

銀行等の株式等の保有の制限に関する内閣府令 Cabinet Office Order on Limitation on Shareholding by Banks and Other Financial Institutions

(平成十四年一月三十一日内閣府令第四号)
(Cabinet Office Order No. 4 of January 31, 2002)

銀行等の株式等の保有の制限等に関する法律（平成十三年法律第百三十一号）及び銀行等の株式等の保有の制限等に関する法律施行令（平成十三年政令第四百二十六号）の規定に基づき、並びに同法及び同令を実施するため、銀行等の株式等の保有の制限に関する内閣府令を次のように定める。

Pursuant to the provisions of the Act on Limitation on Shareholding by Banks and Other Financial Institutions (Act No. 131 of 2001) and the provisions of the Order for Enforcement of the Act on Limitation on Shareholding by Banks and Other Financial Institutions (Cabinet Order No. 426 of 2001), and in order to enforce the relevant Act and Cabinet Order, the Cabinet Office Order on Limitation on Shareholding by Banks and Other Financial Institutions is established as follows.

(銀行等と特殊の関係のある会社)

(Companies That Have a Special Relationship with Banks)

第一条 銀行等の株式等の保有の制限等に関する法律（以下「法」という。）第三条第一項に規定する銀行等（法第二条第一号、第二号及び第四号に掲げる者をいう。以下同じ。）と主務省令で定める特殊の関係のある会社は、次に掲げる者とする。

Article 1 (1) Companies that have a special relationship specified by order of the competent ministry with the banks, etc. prescribed in Article 3, paragraph (1) of the Act on Limitation on Shareholding by Banks and Other Financial Institutions (hereinafter referred to the "Act") (meaning the banks, etc. set forth in Article 2, items (i), (ii) and (iv) of the Act; the same applies hereinafter) are as follows:

一 当該銀行等の子法人等（銀行法施行令（昭和五十七年政令第四十号）第四条の二第二項に規定する子法人等をいう。以下同じ。）であって、特定子会社等でない者

(i) subsidiary corporations, etc. of the relevant bank, etc. (meaning the subsidiary corporations, etc. prescribed in Article 4-2, paragraph (2) of the Order for Enforcement of the Banking Act (Cabinet Order No. 40 of 1982); the same applies hereinafter) that do not fall under the category of specified subsidiary companies, etc.;

二 当該銀行等の関連法人等（銀行法施行令第四条の二第三項に規定する関連法人等をいう。以下同じ。）であって、特定子会社等でない者

(ii) affiliated corporations, etc. of the relevant bank, etc. (meaning the

affiliated corporations, etc. prescribed in Article 4-2, paragraph (3) of the Order for Enforcement of the Banking Act; the same applies hereinafter) that do not fall under the category of specified subsidiary companies, etc.

2 前項に規定する「特定子会社等」とは、当該銀行等の子法人等又は関連法人等である者のうち、次に掲げる者をいう。

(2) The "specified subsidiary companies, etc." prescribed in the preceding paragraph refer to the following out of the subsidiary corporations, etc. or affiliated corporations, etc. of the relevant bank, etc.:

一 金融商品取引法（昭和二十三年法律第二十五号）第二条第九項に規定する金融商品取引業者

(i) the financial instruments business operator prescribed in Article 2, paragraph (9) of the Financial Instruments and Exchange Act (Act No. 25 of 1948);

二 保険業法（平成七年法律第百五号）第二条第二項に規定する保険会社

(ii) the insurance company prescribed in Article 2, paragraph (2) of the Insurance Business Act (Act No. 105 of 1995);

三 次に掲げる行為により他の株式会社に対しその事業に必要な資金を供給する業務（第一号に掲げる者が行う業務に該当するものを除く。）を営む者

(iii) a person engaged in the services of providing other stock companies with funds necessary for their business by performing the following acts (excluding the services falling under those engaged in by a person set forth in item (i)):

イ 株式に係る配当を受け取り又は株式に係る売却益を得ることを目的として当該会社の発行する株式を取得すること。

(a) to acquire shares issued by the relevant company with the aim of receiving dividends for shares or gaining profit from a sale pertaining to shares;

ロ 当該会社の発行する社債を取得すること。

(b) to acquire corporate bonds issued by the relevant company;

