

Cabinet Office Order on Audit Certification of Financial Statements

(Order of the Ministry of Finance No. 12 of March 28, 1957)

Pursuant to the provisions of Article 193-2 of the Securities and Exchange Act (Act No. 25 of 1948) and in order to enforce those provisions, we hereby enact a Ministerial Order for a complete revision of the Rule on Audit Certification of Financial Documents (Securities and Exchange Commission Rule No. 4 of 1951) as follows.

(Scope of Documents on Finance and Accounting Subject to Audit Certification)

Article 1 The documents specified by Cabinet Office Order, referred to in Article 193-2, paragraph (1) of the Financial Instruments and Exchange Act (Act No. 25 of 1948, hereinafter referred to as the "Act"), are those set forth in the following items (excluding the explanatory notes set forth in Article 8-17, paragraph (1), item (xi) of the Regulation on Terminology, Forms, and Preparation Methods of Financial Statements (Order of the Ministry of Finance No. 59 of 1963; hereinafter referred to as the "Regulation on Financial Statements") (including cases where applied mutatis mutandis pursuant to Article 5-10 of the Regulation on Terminology, Forms, and Preparation Methods of Interim Financial Statements (Order of the Ministry of Finance No. 38 of 1977; hereinafter referred to as the "Regulation on Interim Financial Statements")), and those set forth in Article 15-12, paragraph (1), item (xii) of the Regulation on Terminology, Forms, and Preparation Methods of Consolidated Financial Statements (Order of the Ministry of Finance No. 28 of 1976; hereinafter referred to as the "Regulation on Consolidated Financial Statements") (including cases where applied mutatis mutandis pursuant to Article 17-4 of the Regulation on Terminology, Forms, and Preparation Methods of Interim Consolidated Financial Statements (Order of the Ministry of Finance No. 24 of 1999; hereinafter referred to as the "Regulation on Interim Consolidated Financial Statements"))):

- (i) from among the Financial Statements (meaning financial statements as set forth in Article 1, paragraph (1) of the Regulation on Financial Statements other than those submitted by the designated corporation set forth in that paragraph (hereinafter referred to as the "Designated Corporation"); hereinafter the same applies in this Article) or the Financial Documents (meaning financial documents submitted by a foreign company as pursuant to the provisions of Article 131 of the Regulation on Financial Statements; the same applies hereinafter) contained in the written statement submitted

pursuant to the provisions of Article 5, paragraph (1) of the Act, those for the most recent business year and the immediately preceding business year if they are related to Securities other than Regulated Securities (meaning regulated securities as set forth in Article 5, paragraph (1) of that Act; hereinafter the same applies in this item) and those for the most recent Specified Period (meaning a specified period as set forth in Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 24, paragraph (5) of the Act; hereinafter the same applies in this item) and the immediately preceding Specified Period if they are related to Regulated Securities (excluding Financial Statements or the Financial Documents (hereinafter referred to as "Documents" in this item) of the most recent business year or Specified Period (hereinafter referred to as "Business Year, etc." in this Article) and the immediately preceding Business Year, etc. contained in a written statement, which have the same contents as the Documents contained in any of the written statements or Annual Securities Reports submitted previously pursuant to the provisions of Article 5, paragraph (1) or Article 24, paragraph (1) or (3) of the Act (including the cases where these provisions are applied mutatis mutandis pursuant to paragraph, paragraph (5) of that Article; hereinafter the same applies in this Article));

- (ii) the Quarterly Financial Statements (meaning quarterly financial statements as set forth in Article 1, paragraph (1) of the Regulation on Terminology, Forms, and Preparation Methods of Quarterly Financial Statements (Cabinet Office Order No. 63 of 2007; hereinafter referred to as the "Regulation on Quarterly Financial Statements"), excluding those submitted by a Designated Corporation; hereinafter the same applies in this Article) contained in the written statement submitted pursuant to the provisions of Article 5, paragraph (1) (excluding Quarterly Financial Statements contained in a written statement which have the same contents as the Quarterly Financial Statements contained in any of the written statements or Quarterly Securities Reports (excluding a Quarterly Securities Report submitted by a company engaged in any of the businesses set forth in the items of paragraph (2) of Article 17-15 of the Cabinet Office Order on Disclosure of Corporate Information (Order of the Ministry of Finance No. 5 of 1973; hereinafter referred to as the "Cabinet Office Order on Disclosure") (that company is hereinafter referred to as a "Company Engaged in a Specified Business") for the Quarterly Accounting Period (meaning the quarterly accounting period set forth in Article 3, item (iv) of the Regulation on Quarterly Financial Statements; the same applies hereinafter) following the first Quarterly Accounting Period in the relevant business year (hereinafter referred to as the "Second Quarterly Securities Report"))

