paragraph; hereinafter the same applies in this Section) is to be performed pursuant to Article 550, paragraph (1) of the Act to an Agreement Claim Creditor when a demand has been made by the Agreement Claim Creditor who has given the consent under Article 549, paragraph (2) of the Act, that fact.

(Reference Documents for Meeting of Creditors)

Article 154 (1) The Reference Documents for Meeting of Creditors must state the

following matters:

- (i) the matters prescribed under the provisions of Article 548, paragraph (2) or paragraph (3) of the Act regarding Agreement Claims an Agreement Claim Creditor to receive delivery of the Reference Documents for Meeting of Creditors holds; and
 - (ii) proposals.
- (2) Beyond what is provided for in the preceding paragraph, the Reference Documents for Meeting of Creditors may state matters recognized as being of reference in the exercise of the voting rights of Agreement Claim Creditors.
- (3) Where, among the matters to be stated in the Reference Documents for Meeting of Creditors to be provided to Agreement Claim Creditors for a single Meeting of Creditors (limited to matters listed in paragraph (1), item (ii)), there are matters that have been stated in other documents or that have been provided by Electronic or Magnetic Means, these matters need not be stated in the Reference Documents for Meeting of Creditors.
- (4) Where, among matters to be included in the content of a Notice of Calling (meaning a notice pursuant to the provisions of Article 549, paragraph (1) or paragraph (2) of the Act; hereinafter the same applies in this Section) to be provided to Agreement Claim Creditors for a single Meeting of Creditors, there are matters that have been stated in the Reference Documents for Meeting of Creditors, the relevant matters need not be included in the content of the Notice of Calling.

(Voting Forms)

Article 155 (1) The matters to be stated on the Voting Forms to be delivered pursuant to the provisions of Article 550, paragraph (1) of the Act or the matters to be stated on the Voting Forms to be provided by Electronic or Magnetic Means pursuant to the provisions of Article 551, paragraph (1) or paragraph (2) of the Act, are the following:

- (i) a field to record the existence of consent (including abstention, in cases where an abstention field is provided) for each proposal;
- (ii) when the matters listed in Article 153, item (iii) are prescribed, those matters;
- (iii) when the matters listed in Article 153, item (iv) are prescribed, the content of treatment to deem that an intent either to support, oppose, or abstain from each proposal is indicated when a Voting Forms with nothing recorded in the field under item (i) is submitted to the Caller (meaning the caller as prescribed in Article 548, paragraph (1) of the Act; hereinafter the same applies in this Article);
- (iv) the time limit on exercise of voting rights; and
- (v) the names of Agreement Claim Creditors to exercise voting rights, and

- matters prescribed pursuant to the provisions of Article 548, paragraph (2) and paragraph (3) of the Act with respect to the Agreement Claim Creditors.
- (2) In a case where the matters listed in Article 153, item (v) (b) are prescribed, when there has been a request of an Agreement Claim Creditor who has given consent under Article 549, paragraph (2) of the Act, the Caller must deliver a Voting Form pursuant to the provisions of Article 550, paragraph (1) of the Act to the Agreement Claim Creditor (including provision by Electronic or Magnetic Means pursuant to the provisions of paragraph (2) of the same Article in lieu of the delivery).
- (3) Where, among the matters to be included in the content of a Notice of Calling to be provided to Agreement Claim Creditors for a single Meeting of Creditors, there are matters that have been stated in the Voting Forms, the relevant matters need not be included in the content of the Notice of Calling.
- (4) Where, among the matters to be stated on the Voting Forms to be provided to Agreement Claim Creditors for a single Meeting of Creditors (limited to matters listed in paragraph (1), item (ii) through item (iv)), there are matters that have been included in the content of the Notice of Calling, the relevant matters need not be stated on the Voting Forms.

(Time Limit on the Exercise of Voting Rights in Writing)

Article 156 The time prescribed by Ordinance of the Ministry of Justice as provided for in Article 556, paragraph (2) of the Act is the time limit on exercise under Article 153, item (ii).

(Time Limit on the Exercise of Voting Rights by Electronic or Magnetic Means)

Article 157 The time prescribed by Ordinance of the Ministry of Justice as provided for in Article 557, paragraph (1) of the Act is the time limit on exercise under Article 153, item (v) (a).

(Minutes of Meetings of Creditors)

- Article 158 (1) The preparation of minutes of Meetings of Creditors pursuant to the provisions of Article 561 of the Act is governed by the provisions of this Article.
- (2) Minutes of Meetings of Creditors must be prepared in writing or as Electronic or Magnetic Records.
- (3) Minutes of Meetings of Creditors must have the following matters as content:
- (i) the date, time, and place where the Meeting of Creditors was held;
 - (ii) a summary of the progress of the agenda of the Meeting of Creditors and the results thereof;
 - (iii) when an opinion is stated at a Meeting of Creditors pursuant to the provisions of Article 559 of the Act, a summary of the content of that opinion;

- (iv) when a report has been presented and an opinion stated to a Meeting of Creditors pursuant to the provisions of Article 562 of the Act, a summary of the content of that report and opinion;
- (v) the names of liquidators in attendance at the Meeting of Creditors;
- (vi) the name of the chairperson of the Meeting of Creditors, if any; and
- (vii) the name of the person performing duties pertaining to preparation of the minutes.

Part III Membership Companies

Chapter I Accounting

Article 159 The matters prescribed by Ordinance of the Ministry of Justice as provided for in the following provisions are governed by the provisions of the Rules of Corporate Accounting:

- (i) Article 615, paragraph (1) of the Act;
- (ii) Article 617, paragraph (1) and paragraph (2) of the Act;
- (iii) Article 620, paragraph (2) of the Act;
- (iv) Article 623, paragraph (1) of the Act;
- (v) Article 626, paragraph (4), item (iv) of the Act;
- (vi) Article 631, paragraph (1) of the Act; or
- (vii) Article 635, paragraph (2), paragraph (3), and paragraph (5) of the Act.

Chapter II Liquidation

(Inventory of Assets)

Article 160 (1) The inventory of assets to be prepared pursuant to the provisions of Article 658, paragraph (1) or Article 669, paragraph (1) or paragraph (2) of the Act is governed by the provisions of this Article.

(2) Regarding property that should be recorded in the inventory of assets under the preceding paragraph, except in the case where assigning the disposition price thereof is difficult, the disposition price on the date on which any one of the cases listed in the items of Article 644 of the Act is satisfied must be assigned. In this case, regarding the accounting books of the Liquidating Membership Company, the price entered in the inventory of assets is deemed to be the acquisition value.

(3) The inventory of assets under paragraph (1) must be indicated in the categories of sections listed below. In this case, the sections listed in item (i) and item (ii) may be subdivided into entries to which appropriate names indicating the content thereof are assigned:

- (i) assets;
- (ii) liabilities; and

(iii) net worth.

(Balance Sheet at the Start of Liquidation)

Article 161 (1) The balance sheet to be prepared pursuant to the provisions of Article 658, paragraph (1) or Article 669, paragraph (1) or paragraph (2) of the Act is governed by the provisions of this Article.

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

(3) The balance sheet under paragraph (1) must be indicated in the categories of sections listed below. In this case, the sections listed in item (i) and item (ii) may be subdivided into entries to which appropriate names indicating the content thereof are assigned:

(i) assets;

(ii) liabilities; and

(iii) net assets.

(4) Where assets exist for which entering a disposition price is difficult, the balance sheet under paragraph (1) must annotate the policy of property appraisal pertaining to the assets.

Part IV Bonds

Chapter I General Provisions

(Subscription Requirements)

Article 162 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 676, item (xii) of the Act are the following:

(i) when monies are caused to be paid in installments in exchange for Bonds for Subscription, that fact and the Amount to Be Paid in (meaning the amount to be paid in as provided for in Article 676, item (ix) of the Act) on each payment date;

(ii) when Bonds for Subscription are issued in conjunction with another Company, that fact and the portion of each Company's obligation;

(iii) when a contract is concluded for the delivery of property other than monies in lieu of monetary payment in exchange for Bonds for Subscription, the content of that contract;

(iv) when authority other than that of the bond administrator manager provided for in the Act is prescribed in a contract pertaining to entrustment pursuant to the provisions of Article 702 of the Act, the content of that authority;

(v) when provided for in the main clause of Article 711, paragraph (2) of the Act, the grounds provided for in the main clause of the same paragraph; and

(vi) when a Bond for Subscription is a Trust Bond, that fact and the matters

necessary to specify the trust concerning the Trust Bond.

(Matters to Be Notified to Persons Who Wish to Make an Offer)

Article 163 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 677, paragraph (1), item (iii) of the Act are the following:

- (i) when a bond administrator is prescribed, the name and address thereof;
- (ii) when a Bond Register Administrator is prescribed, the name and address thereof.

(Where Persons Who Wish to Make an Offer Need Not Be Notified)

Article 164 The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 677, paragraph (4) of the Act are the following cases, in which the Company provides the matters listed in each item of the same paragraph to persons who wish to make the offer under paragraph (1) of the same Article:

- (i) where the relevant Company provides the matters to be stated in the prospectus pursuant to the provisions of the Financial Instruments and Exchange Act by Electronic or Magnetic Means;
- (ii) where the relevant Company provides a prospectus or other equivalent document or other material pursuant to the laws and regulations of a foreign country;
- (iii) where, pursuant to a public notice based on the provisions of Article 11, paragraph (4) of the Long Term Credit Bank Act (Act No. 187 of 1952), the matters under each item of the same paragraph are provided; and
- (iv) where, pursuant to a public notice based on the provisions of Article 36, paragraph (3) of the Shoko Chukin Bank Limited Act (Act No. 74 of 2007), the matters under each item of the same paragraph are provided.

(Classes of Bonds)

Article 165 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 681, item (i) of the Act are the following:

- (i) the interest rate of the Bonds;
- (ii) the method and due date for the redemption of the Bonds;
- (iii) the method and due date for the payment of the interest;
- (iv) when a bond certificate is issued, that fact;
- (v) when it is arranged that bondholders may not make the demand under the provisions of Article 698 of the Act, in whole or in part, that fact;
- (vi) when it is arranged that a bond administrator may perform an act listed in Article 706, paragraph (1), item (ii) of the Act without a resolution at a bondholders meeting, that fact;
- (vii) when Bonds for Subscription are issued in conjunction with another

- Company, that fact and the portion of the obligation of each Company;
- (viii) when a bond administrator is prescribed, the name and address thereof, and the content of a contract pertaining to the entrustment pursuant to the provisions of Article 702 of the Act;
 - (ix) when a Bond Register Administrator is prescribed, the name and address thereof;
 - (x) when a Bond is a secured bond, the matters listed in Article 19, paragraph (1), item (i), item (xi), and item (xiii) of the Secured Bonds Trust Act (Act No. 52 of 1905); and
 - (xi) when a Bond is a Trust Bond, the matters necessary for specifying the trust concerning the Trust Bond.

(Matters to Be Stated in the Bond Register)

Article 166 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 681, item (vii) of the Act are the following:

- (i) when the delivery of property other than money is made in lieu of the payment of money in exchange for Bonds for Subscription, the value of that property and the date of delivery; and
- (ii) when the obligation of a bondholder to pay in money in exchange for a Bond for Subscription is set-off against claims to the Company, the amount of that claim and the date on which it was set-off.

(Holders of Rights of Inspection)

Article 167 The persons prescribed by Ordinance of the Ministry of Justice as provided for in Article 684, paragraph (2) of the Act are bondholders and other creditors of a Bond-Issuing Company, and shareholders or members of a Bond-Issuing Company.

(Demand for the Entry of Matters to Be Stated in the Bond Register)

Article 168 (1) The cases prescribed by Ordinance of the Ministry of Justice as provided for in Article 691, paragraph (2) of the Act are the following cases:

- (i) if an Acquirer of Bonds has obtained a final and binding judgment against a person who is stated or recorded in the bond register as a bondholder or a general successor thereto, and the judgment orders that a demand be made pursuant to the provisions of Article 691, paragraph (1) of the Act pertaining to the Bonds acquired by the Acquirer of Bonds, and when the Acquirer of Bonds has provided documents or other materials certifying the content of the final and binding judgment when making the demand;
- (ii) when the Acquirer of Bonds has provided documents or other materials certifying content with the same effect as the final and binding judgment under the preceding item when making the demand;

- (iii) where an Acquirer of Bonds is a person who has acquired a Company's Bonds by general succession, when the Acquirer of Bonds has provided documents or other materials certifying the general succession when making the demand; and
 - (iv) where an Acquirer of Bonds is a person who has acquired a Company's Bonds by auction, when the Acquirer of Bonds has provided documents or other materials certifying the acquisition by auction when making the demand.
- (2) Notwithstanding the provisions of the preceding paragraph, where it has been provided that bond certificates be issued for the Bonds acquired by the Acquirer of Bonds, the case prescribed by Ordinance of the Ministry of Justice as provided for in Article 691, paragraph (2) of the Act is where the Acquirer of Bonds has presented the bond certificates when making the demand.

Chapter II Bond Administrators

(Where Establishment of a Bond Administrators Is Not Required)

Article 169 The case prescribed by Ordinance of the Ministry of Justice as provided for in Article 702 of the Act is the case where the number obtained by dividing the total amount of Bonds of a certain Class (meaning the class provided for in Article 681, item (i) of the Act; hereinafter the same applies in this Article) by the minimum amounts of the amounts of each Bond of the Class is less than 50.

(Qualifications of Bond Administrators)

Article 170 Those persons prescribed by Ordinance of the Ministry of Justice as provided for in Article 703, item (iii) of the Act are the following persons:

- (i) those receiving a license under Article 3 of the Secured Bonds Trust Act;
- (ii) the Shoko Chukin Bank;
- (iii) agricultural cooperatives or federations of agricultural cooperatives concurrently engaged in the businesses under Article 10, paragraph (1), item (ii) and item (iii) of the Agricultural Co-operatives Act;
- (iv) a credit cooperative, or a federation of cooperatives engaged in the business under Article 9-9, paragraph (1), item (i) of the Small and Medium-Sized Enterprise Cooperatives Act;
- (v) a Shinkin bank or federation of Shinkin banks;
- (vi) a federation of labor banks;
- (vii) a long term credit bank provided for in Article 2 of the Long Term Credit Bank Act;
- (viii) an insurance company provided for in Article 2, paragraph (2) of the Insurance Business Act; and

(ix) the Norinchukin bank.

(Special Relationships)

Article 171 (1) The special relationships prescribed by Ordinance of the Ministry of Justice as provided for in Article 710, paragraph (2), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 712 of the Act) are the following relationships:

(i) the relationship between those who have voting rights exceeding 50 percent of the voting rights of all members or all shareholders of the corporation (hereinafter referred to as a "Controlling Member" in this Article) and the corporation (hereinafter referred to as a "Controlled Corporation" in this Article); and

(ii) the relationship between one Controlled Corporation and other Controlled Corporations of a Controlling Member.

(2) When a Controlling Member and the Controlled Corporation together have voting rights exceeding 50 percent of the total voting rights of all members or all shareholders of another corporation, the relevant other corporation is also deemed to be a Controlled Corporation of the Controlling Member, and the provisions of the preceding paragraph apply.

Chapter III Bondholders Meetings

(Matters Determined for Calling a Bondholders Meeting)

Article 172 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 719, item (iv) of the Act are the following:

(i) matters to be stated in the Reference Documents for Bondholders Meeting pursuant to the provisions of the following paragraph;

(ii) the time limit on exercise of voting rights in writing (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to the provisions of Article 720, paragraph (1) of the Act that is a time on or before the date and time of the bondholders meeting);

(iii) if, for a single proposal, a single bondholder has exercised voting rights multiple times pursuant to the provisions of Article 726, paragraph (1) of the Act (where the matters listed in Article 719, item (iii) of the Act are prescribed, Article 726, paragraph (1) or Article 727, paragraph (1) of the Act), when matters have been decided in relation to the treatment of such a bondholder's votes when the content of some of the votes differs from that of others for the same proposal, those matters;

(iv) when the treatment under Article 174, paragraph (1), item (iii) is prescribed, the content of that treatment; and

(v) when the matters listed in Article 719, item (iii) of the Act are prescribed,

the following matters:

- (a) the time limit on the exercise of voting rights by Electronic or Magnetic Means (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to Article 720, paragraph (1) of the Act that is a time on or before the date and time of the bondholders meeting); and
- (b) when it is arranged that a delivery (including provision by Electronic or Magnetic Means pursuant to the provisions of Article 721, paragraph (2) of the Act in lieu of the delivery) of Voting Forms (meaning the voting forms prescribed in the same paragraph; hereinafter the same applies in this Chapter) is to be performed pursuant to the provisions of paragraph (1) of the same Article to a bondholder when a demand has been made by the bondholder who has given the consent under Article 720, paragraph (2) of the Act, that fact.