ハ イ又はロに掲げる行為を行うことを目的とする民法（明治二十九年法律第八十九号）第六百六十七条に規定する組合契約又は投資事業有限責任組合契約に関する法律（平成十年法律第九十号）第三条第一項に規定する投資事業有限責任組合契約を締結すること。

(c) to conclude a partnership contract prescribed in Article 667 of the Civil Code (Act No. 89 of 1896) or a limited partnership agreement for investment prescribed in Article 3, paragraph (1) of the Limited Partnership Act for Investment (Act No. 90 of 1998) with the aim of performing acts set forth in (a) or (b) above;

四 前三号に掲げる者が営む業務に相当し、又は類似する業務を営む外国の会社

(iv) a foreign company engaged in services equivalent or similar to the services engaged in by persons set forth in the preceding three items.

(保有の制限から除かれる株式)

(Shares Excluded from the Limitation on Shareholding)

第二条 法第三条第一項に規定する主務省令で定める保有の制限から除かれる株式は、次に掲げる株式とする。

Article 2 (1) The shares excluded from the limitation on shareholding specified by order of the competent ministry as prescribed in Article 3, paragraph (1) of the Act are as follows:

一 当該銀行等又はその子会社等（法第三条第一項に規定する子会社等をいう。以下同じ。）若しくは特定子会社等（前条第二項に規定する特定子会社等をいう。以下同じ。）の発行する株式

(i) shares issued by the relevant bank, etc. or its subsidiary companies, etc. (meaning the subsidiary companies, etc. prescribed in Article 3, paragraph (1) of the Act; the same applies hereinafter) or its specified subsidiary companies, etc. (meaning the specified subsidiary companies, etc. prescribed in paragraph (2) of the preceding Article; the same applies hereinafter);

二 当該銀行等又はその子会社等が金銭又は有価証券の信託に係る信託財産として所有する株式（元本補てん等契約のある信託に係るものを除く。）

(ii) shares held by the relevant bank, etc. or its subsidiary companies, etc. in the form of trust property pertaining to a monetary or securities trust (excluding shares pertaining to a trust with a contract for compensation of principal, etc.);

三 金融商品取引所（金融商品取引法第二条第十六項に規定する金融商品取引所をいう。次条第一号において同じ。）若しくはこれに類似するものであって外国に所在するものに上場されている株式の発行者である会社又は同法第六十七条の十一第一項に規定する店頭売買有価証券登録原簿若しくはこれに類似するものであって外国に備えられるものに登録されている株式の発行者である会社以外の会社が発行する株式

(iii) shares issued by a company other than companies that are issuers of the shares listed on the financial instruments exchange (meaning the financial instruments exchange prescribed in Article 2, paragraph (16) of the Financial Instruments and Exchange Act; the same applies in item (i) of the following Article) or others similar thereto located in foreign countries, or companies that are issuers of the shares registered in the registry of over-the-counter traded securities prescribed in Article 67-11, paragraph (1) of the relevant Act or others similar thereto kept in foreign countries;

四 当該銀行等又はその子会社等の取引先である会社との間の合理的な経営改善のための計画に基づき取得する当該会社の発行する株式（当該銀行等又はその子会社等に対する当該会社の債務を消滅させるために取得するものであって、当該株式の取得によって相当の期間内に当該会社の経営の状況が改善されることが見込まれるものに限り、当該計画に定められた当該会社の合理的な経営改善に必要とされる期間

が経過した後の当該株式を除く。)

(iv) shares issued by a customer company of the relevant bank, etc. or its subsidiary companies, etc. that are acquired in accordance with a streamlined business improvement plan between them (only for shares that are acquired for the purpose of eliminating the obligations of the company against the relevant bank, etc. or its subsidiary companies, etc. and the acquisition of which is expected to improve the management of the company in a reasonable period of time, excluding these shares after the elapse of the period deemed necessary for the streamlined business improvement of the company as specified in the plan);

五 預金保険法（昭和四十六年法律第三十四号）附則第二十二條第一項に規定する協定に基づく譲受け等（次条において「協定譲受け等」という。）に係る株式（同法附則第七條第一項第一号に規定する協定銀行（以下この条及び次条において「協定銀行」という。）が保有するものに限る。）