- submitted previously pursuant to the provisions of Article 5, paragraph (1) or Article 24-4-7, paragraph (1) or (2) of the Act (including the cases where these provisions are applied mutatis mutandis pursuant to paragraph (3) of that Article; hereinafter the same applies in this Article));
- (iii) the Interim Financial Statements (meaning interim financial statements as set forth in Article 1, paragraph (1) of the Regulation on Interim Financial Statements excluding those submitted by a Designated Corporation; hereinafter the same applies in this Article) contained in a written statement submitted pursuant to the provisions of Article 5, paragraph (1) of the Act (excluding Interim Financial Statements contained in a written statement which have the same contents as the Interim Financial Statements contained in any of the written statements, Quarterly Securities Reports (limited to a Second Quarterly Securities Report submitted by the a Company Engaged in a Specified Business), or Semiannual Securities Reports submitted previously pursuant to the provisions of Article 5, paragraph (1), Article 24-4-7, paragraph (1) or (2) or Article 24-5, paragraph (1) of the Act (including the cases where applied mutatis mutandis pursuant to paragraph (3) of that Article; hereinafter the same applies in this Article));
- (iv) the Consolidated Financial Statements (meaning the consolidated financial statements set forth in Article 1, item (xxi) of the Cabinet Office Order on Disclosure excluding those submitted by a Designated Corporation; hereinafter the same applies in this Article) contained in a written statement submitted pursuant to the provisions of Article 5, paragraph (1) of the Act (excluding Consolidated Financial Statements contained in a written statement which have the same contents as the Consolidated Financial Statements contained in any of the written statement or Annual Securities Reports submitted previously pursuant to the provisions of Article 5, paragraph (1) or Article 24, paragraph (1) or (3) of the Act);
- (v) the Quarterly Consolidated Financial Statements (meaning quarterly consolidated financial statements as set forth in Article 1, paragraph (1) of the Regulation on Terminology, Forms, and Preparation Methods of Quarterly Consolidated Financial Statements (Cabinet Office Order No. 64 of 2007; hereinafter referred to as the "Regulation on Quarterly Consolidated Financial Statements") excluding those submitted by a Designated Corporation; hereinafter the same applies in this Article) contained in a written statement submitted pursuant to the provisions of Article 5, paragraph (1) of the Act (excluding Quarterly Consolidated Financial Statements contained in a written statement which have the same contents as the Quarterly Consolidated Financial Statements contained in any of the written statements or Quarterly Securities Reports (excluding a Second Quarterly Securities Report submitted by a Company Engaged in a Specified

- Business) submitted previously pursuant to the provisions of Article 5, paragraph (1) or Article 24-4-7, paragraph (1) or (2) of the Act);
- (vi) the Interim Consolidated Financial Statements (meaning interim consolidated financial statements as set forth in Article 1, paragraph (1) of the Regulation on Interim Consolidated Financial Statements excluding those submitted by a Designated Corporation; hereinafter the same applies in this Article) contained in a written statement submitted pursuant to the provisions of Article 5, paragraph (1) of the Act (excluding Interim Consolidated Financial Statements contained in a written statement which have the same contents as the Interim Consolidated Financial Statements contained in any of the written statements, Quarterly Securities Reports (limited to a Second Quarterly Securities Report submitted by a Company Engaged in a Specified Business), or Semiannual Securities Reports submitted previously pursuant to the provisions of Article 5, paragraph (1), Article 24-4-7, paragraph (1) or (2) or Article 24-5, paragraph (1) of the Act);
- (vii) the Financial Statements or the Financial Documents (hereinafter referred to as the "Documents" in this item) for the most recent Business Year, etc. and the immediately preceding Business Year, etc. contained in an Annual Securities Report submitted pursuant to the provisions of Article 24, paragraph (1) or (3) of the Act (excluding Documents contained in an Annual Securities Report submitted pursuant to the provisions of paragraph (1) of that Article which have the same contents as the Documents contained in a written statement submitted previously pursuant to the provisions of Article 5, paragraph (1) of the Act);
- (viii) the Consolidated Financial Statements contained in an Annual Securities Report submitted pursuant to the provisions of Article 24, paragraph (1) or (3) of the Act (excluding Consolidated Financial Statements contained in an Annual Securities Report submitted pursuant to the provisions of paragraph (1) of that Article which have the same contents as the Consolidated Financial Statements contained in a written statement submitted previously pursuant to the provisions of Article 5, paragraph (1) of the Act);
- (ix) the Quarterly Financial Statements contained in a Quarterly Securities Report (excluding a Second Quarterly Securities Report submitted by a Company Engaged in a Specified Business) submitted pursuant to the provisions of Article 24-4-7, paragraph (1) or (2) of the Act (excluding Quarterly Financial Statements contained in a Quarterly Securities Report which have the same contents as the Quarterly Financial Statements contained in a written statement submitted previously pursuant to the provisions of Article 5, paragraph (1) of the Act);
- (x) the Interim Financial Statements contained in a Quarterly Securities Report (limited to a Second Quarterly Securities Report submitted by a