(Reference Documents for Bondholders Meeting)

Article 173 (1) The Reference Documents for Bondholders Meeting must state the following matters:

- (i) proposals and reasons for motions;
- (ii) when a proposal is a proposal related to the election of a representative bondholder, the following matters:
 - (a) the name of the candidates;
 - (b) brief biographical outlines or corporate histories of the candidates; and
 - (c) when a candidate is a specially interested party relationship with the Bond-Issuing Company or the bond administrator, a summary of those facts;
- (2) Beyond what is provided for in the preceding paragraph, the Reference Documents for Bondholders Meeting may state matters recognized as being of reference in the exercise of voting rights by bondholders.
- (3) Among the matters to be stated in the Reference Documents for Bondholders Meeting provided to bondholders in relation to the same bondholders' meeting, in cases where there are matters that have been stated in other documents or that have been provided by Electronic or Magnetic Means, these matters need not be stated in the Reference Documents for Bondholders Meeting.
- (4) Among the matters to be included in the content of the Notice of Calling (meaning the notice pursuant to the provisions of Article 720, paragraph (1) or paragraph (2) of the Act; hereinafter the same applies in this Chapter) provided to bondholders in relation to the same bondholders meeting, in cases where there are matters that have been stated in the Reference Documents for Bondholders Meeting, the relevant matters need not be included in the content of the Notice of Calling.

(Voting Forms)

Article 174 (1) The matters to be stated on the Voting Forms to be given pursuant to the provisions of Article 721, paragraph (1) of the Act, or the matters to be stated on the Voting Forms to be provided by Electronic or Magnetic Means pursuant to the provisions of Article 722, paragraph (1) or paragraph (2) of the Act are the following.

- (i) a field to record the support for or the opposition to (including abstention, in cases where an abstention field is provided) each proposal;
 - (ii) when the matters listed in Article 172, item (iii) are prescribed, those matters;
 - (iii) when the matters listed in Article 172, item (iv) are prescribed, the content of treatment to deem that an intent either to support, oppose, or abstain from each proposal is indicated where a Voting Form with nothing recorded in the field under item (i) is submitted to the Caller (meaning the caller prescribed by Article 719 of the Act; hereinafter the same applies in this Article);
 - (iv) the time limit on exercise of voting rights; and
 - (v) the names of bondholders to exercise voting rights and the number of voting rights capable of being exercised.
- (2) In a case where the matters listed in Article 172, item (v)(b) are prescribed, when a demand has been made by a bondholder who has given consent under Article 720, paragraph (2) of the Act, the Caller must perform a delivery (including provision by Electronic or Magnetic Means pursuant to the provisions of paragraph (2) of the same Article in lieu of the delivery) of Voting Forms pursuant to Article 721, paragraph (1) of the Act to the bondholder.
- (3) Where, among the matters to be stated on Voting Forms to be provided to bondholders in relation to the same bondholders' meeting (limited to matters listed in paragraph (1), item (ii) through item (iv)), there are matters that have been included in the content of the Notice of Calling, the relevant matters need not be stated on the Voting Forms provided to bondholders.
- (4) Where, among the matters to be included in the content of the Notice of Calling to be provided to bondholders in relation to the same bondholders' meeting, there are matters that have been stated in the Voting Forms, the relevant matters need not be included in the content of the Notice of Calling provided to bondholders.

(Time Limit on the Exercise of Voting Rights in Writing)

Article 175 The time prescribed by Ordinance of the Ministry of Justice as provided for in Article 726, paragraph (2) of the Act is the time limit on exercise under Article 172, item (ii).

(Time Limit on the Exercise of Voting Rights by Electronic or Magnetic Means)

Article 176 The time prescribed by Ordinance of the Ministry of Justice as provided for in Article 727, paragraph (1) of the Act is the time limit on exercise under Article 172, item (v) (a).

(Minutes of Bondholders Meetings)

Article 177 (1) The preparation of minutes of bondholders meetings pursuant to the provisions of Article 731, paragraph (1) of the Act is governed by the provisions of this Article.

(2) Minutes of bondholders meetings must be prepared in writing or as Electronic or Magnetic Records.

(3) Minutes of bondholders meetings must have the following matters as content:

- (i) the date, time, and place where the bondholders meeting was held;
- (ii) a summary of the progress of the agenda of the bondholders meeting and the results thereof;
- (iii) when an opinion is stated at a bondholders meeting pursuant to the provisions of Article 729, paragraph (1) of the Act, a summary of the content of that opinion;
- (iv) the names of representatives or bond administrators of the Bond-Issuing Company in attendance at the bondholders meeting;
- (v) the name of the chairperson of the bondholders meeting, if any; and
- (vi) the name of the person performing duties pertaining to preparation of the minutes.

Part V Entity Conversions, Mergers, Company Splits, Share Exchanges, and Share Transfers

Chapter I Absorption-Type Company Split Agreements and Incorporation-Type Company Split Plans

Section 1 Absorption-Type Company Split Agreements

Article 178 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 758, item (viii) (a) and Article 760, item (vii) (a) of the Act is the following:

- (i) Monies, etc. obtained by a Stock Company Splitting in an Absorption-Type Split from a Company Succeeding in the Absorption-Type Split upon the Absorption-Type Company Split in the case where the amount obtained by subtracting the amount listed in (b) from the amount listed in (a) is less than the amount listed in (c), that are other than the Consideration for Acquisition (meaning the consideration for acquisition provided for in Article 171, paragraph (1), item (i) of the Act; hereinafter the same applies in this

- Article) or Shares, etc. of Successor Company (meaning shares of the Stock Company Succeeding in the Absorption-Type Split or equity interest of the Membership Company Succeeding in the Absorption-Type Split; hereinafter the same applies in this item) delivered as Dividend Property pursuant to the provisions of Article 758, item (viii) or Article 760, item (vii) of the Act:
- (a) the total amount of Monies, etc. delivered to shareholders of a Stock Company Splitting in an Absorption-Type Split as a result of the acts listed in Article 758, item (viii) (a) or (b) or Article 760, item (vii) (a) or (b) of the Act (in the case of the acts listed in Article 758, item (viii) (a) or Article 760, item (vii) (a) of the Act (referred to as the "Specified Share Acquisition" in the following item), excluding shares of the Stock Company Splitting in the Absorption-Type Split to be delivered as Consideration for Acquisition);
 - (b) among the Monies, etc. provided for in (a), the total amount of the value of Shares, etc. of Successor Company;
 - (c) the amount obtained by multiplying the total amount of Monies, etc. provided for in (a) by one-twentieth; and
- (ii) shares of the Stock Company Splitting in the Absorption-Type Split delivered as the Consideration for Acquisition in the case of Specified Share Acquisition.

Section 2 Incorporation-Type Company Split Plans

Article 179 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 763, item (xii) (a) and Article 765, paragraph (1), item (viii) (a) of the Act is the following:

- (i) Monies, etc. obtained by a Stock Company Splitting in an Incorporation-Type Split from a Company Incorporated in an Incorporation-Type Split upon the Incorporation-Type Company Split in the case where the amount obtained by subtracting the amount listed in (b) from the amount listed in (a) is less than the amount listed in (c), that are other than the Consideration for Acquisition (meaning the consideration for acquisition provided for in Article 171, paragraph (1), item (i) of the Act; hereinafter the same applies in this Article) or Shares, etc. of the Incorporated Company (meaning shares of the Stock Company Incorporated in an Incorporation-Type Split or equity interest of the Membership Company Incorporated in the Incorporation-Type Split; hereinafter the same applies in this item) delivered as Dividend Property pursuant to the provisions of Article 763, item (xii) or Article 765, paragraph (1), item (viii) of the Act:
 - (a) the total amount of Monies, etc. delivered to shareholders of a Stock Company Splitting in the Incorporation-Type Split as a result of the acts listed in Article 763, item (xii) (a) or (b) or Article 765, paragraph (1), item

- (viii) (a) or (b) of the Act (in the case of the acts listed in Article 763, item (xii) (a) or Article 765, paragraph (1), item (viii) (a) of the Act (referred to as the "Specified Share Acquisition" in the following item), excluding shares of the Stock Company Splitting in the Incorporation-Type Split to be delivered as Consideration for Acquisition);
- (b) among the Monies, etc. provided for in (a), the total amount of the value of Shares, etc. of the Incorporated Company;
- (c) the amount obtained by multiplying the total amount of Monies, etc. provided for in (a) by one-twentieth;
- (ii) shares of a Stock Company Splitting in an Incorporation-Type Split delivered as Consideration for Acquisition in the case of Specified Share Acquisition.

Chapter II Procedures for a Stock Company Effecting an Entity Conversion

(Matters for Advance Disclosure by a Stock Company Effecting an Entity Conversion)

Article 180 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 775, paragraph (1) of the Act are the following:

- (i) when a stock company effecting an Entity Conversion issues Share Options, matters related to the appropriateness of the provisions concerning the matters listed in Article 744, paragraph (1), item (vii) and item (viii) of the Act;
- (ii) when a stock company effecting an Entity Conversion has no Most Recent Business Year, the balance sheet on the day of formation of the stock company effecting the entity conversion;
- (iii) matters related to prospects for performance of obligations of a Membership Company after Entity Conversion; and
- (iv) when a change occurs in the matters listed in the preceding three items after the start date for keeping the entity conversion plan as provided for in Article 775, paragraph (2) of the Act, those matters after the change.

(Matters Related to Financial Statements)

Article 181 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 779, paragraph (2), item (ii) of the Act is those prescribed in each of the following items, in accordance with the categories of cases listed therein on the earlier of the date of public notice provided for in the same paragraph or the date of notice provided for in the same paragraph:

- (i) when a stock company effecting an Entity Conversion gives a public notice pursuant to the provisions of Article 440, paragraph (1) or paragraph (2) of the Act with regard to the balance sheet pertaining to the Most Recent

Business Year or an outline thereof: the following:

- (a) when public notice has been given in the official gazette, the date of the official gazette and the page on which the public notice was published;
- (b) when public notice has been given through publication in daily newspaper that publishes matters related to current affairs, the name and date of the daily newspaper and the page on which the public notice was published; and
- (c) when public notice has been given by Electronic Public Notice, the matters listed in Article 911, paragraph (3), item (xxix) (a) of the Act;
- (ii) where a stock company effecting an Entity Conversion takes measures prescribed in Article 440, paragraph (3) of the Act with regard to the balance sheet pertaining to the Most Recent Business Year: the matters listed in Article 911, paragraph (3), item (xxvii) of the Act;
- (iii) where a stock company effecting an Entity Conversion is a stock company prescribed in Article 440, paragraph (4) of the Act, and the stock company submits a securities report pertaining to the Most Recent Business Year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act: that fact;
- (iv) where the provisions of Article 440 of the Act are not applied to a stock company effecting an Entity Conversion pursuant to the provisions of Article 28 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Companies Act (Act No. 87 of 2005): that fact;
- (v) where no Most Recent Business Year exists for a stock company effecting an Entity Conversion: that fact;
- (vi) where a stock company effecting an Entity Conversion is a Liquidating Stock Company: that fact; and
- (vii) in cases other than the cases listed in the preceding items: the content of an outline of the balance sheet pertaining to the Most Recent Business Year pursuant to the provisions of Part VI, Chapter II of the Rules of Corporate Accounting.

Chapter III Procedures for Stock Companies Disappearing in Absorption-Type Mergers, Stock Companies Splitting in Absorption-Type Splits, and Wholly Owned Subsidiary Companies Resulting from the Share Exchange

(Matters for Advance Disclosure by Stock Companies Disappearing in Absorption-Type Mergers)

Article 182 (1) The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 782, paragraph (1) of the Act are the following in the case where a disappearing stock company, etc. provided for in the same

- paragraph is a Stock Company Disappearing in an Absorption-Type Merger:
- (i) matters related to the appropriateness of the Consideration for the Merger;
 - (ii) matters of reference regarding the Consideration for the Merger;
 - (iii) matters related to the appropriateness of the provisions for Share Options pertaining to an Absorption-Type Merger;
 - (iv) matters related to Financial Statements, etc.;
 - (v) matters related to prospects for performance of obligations of the Company Surviving the Absorption-Type Merger after the day on which the Absorption-Type Merger becomes effective (limited to obligations borne to creditors able to state an objection regarding the Absorption-Type Merger pursuant to the provisions of Article 789, paragraph (1) of the Act); and
 - (vi) when a change occurs in the matters listed in the preceding items after the Start Date for Keeping the Absorption-Type Merger Agreement Documents (meaning the start date for keeping the absorption-type merger agreement documents as provided for in Article 782, paragraph (2) of the Act; hereinafter the same applies in this Chapter), those matters after the change.
- (2) In this Article, the term "Consideration for the Merger" means Monies, etc. delivered to shareholders of the Stock Company Disappearing in an Absorption-Type Merger by the Company Surviving the Absorption-Type Merger upon the Absorption-Type Merger in lieu of shares thereof.
- (3) The "matters related to the appropriateness of the Consideration for the Merger" provided for in paragraph (1), item (i) are matters related to the appropriateness of provisions concerning the following matters and other matters listed in Article 749, paragraph (1), item (ii) and item (iii) or Article 751, paragraph (1), item (ii) through item (iv) of the Act (in the case where no such provisions exist, the fact that no such provisions exist):
- (i) matters related to the appropriateness of the total number or total amount of Consideration for the Merger;
 - (ii) the reason why that kind of property was selected as the Consideration for the Merger; and
 - (iii) when the Company Surviving an Absorption-Type Merger and the Stock Company Disappearing in the Absorption-Type Merger are Under Common Control (meaning that they are Under Common Control as provided for in Article 2, paragraph (3), item (xxxii) of the Rules of Corporate Accounting; hereinafter the same applies in this item and in Article 184), matters to be given due consideration so as not to harm the interests of shareholders (excluding shareholders Under Common Control with the Stock Company Disappearing in the Absorption-Type Merger) of the Stock Company Disappearing in the Absorption-Type Merger (in the case where no such matters exist, that fact).
- (4) The "matters of reference regarding the Consideration for the Merger" in

paragraph (1), item (ii) are the matters prescribed in the following items and matters equivalent thereto, in accordance with the categories of cases listed therein (in the case where consent exists of the all shareholders of the Stock Company Disappearing in an Absorption-Type Merger to not state or record all or a portion of these matters in the document or Electronic or Magnetic Record provided for in Article 782, paragraph (1) of the Act, excluding those matters for which the consent exists):

(i) where all or a portion of the Consideration for the Merger is shares or equity interest of the Company Surviving the Absorption-Type Merger: the following matters:

(a) the provisions of the articles of incorporation of the Company Surviving the Absorption-Type Merger;

(b) the following matters and other matters related to the method of conversion of the Consideration for the Merger into cash:

1. the market on which the Consideration for the Merger is traded;
2. the person acting as intermediary, broker, or agency for transactions of the Consideration for the Merger; and
3. when a restriction exists on the transfer or other disposition of the Consideration for the Merger, the content thereof;

(c) when a market price exists for the Consideration for the Merger, matters related to the price thereof;

(d) the content of the balance sheets of the Company Surviving the Absorption-Type Merger pertaining to each business year the last day of which arrived in the past five years (excluding the following business years):

1. the Most Recent Business Year;
2. when public notice is given of the content of the balance sheet pertaining to a certain business year pursuant to the provisions of laws and regulations (including those equivalent to the measures of Article 440, paragraph (3) of the Act), the business year; and
3. when a securities report is submitted to the Prime Minister regarding the content of the balance sheet pertaining to a certain business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act, the business year;

(ii) where all or a portion of the Consideration for the Merger is shares, equity interest, or the equivalent thereto of a Corporation, etc. (excluding shares or equity interest of the Company Surviving the Absorption-Type Merger): the following matters (in the case where those matters have been indicated in a language other than Japanese, those matters (excluding names) indicated in Japanese):

(a) the provisions of the articles of incorporation or the equivalent thereto of

- the Corporation, etc.;
- (b) when the Corporation, etc. is not a Company, the content of rights equivalent to the following rights and other rights (excluding those that are unimportant) pertaining to the Consideration for the Merger:
 - 1. the right to receive dividends of surplus;
 - 2. the right to receive distributions of residual assets;
 - 3. voting rights at the shareholders meeting;
 - 4. when merger or other acts are carried out, the right to demand the purchase at a fair price of shares held by the holder of the right; and
 - 5. the right to demand to inspect or copy the articles of incorporation and other materials (in the case where those materials have been prepared as Electronic or Magnetic Records, materials that indicate the matters recorded in the Electronic or Magnetic Records);
 - (c) when the Corporation, etc. is deemed to have provided information using a language other than Japanese to the shareholders, members, or other equivalent persons (hereinafter referred to as "Shareholders, etc." in this item and in Article 184), the relevant language;
 - (d) the total number of voting rights or other equivalent rights projected to be held by Shareholders, etc. of the Corporation, etc. in the case where a shareholders meeting of the Corporation, etc., or a meeting equivalent thereto is deemed to have been held on the day on which the Absorption-Type Merger becomes effective;
 - (e) when the Corporation, etc. has not registered (in the case where the Corporation, etc. is established under the laws and regulations of a foreign country, limited to registration of a Foreign Company under Article 933, paragraph (1) of the Act or registration of a foreign corporation under Article 121 of the Non-Contentious Cases Procedures Act (Act No. 14 of 1898)), the following matters:
 - 1. the name and address of the person representing the Corporation, etc.;
 - and
 - 2. the names and addresses of the officers of the Corporation, etc. (excluding persons listed in 1. above);
 - (f) the content of Financial Statements (if no Most Recent Business Year exists, the balance sheet on the day of formation of the Corporation, etc.) or the equivalent thereto pertaining to the Most Recent Business Year of the Corporation, etc. (in the case where the Corporation, etc. is other than a Company, the equivalent of the Most Recent Business Year; hereinafter the same applies in this item) (including a summary of the content of any audit report or other report equivalent thereto in the case where the Financial Statements or the equivalent have undergone an audit by a company auditor, an audit committee, a financial auditor, or the