(v) shares subject to the acquisition, etc. under the agreement prescribed in Article 22, paragraph (1) of the Supplementary Provisions of the Deposit Insurance Act (Act No. 34 of 1971) (referred to as the "acquisition, etc. under the agreement" in the following Article) (limited to those shares that are held by a partner bank prescribed in Article 7, paragraph (1), item (i) of the Supplementary Provisions of the relevant Act (hereinafter referred to as a "partner bank" in this Article and the following Article));

六 農水産業協同組合貯金保険法（昭和四十八年法律第五十三号）第七十七條第一項の規定による資産の買取りの委託（次条において「資産買取りの委託」という。）に係る株式（同法第七十四條第一号に規定する協定債権回収会社（銀行に限る。次条において「協定債権回収会社」という。）が保有するものに限る。）

(vi) shares subject to the consignment of asset purchase under Article 77, paragraph (1) of the Agricultural and Fishery Cooperation Savings Insurance Act (Act No. 53 of 1973) (referred to as the "consignment of asset purchase" in the following Article) (limited to those shares that are held by an agreement claim servicing company (limited to a bank; referred to as an "agreement claim servicing company" in the following Article));

七 金融機能の早期健全化のための緊急措置に関する法律（平成十年法律第百四十三号）第四条第二項に規定する株式等の発行等（次条において「株式等の発行等」という。）に係る株式（協定銀行が保有するものに限る。）

(vii) shares subject to the issuance of shares, etc. prescribed in Article 4, paragraph (2) of the Act on Emergency Measures for Early Strengthening of Financial Functions (Act No. 143 of 1998) (referred to as the "issuance of shares, etc." in the following Article) (limited to those shares held by a partner bank);

八 金融機能の再生のための緊急措置に関する法律（平成十年法律第百三十二号）附則第五条の規定によりなおその効力を有することとされる旧金融機能の安定化のた

めの緊急措置に関する法律（平成十年法律第五号）第四条第一項第一号に規定する優先株式等の発行等に係る株式（協定銀行が保有するものに限る。）

(viii) shares pertaining to the issuance of preferred shares, etc. prescribed in Article 4, paragraph (1), item (i) of the former Act on Emergency Measures for Stabilization of Financial Functions (Act No. 5 of 1998) which remains in effect pursuant to the provisions of Article 5 of the Supplementary Provisions of the Act on Emergency Measures for the Revitalization of Financial Functions (Act No. 132 of 1998) (limited to those shares held by a partner bank);

九 金融機能の強化のための特別措置に関する法律（平成十六年法律第二百二十八号）第三十五条第二項第六号に規定する取得株式等（次条において「取得株式等」という。）である株式（協定銀行が保有するものに限る。）

(ix) shares that fall under the category of the acquired shares, etc. prescribed in Article 35, paragraph (2), item (vi) of the Act on Special Measures for Strengthening Financial Functions (Act No. 128 of 2004) (referred to as the "acquired shares, etc." in the following Article) (limited to those shares held by a partner bank).

2 銀行等の株式等の保有の制限等に関する法律施行令（以下「令」という。）第二条の規定により読み替えて適用する法第三条第一項に規定する主務省令で定める保有の制限から除かれる株式は、次に掲げる株式とする。

(2) The shares excluded from the limitation on shareholding specified by order of the competent ministry as prescribed in Article 3, paragraph (1) of the Act as applied following the deemed replacement of terms pursuant to the provisions of Article 2 of the Order for Enforcement of the Act on Limitation on Shareholding by Banks and Other Financial Institutions (hereinafter referred to as the "Order") are as follows:

一 当該外国銀行支店に係る外国銀行等又はその子会社等若しくは特定子会社等の発行する株式

(i) shares issued by a foreign bank, etc. to which the relevant foreign bank branch belongs or its subsidiary companies, etc. or specified subsidiary companies, etc.;

二 当該外国銀行支店が金銭又は有価証券の信託に係る信託財産として所有する株式（元本補てん等契約のある信託に係るものを除く。）

(ii) shares held by the relevant foreign bank branch in the form of trust property pertaining to a monetary or securities trust (excluding shares pertaining to a trust with a contract for compensation of principal, etc.);