- Company Engaged in a Specified Business) submitted pursuant to the provisions of Article 24-4-7, paragraph (1) or (2) of the Act (excluding Interim Financial Statements contained in a Quarterly Securities Report which have the same contents as the Interim Financial Statements contained in a written statement submitted previously pursuant to the provisions of Article 5, paragraph (1) of the Act);
- (xi) the Quarterly Consolidated Financial Statements contained in a Quarterly Securities Report (excluding a Second Quarterly Securities Report submitted by a Company Engaged in a Specified Business) submitted pursuant to the provisions of Article 24-4-7, paragraph (1) or (2) of the Act (excluding Quarterly Consolidated Financial Statements contained in a Quarterly Securities Report which have the same contents as the Quarterly Consolidated Financial Statements contained in a written statement submitted previously pursuant to the provisions of Article 5, paragraph (1) of the Act);
- (xi)-2 the Consolidated Financial Statements under the provisions of Article 93 or 94 of the Regulation on Consolidated Financial Statements contained in a Quarterly Securities Report (limited to a First Quarterly Securities Report (meaning a Quarterly Securities Report pertaining to the first Quarterly Accounting Period)) submitted pursuant to the provisions of Article 24-4-7, paragraph (1) of the Act;
- (xii) the Interim Consolidated Financial Statements contained in a Quarterly Securities Report (excluding a Second Quarterly Securities Report submitted by a Company Engaged in a Specified Business) submitted pursuant to the provisions of Article 24-4-7, paragraph (1) or (2) of the Act (excluding Interim Consolidated Financial Statements contained in a Quarterly Securities Report which have the same contents as the Interim Consolidated Financial Statements contained in a written statement submitted previously pursuant to the provisions of Article 5, paragraph (1) of the Act);
- (xiii) the Interim Financial Statements contained in a Semiannual Securities Report submitted pursuant to the provisions of Article 24-5, paragraph (1) of the Act (excluding Interim Financial Statements contained in a Semiannual Securities Report which have the same contents as the Interim Financial Statements contained in a written statement submitted previously pursuant to the provisions of Article 5, paragraph (1) of the Act);
- (xiv) the Interim Consolidated Financial Statements contained in a Semiannual Securities Report submitted pursuant to the provisions of Article 24-5, paragraph (1) of the Act (excluding Interim Consolidated Financial Statements contained in a Semiannual Securities Report which have the same contents as the Interim Consolidated Financial Statements contained in a written statement submitted previously pursuant to the provisions of

- Article 5, paragraph (1) of the Act);
- (xv) documents for amending the documents set forth in any of the preceding items, which are contained in an amendment or an amendment report submitted pursuant to the provisions of Article 7, paragraph (1), Article 9, paragraph (1) or Article 10, paragraph (1) of the Act (including cases where these provisions are applied mutatis mutandis pursuant to Article 24-2, paragraph (1), Article 24-4-7, paragraph (4) and Article 24-5, paragraph (5) of the Act);
- (xvi) the documents set forth in item (i) to item (xiv) or documents equivalent thereto contained in a written statement submitted pursuant to the provisions of Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, in an Annual Securities Report submitted pursuant to the provisions of Article 24, paragraph (1) or (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act (including the cases where these provisions are applied mutatis mutandis pursuant to Article 24, paragraph (5) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act), in a Quarterly Securities Report submitted pursuant to the provisions of Article 24-4-7, paragraph (1) or (2) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act (including the cases where these provisions are applied mutatis mutandis pursuant to Article 24-4-7, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act) and in a Semiannual Securities Report submitted pursuant to the provisions of Article 24-5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act (including the cases where applied mutatis mutandis pursuant to Article 24-5, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act); and
- (xvii) documents for amending the documents set forth in the preceding item contained in an amendment or an amendment report submitted pursuant to the provisions of Article 7, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act (including the cases where applied mutatis mutandis pursuant to Article 24-2, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, the cases where applied mutatis mutandis pursuant to Article 24-4-7, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act and the cases where applied mutatis mutandis pursuant to Article 24-5, paragraph (5) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act), or pursuant to the provisions of Article 9, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act (including the cases where applied mutatis mutandis pursuant to Article 24-2, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, the cases where applied mutatis mutandis pursuant to Article 24-

4-7, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act and the cases where applied mutatis mutandis pursuant to Article 24-5, paragraph (5) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act), or pursuant to the provisions of Article 10, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act (including the cases where applied mutatis mutandis pursuant to Article 24-2, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, the cases where applied mutatis mutandis pursuant to Article 24-4-7, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act and the cases where applied mutatis mutandis pursuant to Article 24-5, paragraph (5) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act).