- equivalent);
- (g) the matters prescribed below in accordance with the categories of cases listed below:
1. where the Corporation, etc. is a stock company: content of the business report pertaining to the Most Recent Business Year of the Corporation, etc. (including the content of any audit report in the case where the business report has undergone an audit by a company auditor or audit committee); and
 2. where the Corporation, etc. is other than a stock company: a summary of the content of matters equivalent to the matters listed in the items of Article 118 and the items of Article 119 pertaining to the Most Recent Business Year of the Corporation, etc. (including a summary of the content of an audit report or the equivalent thereto, in the case where those matters have undergone an audit by a company auditor or audit committee or the equivalent);
- (h) the content of the balance sheets or the equivalent thereto of the Corporation, etc. pertaining to each business year the last day of which arrived in the past five years (excluding the following business years):
1. the Most Recent Business Year;
 2. when public notice is given of the content of the balance sheet or the equivalent thereto pertaining to a certain business year pursuant to the provisions of laws and regulations (including those equivalent to the measures of Article 440, paragraph (3) of the Act), the business year; and
 3. when a securities report is submitted to the Prime Minister regarding the content of the balance sheet or the equivalent thereto pertaining to a certain business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act, the business year;
- (i) the matters listed in (b) and (c) of the preceding item;
- (j) when the Consideration for the Merger is eligible for receiving a refund by acquisition of Treasury Shares, refund of equity interest, or another method equivalent thereto, the matters related to the procedures therefor;
- (iii) where all or a portion of the Consideration for the Merger is Bonds, Share Options, or Bonds with Share Options of the Company Surviving the Absorption-Type Merger: the matters listed in (b) through (d) of item (i);
- (iv) where all or a portion of the Consideration for the Merger is Bonds, Share Options, Bonds with Share Options, or the equivalent thereto of a Corporation, etc. (excluding Bonds, Share Options, or Bonds with Share Options of the Company Surviving the Absorption-Type Merger): the following matters (in the case where those matters (excluding names) have

- been indicated in a language other than Japanese, those matters indicated in Japanese):
- (a) the matters listed in (b) and (c) of item (i); and
 - (b) the matters listed in (e) through (h) of item (ii); and
- (v) where all or a portion of the Consideration for the Merger is shares, equity interest, Bonds, Share Options, Bonds with Share Options, or the equivalent thereto and property other than monies of the Company Surviving the Absorption-Type Merger or another Corporation, etc.: the matters listed in (b) and (c) of item (i).
- (5) The "matters related to the appropriateness of the provisions for Share Options pertaining to an Absorption-Type Merger" provided for in paragraph (1), item (iii) are the matters related to the appropriateness of the provisions prescribed in the following items, in accordance with the categories of cases listed therein:
- (i) where the Company Surviving the Absorption-Type Merger is a stock company: provisions concerning the matters listed in Article 749, paragraph (1), item (iv) and item (v) of the Act;
 - (ii) where the Company Surviving the Absorption-Type Merger is a Membership Company: provisions concerning the matters listed in Article 751, paragraph (1), item (v) and item (vi) of the Act; and
- (6) The "matters related to Financial Statements, etc." provided for in paragraph (1), item (iv) are the following matters:
- (i) the following matters regarding a Company Surviving an Absorption-Type Merger:
 - (a) the content of Financial Statements, etc. pertaining to the Most Recent Business Year (if no Most Recent Business Year exists, the balance sheet on the day of the formation of the Company Surviving the Absorption-Type Merger);
 - (b) when there is a Provisional Financial Statement, etc. exists having a day after the last day of the Most Recent Business Year (if no Most Recent Business Year exists, the day of formation of the Company Surviving the Absorption-Type Merger; the same applies in (c)) as the Provisional Account Closing Date (in the case where two or more Provisional Account Closing Dates exist, the latest day), the content of the Provisional Financial Statement, etc.;
 - (c) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs after the last day of the Most Recent Business Year, the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for

- Keeping the Absorption-Type Merger Agreement Documents until the day on which the Absorption-Type Merger becomes effective); and
- (ii) the following matters concerning the Stock Company Disappearing in the Absorption-Type Merger (excluding Liquidating Stock Companies; hereinafter the same applies in this item):
- (a) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at a Stock Company Disappearing in an Absorption-Type Merger after the last day of the Most Recent Business Year (if no Most Recent Business Year exists, the day of formation of the Stock Company Disappearing in the Absorption-Type Merger), the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Absorption-Type Merger becomes effective); and
- (b) when a Stock Company Disappearing in an Absorption-Type Merger has no Most Recent Business Year, the balance sheet on the day of formation of the Stock Company Disappearing in the Absorption-Type Merger.

(Matters for Advance Disclosure by Stock Companies Splitting in Absorption-Type Splits)

Article 183 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 782, paragraph (1) of the Act are the following in the case where the disappearing stock company, etc. provided for in the same paragraph is a Stock Company Splitting in an Absorption-Type Split:

- (i) matters related to the appropriateness of the provisions prescribed in the following (a) or (b), in accordance with the categories of cases listed therein (in the case where no such provisions exist, the fact that no such provisions exist):
- (a) where the Company Succeeding in the Absorption-Type Split is a stock company: provisions concerning the matters listed in Article 758, item (iv) of the Act; and
- (b) where the Company Succeeding in the Absorption-Type Split is a Membership Company: provisions concerning the matters listed in Article 760, item (iv) and item (v) of the Act;
- (ii) when the matters listed in Article 758, item (viii) or Article 760, item (vii) of the Act are prescribed, the following matters:
- (a) when the resolution under Article 171, paragraph (1) of the Act is adopted in the case where the acts listed in Article 758, item (viii) (a) or Article 760, item (vii) (a) of the Act are performed, the matters listed in each item of

- the same paragraph;
- (b) when the resolution under Article 454, paragraph (1) of the Act is adopted in the case where the acts listed in Article 758, item (viii) (b) or Article 760, item (vii) (b) of the Act are performed, the matters listed in item (i) and item (ii) of the same paragraph;
 - (iii) when the Company Succeeding in the Absorption-Type Split is a stock company in the case where the Stock Company Splitting in the Absorption-Type Split has issued the Share Options prescribed in Article 787, paragraph (3), item (ii) of the Act, matters related to the appropriateness of the provisions regarding the matters listed in Article 758, item (v) and item (vi) of the Act (limited to matters pertaining to the Share Options);
 - (iv) the following matters regarding the Company Succeeding in the Absorption-Type Split:
 - (a) the content of Financial Statements, etc. pertaining to the Most Recent Business Year (if no Most Recent Business Year exists, the balance sheet on the day of the formation of the Company Succeeding in the Absorption-Type Split);
 - (b) when a Provisional Financial Statement, etc. exists having a day after the last day of the Most Recent Business Year (if no Most Recent Business Year exists, the day of formation of the Company Succeeding in the Absorption-Type Split; the same applies in (c)) as the Provisional Account Closing Date (in the case where two or more Provisional Account Closing Dates exist, the latest day), the content of the Provisional Financial Statement, etc.; and
 - (c) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs after the last day of the Most Recent Business Year, the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Absorption-Type Company Split becomes effective);
 - (v) the following matters concerning the Stock Company Splitting in the Absorption-Type Split (excluding Liquidating Stock Companies; hereinafter the same applies in this item):
 - (a) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at the Stock Company Splitting in the Absorption-Type Split after the last day of the Most Recent Business Year (if no Most Recent Business Year exists, the day of formation of the Stock Company Splitting in the Absorption-Type Split), the content thereof (limited to the

- content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Absorption-Type Company Split becomes effective); and
- (b) when a Stock Company Splitting in the Absorption-Type Split has no Most Recent Business Year, the balance sheet on the day of formation of the Stock Company Splitting in the Absorption-Type Split;
- (vi) matters related to prospects for performance of obligations of the Stock Company Splitting in the Absorption-Type Split and obligations of the Company Succeeding in the Absorption-Type Split after the day on which the Absorption-Type Company Split becomes effective (limited to those which Stock Company Splitting in the Absorption-Type Split had the Company Succeeding in the Absorption-Type Split succeed to by the Absorption-Type Company Split);
- (vii) when a change occurs in the matters listed in the preceding items during the interval from after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Absorption-Type Company Split becomes effective, those matters after the change.

(Matters for Advance Disclosure by Wholly Owned Subsidiary Companies Resulting from the Share Exchange)

Article 184 (1) The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 782, paragraph (1) of the Act are the following in the case where the disappearing stock company, etc. provided for in the same paragraph is a Wholly Owned Subsidiary Company Resulting from the Share Exchange:

- (i) matters related to the appropriateness of the Consideration for the Exchange;
- (ii) matters of reference regarding the Consideration for the Exchange;
- (iii) matters related to the appropriateness of the provisions for Share Options pertaining to a Share Exchange;
- (iv) matters Related to Financial Statements, etc.;
- (v) when a creditor exists who is able to state an objection regarding the Share Exchange pursuant to the provisions of Article 789, paragraph (1) of the Act, matters related to prospects for performance of obligations of the Wholly Owing Parent Company Resulting from a Share Exchange on or after the day on which the Share Exchange becomes effective (limited to obligations borne to the creditor); and
- (vi) when a change occurs in the matters listed in the preceding items during the interval from after the Start Date for Keeping the Absorption-Type

Merger Agreement Documents until the day on which the Share Exchange becomes effective, those matters after the change.

- (2) In this Article, the term "Consideration for the Exchange" means Monies, etc. delivered to the shareholders of the Wholly Owned Subsidiary Company Resulting from a Share Exchange by the Wholly Owing Parent Company Resulting from the Share Exchange upon Share Exchange in lieu of shares thereof.
- (3) The "matters related to the appropriateness of the Consideration for the Exchange" provided for in paragraph (1), item (i) are matters related to the appropriateness of provisions concerning the following matters and other matters listed in Article 768, paragraph (1), item (ii) and item (iii) of the Act and in Article 770, paragraph (1), item (ii) through item (iv) of the Act (in the case where no such provisions exist, the fact that no such provisions exist):
- (i) matters related to the appropriateness of the total number or total amount of Consideration for the Exchange;
 - (ii) the reason why that kind of property was selected as Consideration for the Exchange; and
 - (iii) when the Wholly Owing Parent Company Resulting from a Share Exchange and the Wholly Owned Subsidiary Company Resulting from the Share Exchange are Under Common Control, matters to be given due consideration so as not to harm the interests of shareholders (excluding shareholders Under Common Control with the Wholly Owned Subsidiary Company Resulting from the Share Exchange) of the Wholly Owned Subsidiary Company Resulting from the Share Exchange (in the case where no such matters exist, that fact).
- (4) The "matters of reference regarding the Consideration for the Exchange" in paragraph (1), item (ii) are the matters prescribed in the following items and matters equivalent thereto, in accordance with the categories of cases listed therein (in the case where consent exists of all the shareholders of the Wholly Owned Subsidiary Company Resulting from a Share Exchange to not state or record all or a portion of these matters in the document or Electronic or Magnetic Record provided for in Article 782, paragraph (1) of the Act, excluding those matters for which the consent exists):
- (i) where all or a portion of the Consideration for the Exchange is shares or equity interest of the Wholly Owing Parent Company Resulting from the Share Exchange: The following matters:
 - (a) the provisions of the articles of incorporation of the Wholly Owing Parent Company Resulting from the Share Exchange;
 - (b) the following matters and other matters related to the method of conversion of the Consideration for the Exchange into cash:
 - 1. the market on which the Consideration for the Exchange is traded;

2. the person acting as intermediary, broker, or agency for trading in the Consideration for the Exchange; and
 3. when a restriction exists on the transfer or other disposition of the Consideration for the Exchange, the content thereof;
- (c) when a market price exists for the Consideration for the Exchange, matters related to the price thereof; and
- (d) the content of the balance sheets of the Wholly Owing Parent Company Resulting from the Share Exchange pertaining to each business year the last day of which arrived in the past five years (excluding the following business years):
1. the Most Recent Business Year;
 2. when public notice is given of the content of the balance sheet pertaining to a certain business year pursuant to the provisions of laws and regulations (including those equivalent to the measures of Article 440, paragraph (3) of the Act), the business year; and
 3. when a securities report is submitted to the Prime Minister regarding the content of the balance sheet pertaining to a certain business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act, the business year;
- (ii) where all or a portion of the Consideration for the Exchange is shares, equity interest, or the equivalent thereto of a Corporation, etc. (excluding shares or equity interest of the Wholly Owing Parent Company Resulting from the Share Exchange): the following matters (in the case where those matters have been indicated in a language other than Japanese, those matters as indicated in Japanese (excluding names)):
- (a) the provisions of the articles of incorporation or the equivalent thereto of the Corporation, etc.;
 - (b) when the Corporation, etc. is not a Company, the content of rights equivalent to the following rights and other rights pertaining to the Consideration for the Exchange (excluding those that are unimportant):
 1. the right to receive dividends of surplus;
 2. the right to receive distributions of residual assets;
 3. voting rights at the shareholders meeting;
 4. where a merger or other acts are carried out, the right to demand the purchase at the fair price of shares held by the holder of the right; and
 5. the right to demand to inspect or copy the articles of incorporation or other materials (in the case where those materials have been prepared as Electronic or Magnetic Records, materials that indicates the matters recorded in the Electronic or Magnetic Records);
 - (c) when the Corporation, etc. is deemed to have provided information using a language other than Japanese to the Shareholders, etc., the relevant

- language;
- (d) the total number of voting rights or other equivalent rights projected to be held by Shareholders, etc. of the Corporation, etc. in the case where a shareholders meeting of the Corporation, etc. or a meeting equivalent thereto is deemed to have been held on the day on which the Share Exchange becomes effective;
 - (e) when the Corporation, etc. has not been registered (in the case where the Corporation, etc. is established under the laws and regulations of a foreign country, limited to registration of a Foreign Company under Article 933, paragraph (1) of the Act or registration of a foreign corporation under Article 121 of the Non-Contentious Cases Procedures Act), the following matters:
 - 1. the name and address of the person representing the Corporation, etc.;
 - and
 - 2. the names and addresses of the Officers of the Corporation, etc. (excluding those listed in 1. above).
 - (f) the content of Financial Statements (if no Most Recent Business Year exists, the balance sheet on the day of formation of the Corporation, etc.) or the equivalent thereto pertaining to the Most Recent Business Year of the Corporation, etc. (in the case where the Corporation, etc. is other than a Company, the equivalent of the Most Recent Business Year; hereinafter the same applies in this item) (including a summary of the content of any audit report or other report equivalent thereto in the case where the Financial Statements or the equivalent have undergone an audit by a company auditor, an audit committee, a financial auditor, or the equivalent);
 - (g) the matters prescribed below in accordance with the categories of cases listed below:
 - 1. where the Corporation, etc. is a stock company: the content of the business report pertaining to the Most Recent Business Year of the Corporation, etc. (including the content of any audit report in the case where the business report has undergone an audit by a company auditor or audit committee); and
 - 2. where the Corporation, etc. is other than a stock company: a summary of the content of matters equivalent to the matters listed in the items of Article 118 and the items of Article 119 pertaining to the Most Recent Business Year of the Corporation, etc. (including a summary of the content of an audit report, or the equivalent thereto, in the case where those matters have been audited by a company auditor, audit committee or the equivalent);
 - (h) the content of the balance sheets or the equivalent thereto of the

Corporation, etc. pertaining to each business year the last day of which arrived in the past five years (excluding the following business years):

1. the Most Recent Business Year;
 2. when public notice is given of the content of the balance sheet or the equivalent thereto pertaining to a certain business year pursuant to the provisions of laws and regulations (including those equivalent to the measures of Article 440, paragraph (3) of the Act), the business year; and
 3. when a securities report is submitted to the Prime Minister regarding the content of the balance sheet or the equivalent thereto pertaining to a certain business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act, the business year;
 - (i) the matters listed in (b) and (c) of the preceding item; and
 - (j) when the Consideration for the Exchange is eligible for receiving a refund by acquisition of Treasury Shares, refund of equity interest, or another method equivalent thereto, the matters related to the procedures therefor;
 - (iii) where all or a portion of the Consideration for the Exchange is Bonds, Share Options, or Bonds with Share Options of the Wholly Owing Parent Company Resulting from a Share Exchange: the matters listed in (b) through (d) of item (i);
 - (iv) where all or a portion of the Consideration for the Exchange is Bonds, Share Options, Bonds with Share Options, or the equivalent thereto of a Corporation, etc. (excluding Bonds, Share Options, or Bonds with Share Options of a Wholly Owing Parent Company Resulting from a Share Exchange): the following matters (where those matters have been indicated in a language other than Japanese, those matters as indicated in Japanese (excluding names)):
 - (a) the matters listed in (b) and (c) of item (i); and
 - (b) the matters listed in (e) through (h) of item (ii); and
 - (v) where all or a portion of the Consideration for the Exchange is shares, equity interest, Bonds, Share Options, Bonds with Share Options, or the equivalent thereto and property other than monies of the Wholly Owing Parent Company Resulting from a Share Exchange or another Corporation, etc.: the matters listed in (b) and (c) of item (i).
- (5) The "matters related to the appropriateness of the provisions for Share Options pertaining to a Share Exchange" prescribed by paragraph (1), item (iii), in the case where a Wholly Owned Subsidiary Company Resulting from a Share Exchange issues the Share Options provided for in Article 787, paragraph (3), item (iii) of the Act (limited to when the Wholly Owing Parent Company Resulting from the Share Exchange is a stock company), are the

matters concerning the appropriateness of the provisions concerning the matters listed in Article 768, paragraph (1), item (iv) and item (v) of the Act (limited to matters pertaining to the Share Options);

(6) The "matters related to Financial Statements, etc." provided for in paragraph (1), item (iv) are the following matters:

(i) the following matters regarding the Wholly Owing Parent Company Resulting from a Share Exchange:

(a) the content of Financial Statements, etc. pertaining to the Most Recent Business Year (if no Most Recent Business Year exists, the balance sheet on the day of the formation of the Wholly Owing Parent Company Resulting from the Share Exchange);

(b) when a Provisional Financial Statement, etc. exists having a day after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the Wholly Owing Parent Company Resulting from the Share Exchange; the same applies in (c)) as the Provisional Account Closing Date (if two or more Provisional Account Closing Dates exist, the latest day), the content of the Provisional Financial Statement, etc.; and

(c) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs after the last day of the Most Recent Business Year, the content thereof (limited to the content of events occurring after the last day of the new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Share Exchange becomes effective);

(ii) the following matters regarding a Wholly Owned Subsidiary Company Resulting from a Share Exchange:

(a) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at the Wholly Owned Subsidiary Company Resulting from the Share Exchange after the last day of the Most Recent Business Year (if no Most Recent Business Year exists, the day of formation of the Wholly Owned Subsidiary Company Resulting from the Share Exchange), the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Share Exchange becomes effective); and

(b) when a Wholly Owned Subsidiary Company Resulting from the Share Exchange has no Most Recent Business Year, the balance sheet on the day

of formation of the Wholly Owned Subsidiary Company Resulting from the Share Exchange.