三 当該外国銀行支店の取引先である会社との間の合理的な経営改善のための計画に基づき取得する当該会社の発行する株式（当該外国銀行支店に対する当該会社の債務を消滅させるために取得するものであって、当該株式の取得によって相当の期間内に当該会社の経営の状況が改善されることが見込まれるものに限り、当該計画に定められた当該会社の合理的な経営改善に必要とされる期間が経過した後の当該株

式を除く。)

(iii) shares issued by a customer company of the relevant foreign bank branch that are acquired in accordance with the streamlined business improvement plan between them (only for shares that are acquired for the purpose of eliminating obligations of the company against the relevant foreign bank branch and the acquisition of which is expected to improve to the management of the company in a reasonable period of time, excluding those shares after the elapse of the period deemed necessary for the streamlined business improvement of the company as specified in the plan);

四 前項第三号に掲げる株式

(iv) the shares set forth in item (iii) of the preceding paragraph.

3 前二項に規定する「元本補てん等契約」とは、金融機関の信託業務の兼営等に関する法律（昭和十八年法律第四十三号）第六条の規定に基づく契約をいう。

(3) A contract for compensation of principal, etc. prescribed in the preceding two paragraphs refers to the contract based on the provisions of Article 6 of the Act on Engagement in Trust Business Activities by Financial Institutions (Act No. 43 of 1943).

(株式に準ずるもの)

(Equivalents of Shares)

第三条 法第三条第一項に定める株式に準ずるものとして主務省令で定めるものは、次に掲げるものとする。

Article 3 Those specified by order of the competent ministry as being equivalent to the shares prescribed in Article 3, paragraph (1) of the Act are as follows:

一 金融商品取引所に上場されている協同組織金融機関の優先出資に関する法律（平成五年法律第四十四号）に規定する優先出資（協定譲受け等若しくは株式等の発行等に係るもの（協定銀行が保有するものに限る。））、資産買取りの委託に係るもの（協定債権回収会社が保有するものに限る。）又は取得株式等に係るもの（協定銀行が保有するものに限る。）を除く。）

(i) preferred equity investments prescribed in the Act on Preferred Equity Investment by Cooperative Structured Financial Institutions (Act No. 44 of 1993) that are listed on the financial instruments exchange (excluding those pertaining to the acquisition, etc. under the agreement or the issuance of shares, etc. (limited to those held by a partner bank), those pertaining to the consignment of asset purchase (limited to those held by an agreement claim servicing company), or those pertaining to the acquired shares, etc. (limited to those held by a partner bank));

二 次のいずれにも該当する信託財産（株式（前条第一項第一号、第三号又は第四号に掲げる株式を除く。）又は前号に掲げる優先出資に係るものに限る。）

(ii) trust property falling under all of the following (limited to trust property pertaining to shares (limited to the shares set forth in paragraph (1), item (i),

(iii) or (iv) of the preceding Article) or preferred equity investments set forth in the preceding item):

イ 当該銀行等又はその子会社等が受益者であり、かつ、当該受益者である銀行等又は子会社等が委託者であること。

(a) the relevant bank, etc. or its subsidiary companies, etc. are the beneficiaries and at the same time are the settlors;

ロ その運用を共同しない他の委託者の信託財産と合同して行うものでないこと。

(b) the trust property is not jointly invested with other trust property of another settlor that is not invested in concert;

ハ その運用を委託者である当該銀行等又はその子会社等の指図に基づき行うこと。

(c) the trust property is invested based on instructions from the relevant bank, etc. or its subsidiary companies, etc., which are the settlors;

ニ 元本補てん等契約（前条第三項に規定する元本補てん等契約をいう。第七条において同じ。）のある信託に係るものでないこと。

(d) the trust property does not pertain to a trust with a contract for compensation of principal, etc. (meaning the contract for compensation of principal, etc. prescribed in paragraph (3) of the preceding Article; the same applies in Article 7).