(Equity Interest)

Article 185 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 783, paragraph (2) of the Act is that requiring consent of obligors or other third parties for transfer or exercise of rights (excluding equity interest of a Membership Company and Shares with Restriction on Transfer).

(Shares with Restriction on Transfer)

Article 186 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 783, paragraph (3) of the Act is Shares Subject to Call (limited to those wherein the class of other shares under Article 108, paragraph (2), item (vi) (b) of the Act pertaining to the Shares Subject to Call are Shares with Restriction on Transfer of a stock company prescribed in each of the following items) or Share Options Subject to Call (limited to those wherein the shares under Article 236, paragraph (1), item (vii) (d) of the Act pertaining to the Shares Options Subject to Call are Shares with Restriction on Transfer of a stock company prescribed in each of those items) of the stock company prescribed in each of those items, in accordance with the categories of cases listed therein:

- (i) in the case of an Absorption-Type Merger: the Stock Company Surviving the Absorption-Type Merger;
- (ii) in the case of a Share Exchange: the Wholly Owning Parent Stock Company Resulting from the Share Exchange;
- (iii) in the case of a Consolidation-Type Merger: the Stock Company Incorporated in a Consolidation-Type Merger; or
- (iv) in the case of a Share Transfer: the Wholly Owning Parent Company Incorporated in the Share Transfer.

(Total Amount of Assets)

Article 187 (1) The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 784, paragraph (3) of the Act is the method of treating as the total amount of assets of a Stock Company Splitting in an Absorption-Type Split the amount obtained by subtracting the amount listed in item (ix) from the total amount of the amounts listed in item (i) through item (viii) on the Calculation Reference Date (meaning the date on which the absorption-type company split agreement is concluded (in the case where a time differing from the date on which the agreement was concluded is prescribed by the agreement (limited to the time from the date on which the agreement was

concluded until immediately prior to the time at which the Absorption-Type Company Split becomes effective), the relevant time); hereinafter the same applies in this Article):

- (i) amount of stated capital;
 - (ii) amount of capital reserves;
 - (iii) amount of retained earnings reserves;
 - (iv) amount of surplus provided for in Article 446 of the Act;
 - (v) the amount of valuation and conversion differences, etc. on the last day of the Most Recent Business Year (in the cases prescribed in Article 461, paragraph (2), item (ii) of the Act, the period under Article 441, paragraph (1), item (ii) of the Act (in a case where two or more of the periods exist, the period with the latest last day); hereinafter the same applies in this paragraph) (if there is no Most Recent Business Year, the day of formation of the Stock Company Splitting in the Absorption-Type Split; hereinafter the same applies in this paragraph);
 - (vi) book value of Share Options;
 - (vii) the amount recorded in the section on liabilities on the last day of the Most Recent Business Year;
 - (viii) when a succession to rights and obligations pertaining to the business of another Company occurs from an Absorption-Type Merger or an Absorption-Type Company Split, or an acceptance of assignment of entire business of another Company (including Foreign Companies) is performed after the last date of the Most Recent Business Year, the amount of liabilities succeeded to or assigned as a result of these acts;
 - (ix) total book value of Treasury Shares and Treasury Share Options.
- (2) Notwithstanding the provisions of the preceding paragraph, the method prescribed by Ordinance of the Ministry of Justice as provided for in Article 784, paragraph (3) of the Act in the case where a Stock Company Splitting in an Absorption-Type Split is a Liquidating Stock Company on the Calculation Reference Date is the method of treating the amount recorded in the section on assets of the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act as the amount of total assets of the Stock Company Splitting in the Absorption-Type Split.

(Matters Related to Financial Statements)

Article 188 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 789, paragraph (2), item (iii) of the Act is those prescribed in the following items, in accordance with the categories of cases listed therein on the earlier of the date of public notice provided for in the provisions of the same paragraph or the date of notice provided for in the provisions of the same paragraph:

- (i) where, with regard to the balance sheet pertaining to the Most Recent Business Year or an outline thereof, the Company Subject to Public Notice (meaning the stock company under Article 789, paragraph (2), item (iii) of the Act; hereinafter the same applies in this Article) gives public notice pursuant to the provisions of Article 440, paragraph (1) or paragraph (2) of the Act: the following:
 - (a) when public notice is given in the official gazette, the date of the official gazette and the page on which the public notice is published;
 - (b) when public notice is given by daily newspaper that publishes matters related to current affairs, the name and date of the daily newspaper and the page on which the public notice is published;
 - (c) when public notice is given by Electronic Public Notice, the matters listed in Article 911, paragraph (3), item (xxix) (a) of the Act;
- (ii) where the Company Subject to Public Notice takes measures prescribed in the provisions of Article 440, paragraph (3) of the Act with regard to the balance sheet pertaining to the Most Recent Business Year: the matters listed in Article 911, paragraph (3), item (xxvii) of the Act;
- (iii) where the Company Subject to Public Notice is a stock company as provided for in Article 440, paragraph (4) of the Act, and the stock company submits a securities report pertaining to the Most Recent Business Year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act: that fact;
- (iv) where the provisions of Article 440 of the Act are not applied to the Company Subject to Public Notice pursuant to the provisions of Article 28 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Companies Act (Act No. 87 of 2005): that fact;
- (v) where no Most Recent Business Year exists for the Company Subject to Public Notice: that fact;
- (vi) where the Company Subject to Public Notice is a Liquidating Stock Company: that fact; or
- (vii) in cases other than the cases listed in the preceding items: the content of an outline of the balance sheet pertaining to the Most Recent Business Year pursuant to the provisions of Part VI, Chapter II of the Rules of Corporate Accounting.

(Matters for Ex Post Facto Disclosure by Stock Companies Splitting in Absorption-Type Splits)

Article 189 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 791, paragraph (1), item (i) of the Act are the following:

- (i) the day on which the Absorption-Type Company Split becomes effective;
- (ii) the progress of procedures pursuant to the provisions of Article 785, Article

- 787, and Article 789 of the Act at the Stock Company Splitting in the Absorption-Type Split;
- (iii) the progress of procedures pursuant to the provisions of Article 797 of the Act and Article 799 of the Act (including as applied mutatis mutandis pursuant to Article 802, paragraph (2) of the Act) at the Company Succeeding in the Absorption-Type Split;
 - (iv) matters related to important rights and obligations succeeded to by the Company Succeeding in the Absorption-Type Split from the Stock Company Splitting in the Absorption-Type Split due to the Absorption-Type Company Split;
 - (v) the day of registration of the change under Article 923 of the Act was registered; and
 - (vi) beyond those listed in the preceding items, important matters related to the Absorption-Type Company Split.

(Matters for Ex Post Facto Disclosure by Wholly Owned Subsidiary Companies Resulting from the Share Exchanges)

Article 190 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 791, paragraph (1), item (ii) of the Act are the following:

- (i) the day on which the Share Exchange becomes effective;
- (ii) the progress of procedures pursuant to the provisions of Article 785, Article 787, and Article 789 of the Act at the Wholly Owned Subsidiary Company Resulting from the Share Exchange;
- (iii) the progress of procedures pursuant to the provisions of Article 797 of the Act and Article 799 of the Act (including as applied mutatis mutandis pursuant to Article 802, paragraph (2) of the Act) at the Wholly Owing Parent Company Resulting from the Share Exchange;
- (iv) the number of shares of the Wholly Owned Subsidiary Company Resulting from the Share Exchange transferred to the Wholly Owing Parent Company Resulting from the Share Exchange due to the Share Exchange (when the Wholly Owned Subsidiary Company Resulting from the Share Exchange is a Company with Class Shares, the classes of shares and the number per class); and
- (v) beyond those listed in the preceding items, important matters related to the Share Exchange.

Chapter IV Procedures for Stock Companies Surviving Absorption-Type Mergers, Stock Companies Succeeding in Absorption-Type Splits, and Wholly Owing Parent Stock Companies Resulting from the Share Exchanges

(Matters for Advance Disclosure by Stock Companies Surviving Absorption-Type Mergers)

Article 191 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 794, paragraph (1) of the Act are the following in the case where the Surviving Stock Company, etc. provided for in the same paragraph is a Stock Company Surviving an Absorption-Type Merger:

- (i) matters related to the appropriateness of the provisions concerning the matters listed in Article 749, paragraph (1), item (ii) and item (iii) of the Act (in the case where no such provisions exist, the fact that no such provisions exist);
- (ii) when the matters listed in Article 749, paragraph (1), item (iv) and item (v) of the Act are prescribed, matters related to the appropriateness of the provisions regarding those matters (excluding any provisions to the effect that the number of Share Options of the Stock Company Surviving the Absorption-Type Merger and the amount of money to be delivered to holders of Share Options of all Share Options are zero);
- (iii) the following matters concerning a Company Disappearing in the Absorption-Type Merger (excluding Liquidating Stock Companies and Liquidating Membership Companies):
 - (a) the content of Financial Statements, etc. pertaining to the Most Recent Business Year (if no Most Recent Business Year exists, the balance sheet on the day of formation of the Company Disappearing in the Absorption-Type Merger);
 - (b) when a Provisional Financial Statement, etc. exists having a day after the last day of the Most Recent Business Year (if no Most Recent Business Year exists, the day of formation of the Company Disappearing in the Absorption-Type Merger; the same applies in (c)) as the Provisional Account Closing Date (in the case where two or more Provisional Account Closing Dates exist, the latest day), the content of the Provisional Financial Statement, etc.; and
 - (c) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs after the last day of the Most Recent Business Year, the content thereof (limited to the content of events occurring after the last day of the new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents (meaning the start date for keeping the absorption-type merger agreement documents provided for in Article 794, paragraph (2) of the Act; hereinafter the same applies in this Chapter) until the day on which the Absorption-Type Merger becomes effective);

- (iv) the balance sheet prepared by the Company Disappearing in the Absorption-Type Merger (limited to Liquidating Stock Companies or Liquidating Membership Companies) pursuant to the provisions of Article 492, paragraph (1) or Article 658, paragraph (1), or Article 669, paragraph (1) or paragraph (2) of the Act;
- (v) the following matters regarding the Stock Company Surviving the Absorption-Type Merger:
 - (a) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at the Stock Company Surviving the Absorption-Type Merger after the last day of the Most Recent Business Year (if no Most Recent Business Year exists, the day of formation of the Stock Company Surviving the Absorption-Type Merger), the content thereof (limited to the content of events occurring after the last day of a new Most Recent Business Year if the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Absorption-Type Merger becomes effective); and
 - (b) when a Stock Company Surviving the Absorption-Type Merger has no Most Recent Business Year, the balance sheet on the day of formation of the Stock Company Surviving the Absorption-Type Merger;
- (vi) matters related to prospects for performance of obligations of the Stock Company Surviving the Absorption-Type Merger on or after the day on which the Absorption-Type Merger becomes effective (limited to obligations borne to creditors able to state an objection regarding the Absorption-Type Merger pursuant to the provisions of Article 799, paragraph (1) of the Act); and
- (vii) when a change occurs in the matters listed in the preceding items during the interval from after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Absorption-Type Merger becomes effective, those matters after the change.

(Matters for Advance Disclosure by Stock Companies Succeeding in Absorption-Type Splits)

Article 192 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 794, paragraph (1) of the Act are the following in the case where the Surviving Stock Company, etc. provided for in the same paragraph is a Stock Company Succeeding in an Absorption-Type Split:

- (i) matters related to the appropriateness of the provisions concerning the matters listed in Article 758, item (iv) of the Act (in the case where no such provisions exist, the fact that no such provisions exist);
- (ii) when the matters listed in Article 758, item (viii) of the Act are prescribed,

the following matters:

- (a) when the resolution of Article 171, paragraph (1) of the Act is adopted in the case where the acts listed in Article 758, item (viii) (a) of the Act are performed, the matters listed in the items of the same paragraph; and
- (b) when the resolution of Article 454, paragraph (1) of the Act is adopted in the case where the acts listed in Article 758, item (viii) (b) of the Act are performed, the matters listed in item (i) and item (ii) of the same paragraph;
- (iii) when the matters listed in Article 758, item (v) and item (vi) of the Act are prescribed, the matters related to the appropriateness of the provisions with respect to those matters;
- (iv) the following matters concerning the Company Splitting in the Absorption-Type Split (excluding Liquidating Stock Companies and Liquidating Membership Companies):
 - (a) the content of Financial Statements, etc. pertaining to the Most Recent Business Year (in the case where no Most Recent Business Year exists, the balance sheet on the day of formation of the Company Splitting in the Absorption-Type Split);
 - (b) when a Provisional Financial Statement, etc. exists having a day after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the Company Splitting in the Absorption-Type Split; the same applies in (c)) as the Provisional Account Closing Date (in the case where two or more Provisional Account Closing Dates exist, the latest day), the content of the Provisional Financial Statement, etc.; and
 - (c) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs after the last day of the Most Recent Business Year, the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Absorption-Type Company Split becomes effective);
- (v) the balance sheet prepared by the Company Splitting in the Absorption-Type Split (limited to Liquidating Stock Companies or Liquidating Membership Companies) pursuant to the provisions of Article 492, paragraph (1) or Article 658, paragraph (1), or Article 669, paragraph (1) or paragraph (2) of the Act;
- (vi) the following matters regarding a Stock Company Succeeding in an Absorption-Type Split:
 - (a) when disposition of important property, burden of major obligations, or

- any other event having a material impact on the status of company property occurs at a Stock Company Succeeding in an Absorption-Type Split after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the Stock Company Succeeding in the Absorption-Type Split), the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Absorption-Type Company Split becomes effective); and
- (b) when a Stock Company Succeeding in an Absorption-Type Split has no Most Recent Business Year, the balance sheet on the day of formation of the Stock Company Succeeding in the Absorption-Type Split;
 - (vii) matters related to prospects for performance of obligations of the Stock Company Succeeding in the Absorption-Type Split on or after the day on which the Absorption-Type Company Split becomes effective (limited to obligations borne to creditors able to state an objection regarding the Absorption-Type Company Split pursuant to the provisions of Article 799, paragraph (1) of the Act); and
 - (viii) when a change occurs in the matters listed in the preceding items during the interval from after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Absorption-Type Company Split becomes effective, those matters after the change.

(Matters for Advance Disclosure by Wholly Owing Parent Stock Companies Resulting from a Share Exchange)

Article 193 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 794, paragraph (1) of the Act are the following in the case where the Surviving Stock Company, etc. provided for in the same paragraph is the Wholly Owing Parent Stock Company Resulting from a Share Exchange:

- (i) matters related to the appropriateness of the provisions concerning the matters listed in Article 768, paragraph (1), item (ii) and item (iii) of the Act (in the case where no such provisions exist, the fact that no such provisions exist);
- (ii) when the matters listed in Article 768, paragraph (1), item (iv) and item (v) of the Act are prescribed, the matters related to the appropriateness of the provisions with respect to those matters;
- (iii) the following matters regarding the Wholly Owned Subsidiary Company Resulting from the Share Exchange:
 - (a) the content of Financial Statements, etc. pertaining to the Most Recent

- Business Year (in the case where no Most Recent Business Year exists, the balance sheet on the day of formation of the Wholly Owned Subsidiary Company Resulting from the Share Exchange);
- (b) when a Provisional Financial Statement, etc. exists having a day after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the Wholly Owned Subsidiary Company Resulting from the Share Exchange; the same applies in (c)) as the Provisional Account Closing Date (in the case where two or more Provisional Account Closing Dates exist, the latest day), the content of the Provisional Financial Statement, etc.; and
 - (c) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs after the last day of the Most Recent Business Year, the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Share Exchange becomes effective);
 - (iv) the following matters regarding the Wholly Owing Parent Stock Company Resulting from the Share Exchange:
 - (a) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at the Wholly Owing Parent Stock Company Resulting from the Share Exchange after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the Wholly Owing Parent Stock Company Resulting from the Share Exchange), the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Share Exchange becomes effective); and
 - (b) when a Wholly Owing Parent Stock Company Resulting from a Share Exchange has no Most Recent Business Year, the balance sheet on the day of formation of the Wholly Owing Parent Stock Company Resulting from the Share Exchange;
 - (v) when a creditor exists who is able to state an objection regarding the Share Exchange pursuant to the provisions of Article 799, paragraph (1) of the Act, matters related to prospects for performance of obligations of the Wholly Owing Parent Stock Company Resulting from the Share Exchange on and after the day on which the Share Exchange becomes effective (limited to

- obligations borne to the creditor); and
- (vi) when a change occurs in the matters listed in the preceding items during the interval from after the Start Date for Keeping the Absorption-Type Merger Agreement Documents until the day on which the Share Exchange becomes effective, those matters after the change.