（合算の方法）

(Totaling Method)

第四条 法第三条第一項に定める株式等（同項に規定する株式等をいう。以下同じ。）の合算は、次の各号に掲げる者について、当該各号に定める額の株式等を保有するものとみなしてその合計額を計算するものとする。

Article 4 (1) The totaling of shares, etc. (meaning the shares, etc. prescribed in Article 3, paragraph (1) of the Act; the same applies hereinafter) as specified in the relevant paragraph is to be conducted by summing up the value of shares held by the persons set forth in the following items, deeming that they hold the shares, etc. at the amount specified respectively therein:

一 当該銀行等及びその子法人等であって、特定子会社等でない者 保有する株式等の額

(i) the relevant bank, etc. and its subsidiary corporations, etc. that do not fall under the category of specified subsidiary companies, etc.: the value of the shares, etc. held thereby;

二 当該銀行等の子会社等（前号に掲げる者を除く。） 保有する株式等の額に持分法（連結財務諸表の用語、様式及び作成方法に関する規則（昭和五十一年大蔵省令第二十八号）第二条第八号に規定する持分法をいう。第七条において同じ。）により計算した当該子会社等の損益のうち当該銀行等に帰属する部分の価額をその損益の価額で除して得た数を乗じた金額

(ii) subsidiary companies, etc. of the relevant bank, etc. (excluding those set forth in the preceding item): the amount obtained by multiplying the value of

the shares, etc. held thereby by the number obtained by dividing the portion of the value of profit or loss of the subsidiary companies, etc. calculated using the equity method (meaning the equity method prescribed in Article 2, item (viii) of the Regulation on Terminology, Forms, and Preparation Methods of Consolidated Financial Statements (Order of the Ministry of Finance No. 28 of 1976); the same applies in Article 7) that belongs to the relevant bank, etc. by the value of profit or loss.

- 2 前項の場合において、保有する株式等の額は時価によるものとする。ただし、同項の規定により計算した合計額が当該株式等を取得したときの価額（当該株式等の価額の低下について損益計算上損失として処理した場合においては、当該処理をした額を差し引いた金額）を合計した金額を超える額である場合は、当該合計した金額を当該銀行等及びその子会社等が保有する株式等を合算した額とみなす。

- (2) In the case referred to in the preceding paragraph, the value of shares, etc. held is to be based on the current market value; provided, however, that when the total amount calculated pursuant to that paragraph exceeds the sum of the values at the time of acquisition of those shares, etc. (when any decline in the value of the shares, etc. has been recorded as a loss as a result of settlement of profits and losses, the amount after subtracting the amount recorded as a loss), that sum is to be deemed as the total value of shares, etc. held by the relevant bank, etc. and its subsidiary companies, etc.

（自己資本に相当する額）

(Amount Equivalent to the Equity Capital)

第五条 法第三条第一項に規定する自己資本に相当する額は、外国銀行支店（法第三条第三項に規定する外国銀行支店をいう。以下この条において同じ。）以外の銀行等にあつては銀行法（昭和五十六年法律第五十九号）第十四条の二第二号（長期信用銀行法（昭和二十七年法律第百八十七号）第十七条及び信用金庫法（昭和二十六年法律第二百三十八号）第八十九条第一項において準用する場合を含む。）に掲げる基準に従い算出される自己資本の額について金融庁長官が定めるところにより必要な調整を加えた額とし、外国銀行支店にあつては自己資本として金融庁長官が定めるものの額とする。

Article 5 The amount equivalent to the equity capital prescribed in Article 3, paragraph (1) of the Act for banks, etc. other than foreign bank branches (meaning the foreign bank branches prescribed in Article 3, paragraph (3) of the Act; hereinafter the same applies in this Article) is to be the amount of the equity capital calculated in accordance with the criteria set forth in Article 14-2, item (ii) of the Banking Act (Act No. 59 of 1981) (including the cases as applied mutatis mutandis pursuant to Article 17 of the Long-Term Credit Bank Act (Act No. 187 of 1952) and Article 89, paragraph (1) of the Shinkin Bank Act (Act No. 238 of 1951)) after the necessary adjustment having been made as specified by the Commissioner of the Financial Services Agency, and the

amount equivalent to the equity capital prescribed in Article 3, paragraph (1) of the Act for foreign bank branches is to be the amount specified by the Commissioner of the Financial Services Agency as their equity capital.