(Items Equivalent to Shares of the Wholly Owing Parent Stock Company Resulting from a Share Exchange)

Article 194 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 794, paragraph (3) of the Act is Monies, etc. other than shares of the Wholly Owing Parent Stock Company Resulting from a Share Exchange delivered pursuant to the provisions of Article 768, paragraph (1), item (ii) and item (iii) of the Act in the case where the amount obtained by subtracting the amount listed in item (ii) from the amount listed in item (i) is smaller than the amount listed in item (iii):

- (i) the total amount of Monies, etc. delivered to shareholders of the Wholly Owned Subsidiary Company Resulting from the Share Exchange;
- (ii) among the Monies, etc. provided for in the preceding item, the total amount of the value of shares of the Wholly Owing Parent Stock Company Resulting from the Share Exchange;
- (iii) the amount obtained by multiplying the total amount of Monies, etc. provided for in item (i) by one-twentieth.

(Amount of Assets)

Article 195 (1) The amount prescribed by Ordinance of the Ministry of Justice as the amount of obligations as provided for in Article 795, paragraph (2), item (i) of the Act is the amount obtained by subtracting the amount listed in item (ii) from the amount listed in item (i):

- (i) the amount obtained by subtracting the amount to be entered in the accounting books regarding the Shares, etc. under Article 795, paragraph (2), item (ii) of the Act (limited to Bonds (excluding Bonds held by a Stock Company Surviving an Absorption-Type Merger or a Stock Company Succeeding in an Absorption-Type Split immediately before the Absorption-Type Merger or Absorption-Type Company Split)) from the amount to be recorded in the section on liabilities of the balance sheet in the case where the balance sheet of the Stock Company Surviving an Absorption-Type Merger or the Stock Company Succeeding in an Absorption-Type Split is deemed to have been prepared immediately after the Absorption-Type Merger or Absorption-Type Company Split;
- (ii) the amount to be recorded in the section on liabilities of the balance sheet in the case where the balance sheet of a Stock Company Surviving an

- Absorption-Type Merger or a Stock Company Succeeding in an Absorption-Type Split is deemed to have been prepared immediately before the Absorption-Type Merger or Absorption-Type Company Split.
- (2) The amount prescribed by Ordinance of the Ministry of Justice as the amount of assets as provided for in Article 795, paragraph (2), item (i) of the Act is the amount obtained by subtracting the amount listed in item (ii) from the amount listed in item (i):
- (i) the amount to be recorded in the section on assets of the balance sheet in the case where the balance sheet of a Stock Company Surviving an Absorption-Type Merger or a Stock Company Succeeding in an Absorption-Type Split is deemed to have been prepared immediately after the Absorption-Type Merger or Absorption-Type Company Split;
- (ii) the amount obtained by subtracting the book value of the Monies, etc. prescribed in Article 795, paragraph (2), item (ii) of the Act (including the Bonds held by a Stock Company Surviving an Absorption-Type Merger or the Stock Company Succeeding in an Absorption-Type Split immediately before the Absorption-Type Merger or Absorption-Type Company Split, among the Shares, etc. under the same item) from the amount to be recorded in the section on assets of the balance sheet in the case where the balance sheet of the Stock Company Surviving the Absorption-Type Merger or the Stock Company Succeeding in the Absorption-Type Split is deemed to have been prepared immediately before the Absorption-Type Merger or Absorption-Type Company Split.
- (3) Notwithstanding the provisions of the preceding paragraph, when a Company Disappearing in an Absorption-Type Merger is a Subsidiary Company of the Stock Company Surviving Absorption-Type Merger in the case where the Stock Company Surviving the Absorption-Type Merger is a Company to Which Consolidated Dividend Regulations Apply, the amount prescribed by Ordinance of the Ministry of Justice as the amount of assets as provided for in Article 795, paragraph (2), item (i) of the Act is the amount whichever larger between the following amounts:
- (i) the amount obtained by subtracting the amount listed in paragraph (1) item (ii) from the amount listed in item (i) of the same paragraph; or
- (ii) the amount obtained by subtracting the amount listed in item (ii) of the preceding paragraph from the amount listed in item (i) of the same paragraph.
- (4) Notwithstanding the provisions of the paragraph (2), when a Company Splitting in an Absorption-Type Split is a Subsidiary Company of the Stock Company Succeeding in the Absorption-Type Split when the Stock Company Succeeding in the Absorption-Type Split is a Company to Which Consolidated Dividend Regulations Apply, the amount prescribed by Ordinance of the

Ministry of Justice as the amount of assets as provided for in Article 795, paragraph (2), item (i) of the Act is the amount whichever larger between the following amounts:

- (i) the amount obtained by subtracting the amount listed in paragraph (1) item (ii) from the amount listed in item (i) of the same paragraph; or
 - (ii) the amount obtained by subtracting the amount listed in paragraph (2) item (ii) from the amount listed in item (i) of the same paragraph.
- (5) The amount prescribed by Ordinance of the Ministry of Justice as provided for in Article 795, paragraph (2), item (iii) of the Act is the amount obtained by subtracting the amount listed in item (iii) from the total amount of the amounts listed in item (i) and item (ii):
- (i) the amount to be entered in the accounting books regarding shares of the Wholly Owned Subsidiary Company Resulting from the Share Exchange that the Wholly Owning Parent Stock Company Resulting from a Share Exchange acquires through the Share Exchange;
 - (ii) the amount of goodwill recorded pursuant to the provisions of Article 11 of the Rules of Corporate Accounting;
 - (iii) the amount of liabilities recorded pursuant to the provisions of Article 12 of the Rules of Corporate Accounting (zero in the case where the Wholly Owned Subsidiary Company Resulting from the Share Exchange is a Subsidiary Company of the Wholly Owning Parent Stock Company Resulting from a Share Exchange (limited to Companies to Which Consolidated Dividend Regulations Apply)).

(Amount of Net Assets)

Article 196 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 796, paragraph (3), item (ii) of the Act is the method of treating as the amount of the net assets of a Surviving Stock Company, etc. (meaning Surviving Stock Company, etc. provided for in Article 794, paragraph (1) of the Act; hereinafter the same applies in this Article) the amount obtained by subtracting the amount listed in item (vii) from the total amount of the amounts listed in item (i) through item (vi) on the Calculation Reference Date (meaning the date on which the absorption-type merger agreement, the absorption-type company split agreement, or the share exchange agreement was concluded (in the case where a time differing from the date on which these agreements were concluded is prescribed by these agreements, the relevant time (limited to the time from the date on which these agreements were concluded until immediately prior to the time at which the Absorption-Type Merger, Absorption-Type Company Split, or Share Exchange becomes effective) hereinafter the same applies in this Article)) (in the case where the amount is less than five million yen, five million yen):

- (i) amount of stated capital;
- (ii) amount of capital reserves;
- (iii) amount of retained earnings reserves;
- (iv) amount of surplus provided for in Article 446 of the Act;
- (v) the amount of valuation and conversion differences, etc. on the last day of the Most Recent Business Year (in the cases prescribed in Article 461, paragraph (2), item (ii) of the Act, the period under Article 441, paragraph (1), item (ii) of the Act (in a case where two or more of the periods exist, the period with the latest last day)) (in a case where there is no Most Recent Business Year, the day of formation of the Surviving Stock Company, etc.);
- (vi) book value of Share Options;
- (vii) total book value of Treasury Shares and Treasury Share Options.

(Number of Shares)

Article 197 The number prescribed by Ordinance of the Ministry of Justice as provided for in Article 796, paragraph (4) of the Act is the smallest of the following numbers:

- (i) the number that added one to the number obtained by multiplying the total number of Specified Shares (meaning the shares having as features the fact that voting rights may be exercised at the relevant shareholders meeting pertaining to the acts provided for in Article 796, paragraph (4) of the Act; hereinafter the same applies in this Article) by one-half (when the articles of incorporation provide that shareholders holding voting rights at or above a certain rate of the total number of voting rights of the Specified Shares must be in attendance as a requirement for adoption of resolutions at the shareholders meeting, the certain rate) and multiplying the number by one-third (when the articles of incorporation provide that a majority of at least a certain rate of the total voting rights held by Specified Shareholders (meaning the shareholders of Specified Shares; hereinafter the same applies in this Article) in attendance at the shareholders meeting must approve as a requirement for adoption of resolutions at the shareholders meeting, the rate obtained by subtracting the certain rate from one);
- (ii) when the articles of incorporation provide that approval of a certain number or more of Specified Shareholders is required as a requirement for adoption of resolutions pertaining to the acts provided for in Article 796, paragraph (4) of the Act, the number of Specified Shares held by Specified Shareholders who gave notice of opposition to the acts when the number obtained by subtracting the number of Specified Shareholders who gave notice of opposition to the acts to the stock company from the total number of Specified Shareholders is less than the certain number;
- (iii) when the articles of incorporation contain provisions other than those

- under the preceding two items as a requirement for adoption of resolutions pertaining to the acts provided for in Article 796, paragraph (4) of the Act, the number of Specified Shares held by Specified Shareholders who gave notice of opposition to the acts when the resolution would not be adopted if all the Specified Shareholders who gave notice of opposition to the acts voted to disapprove at the shareholders meeting provided for in the same paragraph; or
- (iv) the number prescribed in the articles of incorporation.

(Items Equivalent to Shares of the Wholly Owing Parent Stock Company Resulting from a Share Exchange)

Article 198 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 799, paragraph (1), item (iii) of the Act is Monies, etc. other than shares of the Wholly Owing Parent Stock Company Resulting from a Share Exchange delivered pursuant to the provisions of Article 768, paragraph (1), item (ii) and item (iii) of the Act in the case where the amount obtained by subtracting the amount listed in item (ii) from the amount listed in item (i) is smaller than the amount listed in item (iii):

- (i) the total amount of Monies, etc. delivered to shareholders of the Wholly Owned Subsidiary Company Resulting from the Share Exchange;
- (ii) among the Monies, etc. provided for in the preceding item, the total amount of the value of shares of the Wholly Owing Parent Stock Company Resulting from the Share Exchange;
- (iii) the amount obtained by multiplying the total amount of Monies, etc. provided for in item (i) by one-twentieth.

(Matters Related to Financial Statements)

Article 199 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 799, paragraph (2), item (iii) of the Act is those prescribed in the following items, in accordance with the categories of cases listed therein on the earlier of the date of public notice provided for in the same paragraph or the date of notice provided for in the same paragraph:

- (i) where, with regard to the balance sheet pertaining to the Most Recent Business Year or an outline thereof, the Company Subject to Public Notice (meaning the stock company under Article 799, paragraph (2), item (iii) of the Act; hereinafter the same applies in this Article) gives public notice pursuant to the provisions of Article 440, paragraph (1) or paragraph (2) of the Act: the following:
- (a) when public notice is given in the official gazette, the date of the official gazette and the page on which the public notice is published;
- (b) when public notice is given by daily newspaper that publishes matters

- related to current affairs, the name and date of the daily newspaper and the page on which the public notice is published; or
- (c) when public notice is given by Electronic Public Notice, the matters listed in Article 911, paragraph (3), item (xxix) (a) of the Act;
- (ii) where the Company Subject to Public Notice takes measures prescribed in Article 440, paragraph (3) of the Act with regard to the balance sheet pertaining to the Most Recent Business Year: the matters listed in Article 911, paragraph (3), item (xxvii) of the Act;
- (iii) where the Company Subject to Public Notice is a stock company prescribed in Article 440, paragraph (4) of the Act, and the stock company submits a securities report pertaining to the Most Recent Business Year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act: that fact;
- (iv) where the provisions of Article 440 of the Act are not applied to the Company Subject to Public Notice pursuant to the provisions of Article 28 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Companies Act: that fact;
- (v) where no Most Recent Business Year exists for the Company Subject to Public Notice: that fact;
- (vi) where the Company Subject to Public Notice is a Liquidating Stock Company: that fact; or
- (vii) in cases other than the cases listed in the preceding items: the content of an outline of the balance sheet pertaining to the Most Recent Business Year pursuant to the provisions of Part VI, Chapter II of the Rules of Corporate Accounting.

(Matters for Ex Post Facto Disclosure by Stock Companies Surviving Absorption-Type Mergers)

Article 200 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 801, paragraph (1) of the Act are the following:

- (i) the day on which the Absorption-Type Merger became effective;
- (ii) the progress of procedures at the Company Disappearing in the Absorption-Type Merger pursuant to the provisions of Articles 785 and 787 of the Act and Article 789 of the Act (including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of the Act);
- (iii) the progress of procedures at the Stock Company Surviving the Absorption-Type Merger pursuant to the provisions of Article 797 and Article 799 of the Act;
- (iv) matters related to important rights and obligations succeeded to by the Stock Company Surviving the Absorption-Type Merger from the Company Disappearing in the Absorption-Type Merger due to the Absorption-Type

Merger;

- (v) matters stated or recorded in documents or Electronic or Magnetic Records kept by the Stock Company Disappearing in the Absorption-Type Merger pursuant to the provisions of Article 782, paragraph (1) of the Act (excluding the content of the absorption-type merger agreement);
- (vi) the day of registration of the changes under Article 921 of the Act; and
- (vii) beyond those listed in the preceding items, important matters related to the Absorption-Type Merger.

(Matters for Ex Post Facto Disclosure by Stock Companies Succeeding in Absorption-Type Splits)

Article 201 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 801, paragraph (2) of the Act are the following:

- (i) the day on which the Absorption-Type Company Split became effective;
- (ii) the progress of procedures at the Limited Liability Company Splitting in the Absorption-Type Split pursuant to the provisions of Article 789 of the Act, as applied mutatis mutandis pursuant to Article 793, paragraph (2) of the Act;
- (iii) the progress of procedures at the Stock Company Succeeding in the Absorption-Type Split pursuant to the provisions of Articles 797 and 799 of the Act;
- (iv) matters related to important rights and obligations succeeded to by the Stock Company Succeeding in the Absorption-Type Split from the Limited Liability Company Splitting in an Absorption-Type Split due to the Absorption-Type Company Split;
- (v) the day of registration of the changes under Article 923 of the Act; and
- (vi) beyond those listed in the preceding items, important matters related to the Absorption-Type Company Split.

(Items Equivalent to Shares of the Wholly Owing Parent Stock Company Resulting from a Share Exchange)

Article 202 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 801, paragraph (4) of the Act, as applied mutatis mutandis pursuant to paragraph (6) of the same Article, is Monies, etc. other than shares of the Wholly Owing Parent Stock Company Resulting from a Share Exchange delivered pursuant to the provisions of Article 768, paragraph (1), item (ii) and item (iii) of the Act in the case where the amount obtained by subtracting the amount listed in item (ii) from the amount listed in item (i) is smaller than the amount listed in item (iii):

- (i) the total amount of Monies, etc. delivered to shareholders of the Wholly Owned Subsidiary Company Resulting from the Share Exchange;

- (ii) among the Monies, etc. provided for in the preceding item, the total amount of the value of shares of the Wholly Owing Parent Stock Company Resulting from the Share Exchange;
- (iii) the amount obtained by multiplying the total amount of Monies, etc. provided for in item (i) by one-twentieth.

(Items Equivalent to Equity Interest of the Wholly Owing Parent Limited Liability Company Resulting from a Share Exchange)

Article 203 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 799, paragraph (1), item (iii) of the Act, as applied mutatis mutandis pursuant to Article 802, paragraph (2) of the Act, is Monies, etc. other than equity interest of the Wholly Owing Parent Limited Liability Company Resulting from a Share Exchange delivered pursuant to the provisions of Article 768, paragraph (1), item (ii) and item (iii) of the Act in the case where the amount obtained by subtracting the amount listed in item (ii) from the amount listed in item (i) is smaller than the amount listed in item (iii):

- (i) the total amount of Monies, etc. delivered to shareholders of the Wholly Owned Subsidiary Company Resulting from the Share Exchange;
- (ii) among the Monies, etc. provided for in the preceding item, the total amount of the value of equity interest of the Wholly Owing Parent Limited Liability Company Resulting from the Share Exchange;
- (iii) the amount obtained by multiplying the total amount of Monies, etc. provided for in item (i) by one-twentieth.

Chapter V Procedures for Stock Companies Disappearing in Consolidation-Type Mergers, Stock Companies Splitting in the Incorporation-Type Splits, and Wholly Owned Subsidiary Companies Resulting from a Share Transfer

(Matters for Advance Disclosure by Stock Companies Disappearing in Consolidation-Type Mergers)

Article 204 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 803, paragraph (1) of the Act are the following in the case where the disappearing stock company, etc. provided for in the same paragraph is a Stock Company Disappearing in a Consolidation-Type Merger:

- (i) matters related to the appropriateness of the provisions prescribed in the following (a) or (b), in accordance with the categories of cases listed therein:
 - (a) where the Company Incorporated in a Consolidation-Type Merger is a stock company: provisions concerning the matters listed in Article 753, paragraph (1), item (vi) through item (ix) of the Act; or

- (b) where the Company Incorporated in a Consolidation-Type Merger is a Membership Company: provisions concerning the matters listed in Article 755, paragraph (1), item (iv), item (vi) and item (vii) of the Act;
- (ii) when all or a portion of the Stock Companies Disappearing in the Consolidation-Type Merger have issued Share Options, the matters related to the appropriateness of the provisions prescribed in the following (a) or (b), in accordance with the categories of cases listed therein:
 - (a) where the Company Incorporated in a Consolidation-Type Merger is a stock company: provisions concerning the matters listed in Article 753, paragraph (1), item (x) and item (xi) of the Act; or
 - (b) where the Company Incorporated in a Consolidation-Type Merger is a Membership Company: provisions concerning the matters listed in Article 755, paragraph (1), item (viii) and item (ix) of the Act;
- (iii) the following matters concerning other Companies Disappearing in the Consolidation-Type Merger (excluding Liquidating Stock Companies and Liquidating Membership Companies; hereinafter the same applies in this item):
 - (a) the content of Financial Statements, etc. pertaining to the Most Recent Business Year (in the case where no Most Recent Business Year exists, the balance sheet on the day of formation of the other Companies Disappearing in the Consolidation-Type Merger);
 - (b) when a Provisional Financial Statement, etc. exists having a day after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the other Companies Disappearing in the Consolidation-Type Merger) as the Provisional Account Closing Date (if two or more Provisional Account Closing Dates exist, the latest day), the content of the Provisional Financial Statement, etc.; and
 - (c) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at another Company Disappearing in the Consolidation-Type Merger after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the other Company Disappearing in the Consolidation-Type Merger), the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Consolidation-Type Merger Agreement Documents (meaning the start date for keeping the consolidation-type merger agreement documents provided for in Article 803, paragraph (2) of the Act; hereinafter the same applies in this Chapter) until the day on which the Consolidation-

- Type Merger becomes effective);
- (iv) the balance sheet prepared by the other Company Disappearing in the Consolidation-Type Merger (limited to Liquidating Stock Companies or Liquidating Membership Companies) pursuant to the provisions of Article 492, paragraph (1) or Article 658, paragraph (1), or Article 669, paragraph (1) or paragraph (2) of the Act;
 - (v) the following matters concerning the relevant Stock Company Disappearing in the Consolidation-Type Merger (excluding Liquidating Stock Companies; hereinafter the same applies in this item):
 - (a) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at the Stock Company Disappearing in the Consolidation-Type Merger after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the Stock Company Disappearing in the Consolidation-Type Merger), the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Consolidation-Type Merger Agreement Documents until the day on which the Consolidation-Type Merger becomes effective); and
 - (b) when the Stock Company Disappearing in the Consolidation-Type Merger has no Most Recent Business Year, the balance sheet on the day of formation of the Stock Company Disappearing in the Consolidation-Type Merger;
 - (vi) matters related to prospects for performance of obligations of the Company Incorporated in a Consolidation-Type Merger on or after the day on which the Consolidation-Type Merger becomes effective (excluding obligations succeeded to from another Company Disappearing in the Consolidation-Type Merger); and
 - (vii) when a change occurs in the matters listed in the preceding items after the Start Date for Keeping the Consolidation-Type Merger Agreement Documents, those matters after the change.

(Matters for Advance Disclosure by Stock Companies Splitting in the Incorporation-Type Splits)

Article 205 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 803, paragraph (1) of the Act are the following in the case where the disappearing stock company, etc. provided for in the same paragraph is a Stock Company Splitting in an Incorporation-Type Split:

- (i) matters related to the appropriateness of the provisions prescribed in the following (a) or (b), in accordance with the categories of cases listed therein:

- (a) where the Company Incorporated in an Incorporation-Type Split is a stock company: provisions concerning the matters listed in Article 763, item (vi) through item (ix) of the Act; or
- (b) where the Company Incorporated in an Incorporation-Type Split is a Membership Company: provisions concerning the matters listed in Article 765, paragraph (1), item (iii), item (vi), and item (vii) of the Act;
- (ii) when the matters listed in Article 763, item (xii) or Article 765, paragraph (1), item (viii) of the Act are prescribed, the following matters:
 - (a) when the resolution under Article 171, paragraph (1) of the Act is adopted in the case where the acts listed in Article 763, item (xii) (a) or Article 765, paragraph (1), item (viii) (a) of the Act are performed, the matters listed in the each item of the same paragraph; or
 - (b) when the resolution under Article 454, paragraph (1) of the Act is adopted in the case where the acts listed in Article 763, item (xii) (b) or Article 765, paragraph (1), item (viii) (b) of the Act are performed, the matters listed in item (i) and item (ii) of the same paragraph;
- (iii) when the Company Incorporated in an Incorporation-Type Split is a stock company, in the case where all or a portion of the Stock Company Splitting in the Incorporation-Type Split has issued the Share Options prescribed in Article 808, paragraph (3), item (ii) of the Act, matters concerning the appropriateness of the provisions regarding the matters listed in Article 763, item (x) and item (xii) of the Act (limited to matters pertaining to the Share Options);
- (iv) the following matters concerning other Companies Splitting in the Incorporation-Type Split (excluding Liquidating Stock Companies and Liquidating Membership Companies; hereinafter the same applies in this item):
 - (a) the content of Financial Statements, etc. pertaining to the Most Recent Business Year (in the case where no Most Recent Business Year exists, the content of the balance sheet on the day of formation of the other Company Splitting in the Incorporation-Type Split);
 - (b) when there is a Provisional Financial Statement, etc. exists having a day after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the other Company Splitting in the Incorporation-Type Split) as the Provisional Account Closing Date (in the case where two or more Provisional Account Closing Dates exist, the latest day), the content of the Provisional Financial Statement, etc.; and
 - (c) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at another Company Splitting in the Incorporation-Type

- Split after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the other Company Splitting in the Incorporation-Type Split), the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Consolidation-Type Merger Agreement Documents until the day on which the Incorporation-Type Company Split becomes effective);
- (v) the balance sheet prepared by another Company Splitting in the Incorporation-Type Split (limited to Liquidating Stock Companies or Liquidating Membership Companies) pursuant to the provisions of Article 492, paragraph (1) or Article 658, paragraph (1), or Article 669, paragraph (1) or paragraph (2) of the Act;
 - (vi) the following matters concerning the Stock Company Splitting in the Incorporation-Type Split (excluding Liquidating Stock Companies; hereinafter the same applies in this item):
 - (a) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at the Stock Company Splitting in the Incorporation-Type Split after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the Stock Company Splitting in the Incorporation-Type Split), the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Consolidation-Type Merger Agreement Documents until the day on which the Incorporation-Type Company Split becomes effective); and
 - (b) when the Stock Company Splitting in the Incorporation-Type Split has no Most Recent Business Year, the balance sheet on the day of formation of the Stock Company Splitting in the Incorporation-Type Split;
 - (vii) matters related to prospects for performance of obligations of the Stock Company Splitting in the Incorporation-Type Split and obligations of the Company Incorporated in an Incorporation-Type Split on or after the day on which the Incorporation-Type Company Split becomes effective (limited to those which the Stock Company Splitting in the Incorporation-Type Split had the Company Incorporated in an Incorporation-Type Split to succeed to in the Incorporation-Type Company Split); and
 - (viii) when a change occurs in the matters listed in the preceding items during the interval from after the Start Date for Keeping the Consolidation-Type Merger Agreement Documents until the day on which the Incorporation-Type Company Split becomes effective, those matters after the change.

(Matters for Advance Disclosure by Wholly Owned Subsidiary Companies Resulting from a Share Transfer)

Article 206 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 803, paragraph (1) of the Act are the following in the case where the disappearing stock company, etc. provided for in the same paragraph is the Wholly Owned Subsidiary Company Resulting from a Share Transfer:

- (i) matters related to the appropriateness of the provisions concerning the matters listed in Article 773, paragraph (1), item (v) through item (viii) of the Act;
- (ii) if all or some of the Wholly Owned Subsidiary Companies Resulting from a Share Transfer have issued the Share Options prescribed in Article 808, paragraph (3), item (iii) of the Act, matters concerning the appropriateness of the provisions regarding the matters listed in Article 773, paragraph (1), item (ix) and item (x) of the Act (limited to matters pertaining to the Share Options);
- (iii) the following matters concerning another Wholly Owned Subsidiary Company Resulting from a Share Transfer:
 - (a) the content of Financial Statements, etc. pertaining to the Most Recent Business Year (in the case where no Most Recent Business Year exists, the balance sheet on the day of formation of another Wholly Owned Subsidiary Company Resulting from a Share Transfer);
 - (b) when a Provisional Financial Statement, etc. exists having a day after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the other Wholly Owned Subsidiary Company Resulting from a Share Transfer) as the Provisional Account Closing Date (in the case where two or more Provisional Account Closing Dates exist, the latest day), the content of the Provisional Financial Statement, etc.; and
 - (c) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at another Wholly Owned Subsidiary Company Resulting from a Share Transfer after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the other Wholly Owned Subsidiary Company Resulting from a Share Transfer), the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Consolidation-Type Merger Agreement Documents until the day on which the Share Transfer becomes effective);

- (iv) the following matters concerning the Wholly Owned Subsidiary Company Resulting from a Share Transfer:
- (a) when disposition of important property, burden of major obligations, or any other event having a material impact on the status of company property occurs at the Wholly Owned Subsidiary Company Resulting from a Share Transfer after the last day of the Most Recent Business Year (in the case where no Most Recent Business Year exists, the day of formation of the Wholly Owned Subsidiary Company Resulting from a Share Transfer), the content thereof (limited to the content of events occurring after the last day of any new Most Recent Business Year in the case where the new Most Recent Business Year exists in the interval after the Start Date for Keeping the Consolidation-Type Merger Agreement Documents until the day on which the Share Transfer becomes effective); and
 - (b) when the Wholly Owned Subsidiary Company Resulting from a Share Transfer has no Most Recent Business Year, the balance sheet on the day of formation of the Wholly Owned Subsidiary Company Resulting from a Share Transfer;
 - (v) when a creditor exists who is able to state an objection regarding the Share Transfer pursuant to the provisions of Article 810 of the Act, matters related to prospects for performance of obligations of the Wholly Owing Parent Company Incorporated in a Share Transfer on and after the day on which the Share Transfer becomes effective (excluding obligations succeeded to from another Wholly Owned Subsidiary Company Resulting from a Share Transfer, and limited to obligations borne to the creditor who is able to state an objection); and
 - (vi) when a change occurs in the matters listed in the preceding items during the interval from after the Start Date for Keeping the Consolidation-Type Merger Agreement Documents until the day on which the Share Transfer becomes effective, those matters after the change.

(Amount of Total Assets)

Article 207 (1) The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 805 of the Act is the method of treating as the total amount of assets of the Stock Company Splitting in the Incorporation-Type Split the amount obtained by subtracting the amount listed in item (ix) from the total amount of the amounts listed in item (i) through item (viii) on the Calculation Reference Date (meaning the date on which the incorporation-type company split plan was prepared (in the case where a time differing from the date on which the incorporation-type company split plan was prepared is prescribed by the incorporation-type company split plan, the relevant time (limited to the time of the interval from after the date on which the

incorporation-type company split plan was prepared until immediately prior to the time at which the Incorporation-Type Company Split becomes effective)); hereinafter the same applies in this Article):

- (i) amount of stated capital;
 - (ii) amount of capital reserves;
 - (iii) amount of retained earnings reserves;
 - (iv) amount of surplus provided for in Article 446 of the Act;
 - (v) the amount of valuation and conversion differences, etc. on the last day of the Most Recent Business Year (in the cases prescribed in Article 461, paragraph (2), item (ii) of the Act, the last day of the period of Article 441, paragraph (1), item (ii) of the Act (in a case where two or more of the periods exist, the period with the latest last day); hereinafter the same applies in this paragraph) (if no Most Recent Business Year exists, the day of formation of the Stock Company Splitting in the Incorporation-Type Split; hereinafter the same applies in this paragraph);
 - (vi) book value of Share Options;
 - (vii) the amount recorded in the section on liabilities on the last day of the Most Recent Business Year;
 - (viii) when a succession to rights and obligations pertaining to the business of another Company occurs from an Absorption-Type Merger or an Absorption-Type Company Split, or an acceptance of assignment of entire business of another Company (including Foreign Companies) is performed after the last date of the Most Recent Business Year, the amount of liabilities succeeded to or assigned as a result of these acts;
 - (ix) total book value of Treasury Shares and Treasury Share Options.
- (2) Notwithstanding the provisions of the preceding paragraph, the method prescribed by Ordinance of the Ministry of Justice as provided for in Article 805 of the Act when the Stock Company Splitting in the Incorporation-Type Split is a Liquidating Stock Company on the Calculation Reference Date is the method of treating the amount recorded in the section on assets of the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act as the total amount of assets of the Stock Company Splitting in the Incorporation-Type Split.

(Matters Related to Financial Statements)

Article 208 What is prescribed by Ordinance of the Ministry of Justice as provided for in Article 810, paragraph (2), item (iii) of the Act is those prescribed in each of the following items, in accordance with the categories of cases listed therein on the earlier of the date of public notice provided for in the provisions of the same paragraph or the date of notice provided for in the provisions of the same paragraph:

- (i) where, with regard to the balance sheet pertaining to the Most Recent Business Year or an outline thereof, the Company Subject to Public Notice (meaning the stock company under Article 810, paragraph (2), item (iii) of the Act; hereinafter the same applies in this Article) gives public notice pursuant to the provisions of Article 440, paragraph (1) or paragraph (2) of the Act: the following:
 - (a) when public notice is given in the official gazette, the date of the official gazette and the page on which the public notice is published;
 - (b) when public notice is given by daily newspaper that publishes matters related to current affairs, the name and date of the daily newspaper and the page on which the public notice is published; and
 - (c) when public notice is given by Electronic Public Notice, the matters listed in Article 911, paragraph (3), item (xxix) (a) of the Act;
- (ii) where the Company Subject to Public Notice takes measures prescribed in the provisions of Article 440, paragraph (3) of the Act with regard to the balance sheet pertaining to the Most Recent Business Year: the matters listed in Article 911, paragraph (3), item (xxvii) of the Act;
- (iii) where the Company Subject to Public Notice is a stock company prescribed in Article 440, paragraph (4) of the Act, and the stock company submits a securities report pertaining to the Most Recent Business Year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act: that fact;
- (iv) where the provisions of Article 440 of the Act are not applied to the Company Subject to Public Notice pursuant to the provisions of Article 28 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Companies Act: that fact;
- (v) where no Most Recent Business Year exists for the Company Subject to Public Notice: that fact;
- (vi) where the Company Subject to Public Notice is a Liquidating Stock Company: that fact; and
- (vii) in cases other than the cases listed in the preceding items: the content of an outline of the balance sheet pertaining to the Most Recent Business Year pursuant to the provisions of Part VI, Chapter II of the Rules of Corporate Accounting.

(Matters for Ex Post Facto Disclosure by Stock Companies Splitting in Incorporation-Type Splits)

Article 209 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 811, paragraph (1), item (i) of the Act are the following:

- (i) the day on which the Incorporation-Type Company Split became effective;
- (ii) the progress of procedures pursuant to the provisions of Article 806 and

- Article 808 of the Act and Article 810 of the Act (including as applied mutatis mutandis pursuant to Article 813, paragraph (2) of the Act);
- (iii) matters related to important rights and obligations succeeded to by a Company Incorporated in an Incorporation-Type Split from the Company Splitting in the Incorporation-Type Split due to the Incorporation-Type Company Split; and
 - (iv) beyond those listed in the preceding three items, important matters related to the Incorporation-Type Company Split.

(Matters for Ex Post Facto Disclosure by Wholly Owned Subsidiary Companies Resulting from Share Transfers)

- Article 210 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 811, paragraph (1), item (ii) of the Act are the following:
- (i) the day on which the Share Transfer became effective;
 - (ii) the progress of procedures pursuant to the provisions of Article 806, Article 808, and Article 810 of the Act;
 - (iii) the number of shares of the Wholly Owned Subsidiary Company Resulting from a Share Transfer transferred to the Wholly Owning Parent Company Incorporated in a Share Transfer due to the Share Transfer (when the Wholly Owned Subsidiary Company Resulting from a Share Transfer is a Company with Class Shares, the classes of shares and the number per class); and
 - (iv) beyond those listed in the preceding three items, important matters related to the Share Transfer.