(株式等保有限度額を超えて株式等を保有することができる理由等)

(Grounds for Approval for Holding Shares at an Amount Exceeding the Maximum Limit of Shareholding)

第六条 令第一条第四号に規定する主務省令で定める理由は、当該銀行等又はその子法人等が、他の会社、組合その他これらに準ずる事業体（外国におけるこれらに相当するものを含む。第七条第七項において同じ。）をその子法人等とし、又はその関連法人等とすることとする。

Article 6 (1) The ground specified by order of the competent ministry as prescribed in Article 1, item (iv) of the Order is that the relevant bank, etc. or its subsidiary corporations, etc. makes another company, partnership, or any other business entity equivalent to the former two (including equivalents to these in foreign countries; the same applies in Article 7, paragraph (7)) into their subsidiary corporation, etc. or affiliated corporation, etc.

2 銀行等は、法第三条第二項の規定による株式等保有限度額（同条第一項に規定する株式等保有限度額をいう。以下同じ。）を超える額の株式等を保有することの承認を受けようとするときは、承認申請書に次に掲げる書類を添付して金融庁長官に提出しなければならない。

(2) When a bank, etc. intends to obtain approval for holding shares, etc. at the amount exceeding the maximum limit of shareholding (meaning the maximum limit of shareholding prescribed in Article 3, paragraph (1) of the Act; the same applies hereinafter) under the provisions of paragraph (2) of the relevant Article, the bank, etc. must submit to the Commissioner of the Financial Services Agency the following documents together with a written application:

一 理由書

(i) a written statement of reasons;

二 当該承認に係る株式等の保有者、主たる株式等の発行者その他当該承認に係る株式等の状況に関する書類

(ii) a document concerning the holder of the shares, etc. pertaining to the approval, the issuer of major shares, etc. and other circumstances concerning the shares, etc. pertaining to that approval;

三 当該承認に係る株式等のうちその株式等保有限度額を超えて保有する部分の株式等の処分方法及び期限その他処分に関する方針を記載した書類

(iii) a document stating the method and the time limit of disposing of the portion of the shares, etc. pertaining to the approval that is to be held by exceeding the maximum limit of shareholding, and other policies concerning the disposal of that portion;

四 その他次項に規定する審査をするため参考となるべき事項を記載した書類

(iv) a document stating other matters to be referred to in the examination prescribed in the following paragraph.

3 金融庁長官は、前項の規定による承認の申請があったときは、当該申請をした銀行等及びその子会社等が株式等保有限度額を超える額の株式等を保有することについてやむを得ないと認められる理由があるかどうかを審査するものとする。

(3) When an application for the approval is filed under the provisions of the preceding paragraph, the Commissioner of the Financial Services Agency is to examine whether there are any grounds found unavoidable for the bank, etc. that filed the application and its subsidiary companies, etc. to hold shares, etc. at an amount exceeding the maximum limit of shareholding.

(銀行持株会社及び長期信用銀行持株会社に係る法の規定の適用に関し必要な事項)
(Matters Necessary for the Application of the Provisions of Laws on Bank Holding Companies and Long-Term Credit Bank Holding Companies)

第七条 法第三条第六項において準用する同条第一項の主務省令で定める特殊の関係のある会社は、銀行持株会社及び長期信用銀行持株会社（以下「銀行持株会社等」という。）の子法人等及び関連法人等（第一条第二項各号に掲げる者を除く。）とする。

Article 7 (1) Companies that have a special relationship specified by order of the competent ministry as prescribed in Article 3, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (6) of the relevant Article are deemed to be subsidiary corporations, etc. and affiliated corporations, etc. (excluding those set forth in the items of Article 1, paragraph (2)) of bank holding companies and long-term credit bank holding companies (hereinafter referred to as "bank holding companies, etc.").