Chapter VI Procedures for Stock Companies Incorporated in Consolidation-Type Mergers, Stock Companies Incorporated in Incorporation-Type Splits, and Wholly Owning Parent Companies Incorporated in Share Transfers

(Matters for Ex Post Facto Disclosure by Stock Companies Incorporated in Consolidation-Type Mergers)

- Article 211 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 815, paragraph (1) of the Act are the following:
- (i) the day on which the Consolidation-Type Merger became effective;
 - (ii) the progress of procedures pursuant to the provisions of Article 806 and Article 808 of the Act and Article 810 of the Act (including as applied mutatis mutandis pursuant to Article 813, paragraph (2) of the Act);
 - (iii) matters related to important rights and obligations succeeded to by a Stock Company Incorporated in a Consolidation-Type Merger from the Company Disappearing in the Consolidation-Type Merger due to the Consolidation-

Type Merger; and
(iv) beyond those listed in the preceding three items, important matters related to the Consolidation-Type Merger.

(Matters for Ex Post Facto Disclosure by Stock Companies Incorporated in Incorporation-Type Splits)

Article 212 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 815, paragraph (2) of the Act are the following:

- (i) the day on which the Incorporation-Type Company Split became effective;
- (ii) the progress of procedures pursuant to the provisions of Article 810 of the Act, as applied mutatis mutandis pursuant to Article 813, paragraph (2) of the Act;
- (iii) matters related to important rights and obligations succeeded to by a Stock Company Incorporated in an Incorporation-Type Split from the Limited Liability Company Splitting in the Incorporation-Type Split due to the Incorporation-Type Company Split; and
- (iv) beyond those listed in the preceding three items, important matters related to the Incorporation-Type Company Split.

(Matters for Ex Post Facto Disclosure by Stock Companies Incorporated in Consolidation-Type Mergers)

Article 213 The matters prescribed by Ordinance of the Ministry of Justice as provided for in Article 815, paragraph (3), item (i) of the Act are the matters stated or recorded in documents or Electronic or Magnetic Records kept by a Stock Company Disappearing in a Consolidation-Type Merger pursuant to the provisions of Article 803, paragraph (1) of the Act (excluding the content of the consolidation-type merger agreement).

Part VI Foreign Companies

(Public Notice of Financial Statements)

- Article 214 (1) Where a Foreign Company gives public notice of an item equivalent to a balance sheet pursuant to the provisions of Article 819, paragraph (1) of the Act (hereinafter referred to as "Foreign Balance Sheet" in this Article), the annotations section related to the Foreign Balance Sheet (including any equivalent to annotations) may be omitted.
- (2) The outline of Foreign Balance Sheet provided for in Article 819, paragraph (2) of the Act means a Foreign Balance Sheet classified into the following entries (including the equivalents of the entries):
- (i) section on assets:
 - (a) current assets;

- (b) fixed assets; and
 - (c) other;
 - (ii) section on liabilities:
 - (a) current liabilities;
 - (b) fixed liabilities; and
 - (c) other;
 - (iii) section on net assets:
 - (a) stated capital and capital surplus;
 - (b) retained earnings; and
 - (c) other.
- (3) Where a Foreign Company gives public notice of a Foreign Balance Sheet pursuant to the provisions of Article 819, paragraph (1) of the Act or public notice of an outline of Foreign Balance Sheet pursuant to paragraph (2) of the same Article, when the Foreign Balance Sheet is prepared in a language other than Japanese, the Foreign Company need not render the report into Japanese.
- (4) Regarding a Foreign Company for which no Foreign Balance Sheet exists, if the Foreign Company is deemed to be subject to the provisions of the Rules of Corporate Accounting, the item that is prepared is deemed to be a Foreign Balance Sheet, and the provisions of the preceding three paragraphs apply.

(Measures Pursuant to the Provisions of Article 819, Paragraph (3) of the Act)

Article 215 The measures pursuant to the provisions of Article 819, paragraph (3) of the Act are performed by, among the methods listed in Article 222, paragraph (1), item (i)(b), a method using an Automatic Public Transmission Server connected to the Internet.

(Matters Related to Liquidation Concerning the Property of a Foreign Company in Japan)

Article 216 Excluding those that are not applicable by their nature, the provisions of Article 140, Article 142 through Article 145, and Part II, Chapter VIII, Section 2 apply mutatis mutandis pursuant to the matters to be prescribed by Ordinance of the Ministry of Justice pursuant to the provisions of Article 482, paragraph (3), item (iv), Article 489, paragraph (6), item (vi), Article 492, paragraph (1), Article 536, paragraph (1), item (ii), Article 548, paragraph (1), item (iv), Article 550, paragraph (1), Article 551, paragraph (1) and paragraph (2), Article 556, paragraph (2), Article 557, paragraph (1), and Article 561 of the Act applied mutatis mutandis pursuant to Article 822, paragraph (3) of the Act.

Part VII Miscellaneous Provisions

Chapter I Legal Actions

(Method of Requesting the Filing of an Action for Pursuing Liability)

Article 217 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 847, paragraph (1) of the Act is the submission of documents stating the following matters or the provision of those matters by Electronic or Magnetic Means:

- (i) the person to be the defendant; and
- (ii) the purpose of the request and necessary facts for specifying the request.

(Method of Notice of the Grounds for Not Filing an Action)

Article 218 The method prescribed by Ordinance of the Ministry of Justice as provided for in Article 847, paragraph (4) of the Act is the submission of documents stating the following matters or the provision of those matters by Electronic or Magnetic Means:

- (i) the content of any investigation performed by the stock company (including material serving as the basis for the judgment under the following item);
- (ii) the judgment regarding the presence or absence of liability or obligation for the Person Subject to the Request, and the grounds therefor; and
- (iii) when a judgment is made that the Person Subject to the Request has liability or obligation, and an Action for Pursuing Liability, etc. is not filed (meaning the action for pursuing liability, etc. provided for in Article 847, paragraph (1) of the Act).

(Wholly Owning Parent Companies)

Article 219 (1) The stock company prescribed by Ordinance of the Ministry of Justice as provided for in Article 851, paragraph (1), item (i) of the Act (including as applied mutatis mutandis pursuant to paragraph (2) and paragraph (3) of the same Article; hereinafter the same applies in this Article) is a particular stock company in the case where the particular stock company and a Wholly Owned Subsidiary Company (meaning a stock company in which the particular stock company holds all the Issued Shares; hereinafter the same applies in this Article) of the particular stock company, or where a Wholly Owned Subsidiary Company of the particular stock company hold all of the Issued Shares of the certain stock company under Article 851, paragraph (1), item (i) of the Act.

(2) Regarding the application of the provisions of the preceding paragraph, in the case where a particular stock company under the same paragraph and a Wholly Owned Subsidiary Company of the particular stock company or the Wholly Owned Subsidiary Company of the particular stock company hold all of the Issued Shares of another stock company, the relevant other stock company is deemed to be a Wholly Owned Subsidiary Company.

Chapter II Registration

Article 220 (1) What is prescribed by Ordinance of the Ministry of Justice as provided for in the following items is the letters and symbols or any other code or combination thereof, that are used to identify, on the Internet, from among the Automatic Public Transmission Servers that are utilized in conducting acts prescribed in those items the part of the server that is being used for the purpose of conducting the acts, and that allows the person to whom information is being provided to inspect the contents of the information and record the information in a computer file after directly inputting the letters, symbols, or codes into the computer the person is using:

- (i) Article 911, paragraph (3), item (xxvii) of the Act: measures pursuant to the provisions of Article 440, paragraph (3) of the Act;
 - (ii) Article 911, paragraph (3), item (xxix) (a) of the Act: Electronic Public Notice performed by a stock company;
 - (iii) Article 912, item (ix) (a) of the Act: Electronic Public Notice performed by a general partnership company;
 - (iv) Article 913, item (xi) (a) of the Act: Electronic Public Notice performed by a limited partnership company;
 - (v) Article 914, item (x) (a) of the Act: Electronic Public Notice performed by a limited liability company;
 - (vi) Article 933, paragraph (2), item (iv) of the Act: measures pursuant to the provisions of Article 819, paragraph (3) of the Act;
 - (vii) Article 933, paragraph (2), item (vi) (a) of the Act: Electronic Public Notice performed by a Foreign Company.
- (2) In the cases prescribed in Article 911, paragraph (3), item (xxix) of the Act, the item for receiving provision of information the content of which is a Public Notice of Settlement of Accounts (meaning the public notice pursuant to the provisions of Article 440, paragraph (1) of the Act; hereinafter the same applies in this paragraph) that is a matter listed in (a) of the same item, may be registered separately from the item for receiving provision of information the content of which is a public notice other than a Public Notice of Settlement Accounts that is the matter.

Chapter III Public Notice

Article 221 The matters that are to be prescribed by Ordinance of the Ministry of Justice as provided for in the following provisions are governed by the provisions of the Rules of Electronic Public Notice (Ordinance of the Ministry of Justice No. 14 of 2006):

- (i) Article 941 of the Act;
- (ii) Article 944, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 945, paragraph (2) of the Act);
- (iii) Article 946, paragraph (2) through paragraph (4) of the Act;
- (iv) Article 947 of the Act;
- (v) Article 949, paragraph (2) of the Act;
- (vi) Article 950 of the Act;
- (vii) Article 951, paragraph (2), item (iii) of the Act;
- (viii) Article 955, paragraph (1) of the Act;
- (ix) Article 956, paragraph (2) of the Act;
- (x) Article 957, paragraph (2) of the Act.

Chapter IV Electronic or Magnetic Means and Electronic or Magnetic Records, etc.

Section 1 Electronic or Magnetic Means and Electronic or Magnetic Records, etc.

(Electronic or Magnetic Means)

Article 222 (1) The methods prescribed by Ordinance of the Ministry of Justice which uses an electronic data processing system or other information and communications technology as provided for in Article 2, item (xxxiv) of the Act are the following methods:

- (i) among the methods using an electronic data processing system, those listed in (a) or (b):
 - (a) a method of sending through a telecommunications line connecting a computer used by the sender and a computer used by the receiver, and recording in a file kept on the computer used by the receiver; or
 - (b) a method of providing the content of information recorded in a file kept on a computer used by the sender for inspection by a person receiving provision of information through a telecommunications line and recording the information in a file kept on a computer used by the person receiving provision of the information;
 - (ii) a method for delivering information recorded in a file prepared with an object capable of reliably recording certain information on a magnetic disk or other equivalent method.
- (2) The methods listed in the items of the preceding paragraph must make it possible for the recipient to prepare written documents by outputting the record in the file.

(Electronic or Magnetic Means for Performing Electronic Public Notice)

Article 223 The measures prescribed by Ordinance of the Ministry of Justice as

provided for in Article 2, item (xxxiv) of the Act are, among the measures listed in paragraph (1), item (i) (b) of the preceding Article, the measures using an Automatic Public Transmission Server connected to the Internet.

(Electronic or Magnetic Records)

Article 224 The item prescribed by Ordinance of the Ministry of Justice as provided for in Article 26, paragraph (2) of the Act is an item of information recorded in a file prepared with an object capable of reliably recording certain information on a magnetic disk or other equivalent method.

(Electronic Signatures)

Article 225 (1) The measures in lieu of signature or name and seal prescribed by Ordinance of the Ministry of Justice as provided for in the following provisions are Electronic Signatures:

- (i) Article 26, paragraph (2) of the Act;
- (ii) Article 122, paragraph (3) of the Act;
- (iii) Article 149, paragraph (3) of the Act;
- (iv) Article 250, paragraph (3) of the Act;
- (v) Article 270, paragraph (3) of the Act;
- (vi) Article 369, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act);
- (vii) Article 393, paragraph (3) of the Act;
- (viii) Article 412, paragraph (4) of the Act;
- (ix) Article 575, paragraph (2) of the Act;
- (x) Article 682, paragraph (3) of the Act;
- (xi) Article 695, paragraph (3) of the Act.

(2) The term "Electronic Signature" as provided in the preceding paragraph means a measure implemented in relation to information that can be recorded in Electronic or Magnetic Records, which satisfies both of the following requirements:

- (i) that it is for indicating that the relevant information was prepared by the person who implemented the measure;
- (ii) that it makes it possible to confirm whether or not an alteration has occurred regarding the information.

(Method of Displaying Matters Recorded in Electronic or Magnetic Records)

Article 226 The methods prescribed by Ordinance of the Ministry of Justice as provided for in the following provisions are methods for displaying matters recorded in Electronic or Magnetic Records under the following provisions on paper or on a screen on which images can be shown:

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

- (ii) Article 74, paragraph (7), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (iii) Article 76, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (iv) Article 81, paragraph (3), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (v) Article 82, paragraph (3), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (vi) Article 125, paragraph (2), item (ii) of the Act;
- (vii) Article 231, paragraph (2), item (ii) of the Act;
- (viii) Article 252, paragraph (2), item (ii) of the Act;
- (ix) Article 310, paragraph (7), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (x) Article 312, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xi) Article 318, paragraph (4), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xii) Article 319, paragraph (3), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xiii) Article 371, paragraph (2), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act);
- (xiv) Article 374, paragraph (2), item (ii) of the Act;
- (xv) Article 378, paragraph (2), item (iii) of the Act;
- (xvi) Article 389, paragraph (4), item (ii) of the Act;
- (xvii) Article 394, paragraph (2), item (ii) of the Act;
- (xviii) Article 396, paragraph (2), item (ii) of the Act;
- (xix) Article 413, paragraph (2), item (ii) of the Act;
- (xx) Article 433, paragraph (1), item (ii) of the Act;
- (xxi) Article 442, paragraph (3), item (iii) of the Act;
- (xxii) Article 496, paragraph (2), item (iii) of the Act;
- (xxiii) Article 618, paragraph (1), item (ii) of the Act;
- (xxiv) Article 684, paragraph (2), item (ii) of the Act;
- (xxv) Article 731, paragraph (3), item (ii) of the Act;
- (xxvi) Article 775, paragraph (3), item (iii) of the Act;
- (xxvii) Article 782, paragraph (3), item (iii) of the Act;
- (xxviii) Article 791, paragraph (3), item (iii) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) of the same Article);
- (xxix) Article 794, paragraph (3), item (iii) of the Act;
- (xxx) Article 801, paragraph (4), item (iii) of the Act (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of the same Article);

- (xxxii) Article 811, paragraph (3), item (iii) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) of the same Article);
- (xxxiii) Article 815, paragraph (4), item (iii) of the Act (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of the same Article).

(Special Provisions Related to Keeping of Electronic or Magnetic Records)

Article 227 What is prescribed by Ordinance of the Ministry of Justice as provided for in the following provisions is a method that uses an electronic data processing system that connects the computers used in a Company by a telecommunications line and records the content of information recorded in a file kept on the computers in files prepared on computers used in a branch office of the Company through a telecommunications line:

- (i) Article 31, paragraph (4) of the Act;
- (ii) Article 318, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (iii) Article 442, paragraph (2) of the Act.

(Electronic or Magnetic Records Provided by the Inspector)

Article 228 What is prescribed by Ordinance of the Ministry of Justice as provided for in the following provisions is a magnetic disk (limited to Electronic or Magnetic Records) pursuant to Article 36, paragraph (1) of the Commercial Registration Ordinance (Ordinance of the Ministry of Justice No. 23 of 1964) and Electronic or Magnetic Records prescribed by the person to receive provision thereof pursuant to the following provisions:

- (i) Article 33, paragraph (4) of the Act;
- (ii) Article 207, paragraph (4) of the Act;
- (iii) Article 284, paragraph (4) of the Act;
- (iv) Article 306, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (v) Article 358, paragraph (5) of the Act.

(Provision of Matters Recorded in Electronic or Magnetic Records by the Inspector)

Article 229 The methods prescribed by Ordinance of the Ministry of Justice as provided for in the following provisions (hereinafter referred to as "Provision by Inspector Provisions" in this Article) are, among the Electronic or Magnetic Means, those governed by the person to receive provision of the matter recorded in the Electronic or Magnetic Records of the Provision by Inspector Provisions pursuant to the Provision by Inspector Provisions:

- (i) Article 33, paragraph (6) of the Act;
- (ii) Article 207, paragraph (6) of the Act;
- (iii) Article 284, paragraph (6) of the Act;
- (iv) Article 306, paragraph (7) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (v) Article 358, paragraph (7) of the Act.

(Electronic or Magnetic Means Pertaining to the Order for Enforcement of the Companies Act)

Article 230 The types and content of the Electronic or Magnetic Means to be presented pursuant to the provisions of Article 1, paragraph (1) or Article 2, paragraph (1) of the Order for Enforcement of the Companies Act (Cabinet Order No. 364 of 2005) are the following:

- (i) among the following methods, those used by the sender:
 - (a) among the methods using an electronic data processing system, those listed below:
 1. a method of sending through a telecommunications line connecting a computer used by the sender and a computer used by the receiver, and recording in a file kept on the computer used by the receiver; and
 2. a method of providing the content of information recorded in a file kept on a computer used by the sender for inspection by a person receiving provision of information through a telecommunications line and recording the information in a file kept on a computer used by the person receiving provision of the information; and
 - (b) a method for delivering information recorded in a file prepared with an object capable of reliably recording certain information on a magnetic disk or other equivalent method; and
- (ii) the method of recording in a file.

Section 2 Utilization of Information and Communications Technology

(Definitions)

Article 231 The terms used in this Section are governed by the examples of terms used in the Act on Utilization of Telecommunications Technology in Document Preservation, etc. Undertaken by Private Business Operators, etc. (Act No. 149 of 2004; hereinafter referred to as the "Electronic Document Act" in this Section).