2 法第三条第六項において準用する同条第一項の保有の制限から除かれる株式として主務省令で定めるものは、次に掲げる株式とする。

(2) The shares excluded from the limitation on shareholding specified by order of the competent ministry as prescribed in Article 3, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (6) of that Article are as follows:

一 当該銀行持株会社等又はその子会社等若しくは特定子会社等の発行する株式

(i) shares issued by the relevant bank holding company, etc. or its subsidiary companies, etc. or specified subsidiary companies, etc.;

二 当該銀行持株会社等又はその子会社等が金銭又は有価証券の信託に係る信託財産として所有する株式（元本補てん等契約のある信託に係るものを除く。）

(ii) shares held by the relevant bank holding company, etc. or its subsidiary companies, etc. in the form of trust property pertaining to a monetary or securities trust (excluding shares pertaining to a trust with a contract for compensation of principal, etc.);

三 当該銀行持株会社等又はその子会社等の取引先である会社との間の合理的な経営改善のための計画に基づき取得する当該会社の発行する株式（当該銀行持株会社等

又はその子会社等に対する当該会社の債務を消滅させるために取得するものであって、当該株式の取得によって相当の期間内に当該会社の経営の状況が改善されることが見込まれるものに限り、当該計画に定められた当該会社の合理的な経営改善に必要とされる期間が経過した後の当該株式を除く。)

(iii) shares issued by a customer company of the relevant bank holding company, etc. or its subsidiary companies, etc. that are acquired in accordance with the streamlined business improvement plan between them (only for shares that are acquired for the purpose of eliminating obligations of the company against the relevant bank holding company, etc. or its subsidiary companies, etc. and the acquisition of which is expected to improve the management of the company in a reasonable period of time, excluding the shares after the elapse of the period deemed necessary for the streamlined business improvement of the company as specified in the plan);

四 第二条第一項第三号に掲げる株式

(iv) the shares set forth in Article 2, paragraph (1), item (iii).

3 法第三条第六項において準用する同条第一項に規定する株式に準ずるものとして主務省令で定めるものは、次に掲げるものとする。

(3) Those specified by order of the competent ministry as being equivalent to the shares prescribed in Article 3, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (6) of that Article are as follows:

一 第三条第一号に掲げる優先出資

(i) the preferred equity investments set forth in Article 3, item (i);

二 次のいずれにも該当する信託財産（株式（前項第一号、第三号又は第四号に掲げる株式を除く。）又は前号に掲げる優先出資に係るものに限る。）

(ii) trust property falling under all of the following (limited trust property pertaining to shares (limited to the shares set forth in item (i), (iii) or (iv) of the preceding paragraph) or preferred equity investments set forth in the preceding item):

イ 当該銀行持株会社等又はその子会社等が受益者であり、かつ、当該受益者である銀行持株会社等又は子会社等が委託者であること。

(a) the relevant bank holding company, etc. or its subsidiary companies, etc. are the beneficiaries and at the same time are the settlors;

ロ その運用を共同しない他の委託者の信託財産と合同して行うものでないこと。

(b) the trust property is not jointly invested with other trust property of another settlor that is not invested in concert;

ハ その運用を委託者である当該銀行持株会社等又はその子会社等の指図に基づき行うこと。

(c) the trust property is invested based on instructions from the relevant bank holding company, etc. or its subsidiary companies, etc., which are the settlors;

ニ 元本補てん等契約のある信託に係るものでないこと。

(d) the trust property does not pertain to a trust with a contract for compensation of principal, etc.

- 4 法第三条第六項において準用する同条第一項の株式等の合算は、次の各号に掲げる者について、当該各号に定める額の株式等を保有するものとみなして当該額を合計することにより行うものとする。

(4) The totaling of shares, etc. set forth in Article 3, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (6) of that Article is to be conducted through summing up the value of shares held by the persons set forth in the following items by deeming that they hold the shares, etc. at the amount specified respectively therein:

一 当該銀行持株会社等及びその子法人等であつて、特定子会社等でない者 保有する株式等の額

(i) the relevant bank holding company, etc. and its subsidiary corporations, etc. that do not fall under the category of specified subsidiary companies, etc.: the value of the shares, etc. held thereby;

二 当該銀行持株会社等の子会社等（前号に掲げる者を除く。） 保有する株式等の額に持分法により計算した当該子会社等の損益のうち当該銀行持株会社等に帰属する部分の価額をその損益の価額で除して得た数を乗じた金額

(ii) subsidiary companies, etc. of the relevant bank holding company, etc. (excluding those set forth in the preceding item): the amount obtained by multiplying the value of the shares, etc. held thereby by the number which is obtained by dividing the portion of the value of profit or loss of the subsidiary companies, etc. calculated using the equity method that belongs to the relevant bank holding company, etc. by the value of profit or loss.

- 5 前項の場合において、保有する株式等の額は時価によるものとする。ただし、同項の規定により計算した合計額が当該株式等を取得したときの価額（当該株式等の価額の低下について損益計算上損失として処理した場合においては、当該処理をした額を差し引いた金額）を合計した金額を超える額である場合は、当該合計した金額を当該銀行持株会社等及びその子会社等が保有する株式等を合算した額とみなす。

(5) In the case referred to in the preceding paragraph, the value of the shares, etc. held is to be based on the current market value; provided, however, that when the total amount calculated pursuant to the relevant paragraph exceeds the sum of the values at the time of acquiring those shares, etc. (when any decline in the value of the shares, etc. has been recorded as a loss as a result of settlement of profits and losses, the amount after subtracting the amount recorded as a loss), that sum is to be deemed as the total value of shares, etc. held by the relevant bank holding company, etc. and its subsidiary companies, etc.

- 6 法第三条第六項において準用する同条第一項に規定する自己資本に相当する額として主務省令で定めるところにより計算した額は、銀行法第五十二条の二十五（長期信用銀行法第十七条において準用する場合を含む。）に掲げる基準に従い算出される自

己資本の額について金融庁長官が定めるところにより必要な調整を加えた額とする。

- (6) The amount equivalent to the equity capital prescribed in Article 3, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (6) of that Article is to be the amount of the equity capital calculated in accordance with the criteria set forth in Article 52-25 of the Banking Act (including the cases as applied mutatis mutandis pursuant to Article 17 of the Long-Term Credit Bank Act) after the necessary adjustment having been made as specified by the Commissioner of the Financial Services Agency.
- 7 令第一条第四号に規定する主務省令で定める理由は、当該銀行持株会社等又はその子法人等が、他の会社、組合その他これらに準ずる事業体をその子法人等とし、又はその関連法人等とすることとする。
- (7) The ground specified by order of the competent ministry as prescribed in Article 1, item (iv) of the Order is that the relevant bank holding company, etc. or its subsidiary corporations, etc. makes another company, partnership, or any other business entity equivalent to the former two into their subsidiary corporation, etc. or affiliated corporation, etc.
- 8 銀行持株会社等は、法第三条第二項の規定による株式等保有限度額を超える額の株式等を保有することの承認を受けようとするときは、承認申請書に次に掲げる書類を添付して金融庁長官に提出しなければならない。
- (8) When a bank holding company, etc. intends to obtain approval for holding shares, etc. at the amount exceeding the maximum limit of shareholding under the provisions of Article 3, paragraph (2) of the Act, the bank holding company, etc. must submit the following documents together with a written application to the Commissioner of the Financial Services Agency:
- 一 理由書
- (i) a written statement of reasons;
- 二 当該承認に係る株式等の保有者、主たる株式等の発行者その他当該承認に係る株式等の状況に関する書類
- (ii) a document concerning the holder of the shares, etc. pertaining to the approval, the issuer of major shares, etc. and other circumstances concerning the shares, etc. pertaining to that approval;
- 三 当該承認に係る株式等のうちその株式等保有限度額を超えて保有する部分の株式等の処分方法及び期限その他処分に関する方針を記載した書類
- (iii) a document stating the method and the time limit of disposing of the portion of the shares, etc. pertaining to the approval that is to be held by exceeding the maximum limit of shareholding, and other policies concerning the disposal of that portion;
- 四 その他次項に規定する審査をするため参考となるべき事項を記載した書類
- (iv) a document stating other matters to be referred to in the examination prescribed in the following paragraph.
- 9 金融庁長官は、前項の規定による承認の申請があったときは、当該申請をした銀行

持株会社等及びその子会社等が株式等保有限度額を超える額の株式等を保有することについてやむを得ないと認められる理由があるかどうかを審査するものとする。

- (9) When an application for the approval is filed under the provisions of the preceding paragraph, the Commissioner of the Financial Services Agency examines whether there are any grounds found unavoidable for the bank holding company, etc. that filed the application and its subsidiary companies, etc. to hold shares, etc. at the amount exceeding the maximum limit of shareholding.