(Specifications for Retention)

Article 232 The retention prescribed by Ordinance of the competent ministry under Article 3, paragraph (1) of the Electronic Document Act is the following

modes of retention:

- (i) retention of documents certifying the authority of representation pursuant to the provisions of Article 74, paragraph (6) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (ii) retention of Voting Forms (meaning the voting forms provided for in Article 70, paragraph (1) of the Act) pursuant to the provisions of Article 75, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (iii) retention of minutes of the Organizational Meeting pursuant to the provisions of Article 81, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (iv) retention of the documents under Article 82, paragraph (1) of the Act pursuant to the provisions of Article 82, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (v) retention of documents certifying authority of representation pursuant to the provisions of Article 310, paragraph (6) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (vi) retention of Voting Forms (meaning the voting forms provided for in Article 301, paragraph (1) of the Act) pursuant to the provisions of Article 311, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (vii) retention of minutes of shareholders meetings pursuant to the provisions of Article 318, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (viii) retention of copies of minutes of shareholders meetings pursuant to the provisions of Article 318, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (ix) retention of the documents under Article 319, paragraph (1) of the Act pursuant to the provisions of Article 319, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (x) retention of Minutes pursuant to the provisions of Article 371, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act);
- (xi) retention of Financial Statements, annexed detailed statements thereof, or accounting advisor's reports pursuant to the provisions of Article 378, paragraph (1), item (i) of the Act;
- (xii) retention of Provisional Financial Statements and accounting advisor's reports pursuant to the provisions of Article 378, paragraph (1), item (ii) of the Act;
- (xiii) retention of minutes of board of company auditors meetings pursuant to the provisions of Article 394, paragraph (1) of the Act;

- (xiv) retention of minutes of Committee meetings pursuant to the provisions of Article 413, paragraph (1) of the Act;
- (xv) retention of accounting books and materials pursuant to the provisions of Article 432, paragraph (2) of the Act;
- (xvi) retention of Financial Statements and annexed detailed statements thereof pursuant to the provisions of Article 435, paragraph (4) of the Act;
- (xvii) retention of Financial Statements, etc. pursuant to the provisions of Article 442, paragraph (1) of the Act;
- (xviii) retention of copies of Financial Statements, etc. pursuant to the provisions of Article 442, paragraph (2) of the Act;
- (xix) retention of Inventory of Assets, etc. pursuant to the provisions of Article 492, paragraph (4) of the Act;
- (xx) retention of balance sheets and annexed detailed statements thereof pursuant to the provisions of Article 494, paragraph (3) of the Act;
- (xxi) retention of Balance Sheets, etc. pursuant to the provisions of Article 496, paragraph (1) of the Act;
- (xxii) retention of accounting materials pursuant to the provisions of Article 508, paragraph (1) and paragraph (3) of the Act;
- (xxiii) retention of accounting books pursuant to the provisions of Article 615, paragraph (2) of the Act;
- (xxiv) retention of Financial Statements pursuant to the provisions of Article 617, paragraph (4) of the Act;
- (xxv) retention of accounting materials pursuant to the provisions of Article 672, paragraph (1), paragraph (2), or paragraph (4) of the Act;
- (xxvi) retention of minutes of bondholders meetings pursuant to the provisions of Article 731, paragraph (2) of the Act;
- (xxvii) retention of the documents under Article 791, paragraph (1) of the Act pursuant to the provisions of paragraph (2) of the same Article;
- (xxviii) retention of the documents prescribed in the items of Article 801, paragraph (3) of the Act pursuant to the provisions of the same paragraph;
- (xxix) retention of the documents under Article 811, paragraph (1) of the Act pursuant to the provisions of paragraph (2) of the same Article; and
- (xxx) retention of the documents prescribed in the items of Article 815, paragraph (3) of the Act pursuant to the provisions of the same paragraph.

(Method of Retention)

Article 233 (1) When a private business operator, etc. retains Electronic or Magnetic Records pertaining to the documents to be retained in lieu of the modes of retention listed in the items of the preceding Article pursuant to the provisions of Article 3, paragraph (1) of the Electronic Document Act, retention must be performed by a method in which Electronic or Magnetic Records

created by reading matters stated in the documents by a scanner (including any image capture device equivalent thereto) are retained in a file prepared with an object by which certain matters can be reliably recorded in a file, a magnetic disk, or other equivalent method and kept on a computer used by the private business operator, etc.

- (2) When a private business operator, etc. retains Electronic or Magnetic Records pursuant to the provisions of the preceding paragraph, measures must be taken as needed in order that, by outputting the matters recorded in the Electronic or Magnetic Records, the matters can be displayed and documents can be created immediately in a clear and concise form on a computer or other device related to the use thereof.

(Specifications for Public Inspection)

Article 234 The public inspection, etc. prescribed by Ordinance of the competent ministry under Article 5, paragraph (1) of the Electronic Document Act is the following modes of public inspection, etc.:

- (i) public inspection, etc. of the articles of incorporation pursuant to the provisions of Article 31, paragraph (2), item (i) of the Act;
- (ii) public inspection, etc. of the articles of incorporation pursuant to the provisions of Article 31, paragraph (3) of the Act;
- (iii) public inspection, etc. of documents certifying authority of representation pursuant to the provisions of Article 74, paragraph (7), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (iv) public inspection, etc. of Voting Forms (meaning the voting forms provided for in Article 70, paragraph (1) of the Act) pursuant to the provisions of Article 75, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (v) public inspection, etc. of minutes of the Organizational Meeting pursuant to the provisions of Article 81, paragraph (3), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (vi) public inspection, etc. of minutes of the Organizational Meeting pursuant to the provisions of Article 81, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (vii) public inspection, etc. of the documents under Article 82, paragraph (2) of the Act pursuant to the provisions of Article 82, paragraph (3), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (viii) public inspection, etc. of the documents under Article 82, paragraph (2) of the Act pursuant to the provisions of Article 82, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (ix) public inspection, etc. of the shareholder register pursuant to the

- provisions of Article 125, paragraph (2), item (i) of the Act;
- (x) public inspection, etc. of the shareholder register pursuant to the provisions of Article 125, paragraph (4) of the Act;
 - (xi) public inspection, etc. of the register of lost share certificate pursuant to the provisions of Article 231, paragraph (2), item (i) of the Act;
 - (xii) public inspection, etc. of the share option register pursuant to the provisions of Article 252, paragraph (2), item (i) of the Act;
 - (xiii) public inspection, etc. of the share option register pursuant to the provisions of Article 252, paragraph (4) of the Act;
 - (xiv) public inspection, etc. of documents certifying authority of representation pursuant to the provisions of Article 310, paragraph (7), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
 - (xv) public inspection, etc. of Voting Forms (meaning the voting forms provided for in Article 301, paragraph (1) of the Act) pursuant to the provisions of Article 311, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
 - (xvi) public inspection, etc. of minutes of shareholders meetings or copies thereof pursuant to the provisions of Article 318, paragraph (4), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
 - (xvii) public inspection, etc. of minutes of shareholders meetings pursuant to the provisions of Article 318, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
 - (xviii) public inspection, etc. of the documents under Article 319, paragraph (2) of the Act pursuant to the provisions of Article 319, paragraph (3), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
 - (xix) public inspection, etc. of Minutes pursuant to the provisions of Article 371, paragraph (2), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act);
 - (xx) public inspection, etc. of Minutes pursuant to the provisions of Article 371, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to paragraph (5) of the same Article (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act) and to Article 490, paragraph (5) of the Act);
 - (xxi) public inspection, etc. of accounting books or materials related thereto pursuant to the provisions of Article 374, paragraph (2), item (i) of the Act;
 - (xxii) public inspection, etc. of Financial Statements, annexed detailed statements thereof, and accounting advisor's reports and Provisional Financial Statements pursuant to the provisions of Article 378, paragraph (2), item (i) of the Act;

- (xxiii) public inspection, etc. of accounting books or materials related thereto pursuant to the provisions of Article 389, paragraph (4), item (i) of the Act;
- (xxiv) public inspection, etc. of minutes of board of company auditors meetings pursuant to the provisions of Article 394, paragraph (2), item (i) of the Act (including as applied mutatis mutandis pursuant to paragraph (3) of the same Article);
- (xxv) public inspection, etc. of minutes of Committee meetings pursuant to the provisions of Article 413, paragraph (2), item (i) of the Act;
- (xxvi) public inspection, etc. of minutes of Committee meetings pursuant to the provisions of Article 413, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) of the same Article);
- (xxvii) public inspection, etc. of accounting books or materials related thereto pursuant to the provisions of Article 433, paragraph (1), item (i) of the Act;
- (xxviii) public inspection, etc. of Financial Statements, etc. or copies thereof pursuant to the provisions of Article 442, paragraph (3), item (i) of the Act;
- (xxix) public inspection, etc. of Financial Statements, etc. or copies thereof pursuant to the provisions of Article 442, paragraph (4) of the Act;
- (xxx) public inspection, etc. of Balance Sheets, etc. pursuant to the provisions of Article 496, paragraph (2), item (i) of the Act;
- (xxxi) public inspection, etc. of Balance Sheets, etc. pursuant to the provisions of Article 496, paragraph (3) of the Act;
- (xxxii) public inspection, etc. of Financial Statements pursuant to the provisions of Article 618, paragraph (1), item (i) of the Act;
- (xxxiii) public inspection, etc. of Financial Statements pursuant to the provisions of Article 625 of the Act;
- (xxxiv) public inspection, etc. of the bond register pursuant to the provisions of Article 684, paragraph (2), item (i) of the Act;
- (xxxv) public inspection, etc. of the bond register pursuant to the provisions of Article 684, paragraph (4) of the Act;
- (xxxvi) public inspection, etc. of minutes of bondholders meetings pursuant to the provisions of Article 731, paragraph (3), item (i) of the Act;
- (xxxvii) public inspection, etc. of the documents under Article 775, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (i) of the same Article;
- (xxxviii) public inspection, etc. of the documents under Article 782, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (i) of the same Article;
- (xxxix) public inspection, etc. of the documents under Article 791, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (i) of the same Article;
- (xl) public inspection, etc. of the documents under Article 794, paragraph (1) of

the Act pursuant to the provisions of paragraph (3), item (i) of the same Article;

- (xli) public inspection, etc. of the documents under Article 801, paragraph (3), item (i) of the Act (the documents under paragraph (3), item (ii) of the same Article in the case when applied mutatis mutandis pursuant to paragraph (5) of the same Article; the documents under paragraph (3), item (iii) of the same Article in the case when applied mutatis mutandis pursuant to paragraph (6) of the same Article) pursuant to the provisions of paragraph (4), item (i) of the same Article (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of the same Article);
- (xlii) public inspection, etc. of the documents under Article 803, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (i) of the same Article;
- (xliii) public inspection, etc. of the documents under Article 811, paragraph (2) of the Act pursuant to the provisions of Article 811, paragraph (3), item (i) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) of the same Article); and
- (xliv) public inspection, etc. of the documents under Article 815, paragraph (3), item (i) of the Act (the documents under paragraph (3), item (ii) of the same Article in the case when applied mutatis mutandis pursuant to paragraph (5) of the same Article; the documents under paragraph (3), item (iii) of the same Article in the case when applied mutatis mutandis pursuant to paragraph (6) of the same Article) pursuant to the provisions of paragraph (4), item (i) of the same Article (including as applied mutatis mutandis pursuant to paragraph (5) of the same Article and paragraph (6) of the same Article).

(Method of Public Inspection)

Article 235 When a private business operator, etc. performs public inspection, etc. of Electronic or Magnetic Records pertaining to the documents to be inspected by the public in lieu of the modes of public inspection, etc. listed in the items of the preceding Article pursuant to the provisions of Article 5, paragraph (1) of the Electronic Document Act, public inspection, etc. must be performed by a method in which matters pertaining to the public inspection, etc. are displayed on a screen of a computer kept at the office of the private business operator, etc., or by a method in which documents stating those matters that have been recorded in Electronic or Magnetic Records are provided for public inspection, etc.

(Specifications for Delivery)

Article 236 The delivery, etc. prescribed by Ordinance of the competent ministry under Article 6, paragraph (1) of the Electronic Document Act is the following

modes of delivery, etc.:

- (i) delivery, etc. of a transcript or extract of the articles of incorporation pursuant to the provisions of Article 31, paragraph (2), item (ii) of the Act;
- (ii) delivery, etc. of a transcript or extract of the articles of incorporation pursuant to the provisions of Article 31, paragraph (3) of the Act;
- (iii) delivery, etc. of a copy of the documents under Article 33, paragraph (4) of the Act pursuant to the provisions of paragraph (6) of the same Article;
- (iv) delivery, etc. of a copy of the documents under Article 207, paragraph (4) of the Act pursuant to the provisions of paragraph (6) of the same Article;
- (v) delivery, etc. of a copy of the documents under Article 306, paragraph (5) of the Act pursuant to the provisions of Article 306, paragraph (7) of the Act (including as applied *mutatis mutandis* pursuant to Article 325 of the Act);
- (vi) delivery, etc. of a copy of the documents under Article 358, paragraph (5) of the Act pursuant to the provisions of paragraph (7) of the same Article;
- (vii) delivery, etc. of a transcript or extract of the documents listed in the items of Article 378, paragraph (1) of the Act pursuant to the provisions of paragraph (2), item (ii) of the same Article;
- (viii) delivery, etc. of a transcript or extract of the documents listed in the items of Article 378, paragraph (1) of the Act pursuant to the provisions of paragraph (3) of the same Article;
- (ix) delivery, etc. of a transcript or extract of the Financial Statements, etc. pursuant to the provisions of Article 442, paragraph (3), item (ii) of the Act;
- (x) delivery, etc. of a transcript or extract of the Financial Statements, etc. pursuant to the provisions of Article 442, paragraph (4) of the Act;
- (xi) delivery, etc. of a transcript or extract of the Balance Sheets, etc. pursuant to the provisions of Article 496, paragraph (2), item (ii) of the Act;
- (xii) delivery, etc. of a transcript or extract of the Balance Sheets, etc. pursuant to the provisions of Article 496, paragraph (3) of the Act;
- (xiii) delivery, etc. of a transcript or extract of the documents under Article 775, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (ii) of the same Article;
- (xiv) delivery, etc. of a transcript or extract of the documents under Article 782, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (ii) of the same Article;
- (xv) delivery, etc. of a transcript or extract of the documents under Article 791, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (ii) of the same Article;
- (xvi) delivery, etc. of a transcript or extract of the documents under Article 794, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (ii) of the same Article;
- (xvii) delivery, etc. of a transcript or extract of the documents under Article

- 801, paragraph (3), item (i) of the Act (the documents under paragraph (3), item (ii) of the same Article in the case when applied mutatis mutandis pursuant to paragraph (5) of the same Article; the documents under paragraph (3), item (iii) of the same Article in the case when applied mutatis mutandis pursuant to paragraph (6) of the same Article) pursuant to the provisions of paragraph (4), item (ii) of the same Article (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of the same Article);
- (xviii) delivery, etc. of a transcript or extract of the documents under Article 803, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (ii) of the same Article;
- (xix) delivery, etc. of a transcript or extract of the documents under Article 811, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (ii) of the same Article (including as applied mutatis mutandis pursuant to paragraph (4) of the same Article); and
- (xx) delivery, etc. of a transcript or extract of the documents under Article 815, paragraph (3), item (i) of the Act (the documents under paragraph (3), item (ii) of the same Article in the case when applied mutatis mutandis pursuant to paragraph (5) of the same Article; the documents under paragraph (3), item (iii) of the same Article in the case when applied mutatis mutandis pursuant to paragraph (6) of the same Article) pursuant to the provisions of paragraph (4), item (ii) of the same Article (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of the same Article).

(Method of Delivery)

Article 237 (1) When a private business operator, etc. delivers, etc. Electronic or Magnetic Records pertaining to documents to be delivered in lieu of the modes of delivery, etc. listed in the items of the preceding Article pursuant to the provisions of Article 6, paragraph (1) of the Electronic Document Act, the delivery must be performed by the following methods:

- (i) among the methods using an electronic data processing system, those listed in (a) or (b):
- (a) a method of sending through a telecommunications line that connects the computer used by the private business operator, etc. and the computer used by the recipient of the delivery, etc., and recording in a file kept on the computer used by the receiver; or
- (b) a method of providing the matters pertaining to delivery, etc. that have been recorded in a file kept on a computer used by the private business operator, etc. for inspection by the recipient through a telecommunications line and recording those matters in a file kept on a computer used by the recipient (in the case where giving consent to receive or denying consent

- for delivery by the method provided for in Article 6, paragraph (1) of the Electronic Document Act, a method of recording that fact in a file kept on a computer used by the private business operator, etc.); and
- (ii) a method for delivering matters related to the delivery, etc. that have been recorded in a file prepared with an object capable of reliably recording certain matters on a magnetic disk or other equivalent method.
- (2) The methods listed in the preceding paragraph must make it possible for the recipient to prepare written documents by outputting the record in the file.

(Consent for Delivery)

Article 238 The types and content of methods to be indicated pursuant to the provisions of Article 2, paragraph (1) of the Order for Enforcement of the Act on Utilization of Telecommunications Technology in Document Preservation, etc. Conducted by Private Business Operators, etc. (Cabinet Order No. 8 of 2005) are the following matters:

- (i) among the methods provided for in paragraph (1) of the preceding Article, those used by a private business operator, etc.; and
- (ii) format of information recorded into the file.

Supplementary Provisions

Omitted