(Certification Deemed Equivalent to Audit Certification)

Article 1-2 The case of having received a certification deemed equivalent to audit certification pursuant to the provisions of Cabinet Office Order as set forth in Article 193-2, paragraph (1), item (i) of the Act is the case of having received a certification deemed equivalent to audit certification by way of receiving an offer of a service that is deemed to be equivalent to the service set forth in Article 2, paragraph (1) of the Certified Public Accountants Act (Act No. 103 of 1948) from a Foreign Auditing Firm, etc. (meaning a foreign auditing firm, etc. as set forth in Article 1-3, paragraph (7) of that Act) for Financial Documents of a Foreign Company, etc. (meaning financial documents of a foreign company, etc. as set forth in Article 34-35, paragraph (1) of that Act).

(Approval for Not Being Required to Receive Audit Certification)

Article 1-3 In cases where a company (including a Designated Corporation; hereinafter the same applies) submitting the documents set forth in items of Article 1 intends to receive the approval set forth in Article 193-2, paragraph (1), item (iii) of the Act, it must submit a written application for approval for the documents to the Director-General of a Local Finance Bureau, etc. (meaning the Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau to whom the documents are to be submitted pursuant to the provisions of Article 20 (excluding paragraph (3)) of the Cabinet Office Order on Disclosure or pursuant to the provisions of Article 30 of the Cabinet Office Order on Disclosure of Information on Regulated Securities (Order of the Ministry of Finance No. 22 of 1993); hereinafter the same applies in Article 5).

(Special Interest between a Certified Public Accountant or an Auditing Firm and an Audited Company)

Article 2 (1) What is specified by Cabinet Office Order concerning a certified public accountant (including a foreign certified public accountant as set forth in Article 16-2, paragraph (5) of the Certified Public Accountants Act; hereinafter the same applies) as set forth in Article 193-2, paragraph (4) of the Act is the interests in a case that falls under any of the following items; provided, however, that with regard to item (vi), the interests are limited to those in a case relating to the audit certification set forth in Article 193-2, paragraph (1) of the Act (hereinafter referred to as the "Audit Certification") for Consolidated Financial Statements, etc. (meaning Consolidated Financial Statements (meaning the consolidated financial statements specified in Article 1, item (xxi) of the Cabinet Office Order on Disclosure; hereinafter the same applies), Interim Consolidated Financial Statements (meaning the interim consolidated financial statements specified in Article 1, paragraph (1) of the Regulation on Interim Consolidated Financial Statements; the same applies hereinafter), and Quarterly Consolidated Financial Statements (meaning the quarterly consolidated financial statements specified in Article 1, paragraph (1) of the Regulation on Quarterly Consolidated Financial Statements; the same applies hereinafter); the same applies hereinafter):

- (i) the case of having the interests set forth in Article 24, paragraph (1) or (3) of the Certified Public Accountants Act (including the cases where these provisions are applied mutatis mutandis pursuant to Article 16-2, paragraph (6) of that Act);
- (ii) the cases where, pursuant to the provisions of Article 24-2 of the Certified Public Accountants Act (including the cases where applied mutatis mutandis pursuant to Article 16-2, paragraph (6) of that Act), the services set forth in Article 2, paragraph (1) of that Act may not be carried out;
- (iii) the cases where, pursuant to the provisions of Article 24-3, paragraph (1) of the Certified Public Accountants Act (including the cases where applied mutatis mutandis pursuant to Article 16-2, paragraph (6) of that Act), the audit-related services set forth in Article 24-3, paragraph (3) of that Act may not be carried out;
- (iv) the cases where a person who is engaged in the audit of the company which is to receive Audit Certification (hereinafter referred to as the "Audited Company") as an assistant (hereinafter referred to as an "Assistant") has the interests set forth in Article 24, paragraph (1), item (i) or (ii), or paragraph (3) of the Certified Public Accountants Act, or in Article 7, paragraph (1), items (i), (iv) to (vi), (viii) or (ix) of the Order for Enforcement of the Certified Public Accountants Act (Cabinet Order No. 343 of 1952);
- (v) the cases where any relative within the second degree of kinship with a certified public accountant has any of the interests set forth in Article 24, paragraph (1), item (i) of the Certified Public Accountants Act or in Article 7,

paragraph (1), item (i) of the Order for Enforcement of the Certified Public Accountants Act; or

- (vi) the cases where a certified public accountant, the accountant's spouse or Assistant has any of the interests set forth in Article 24, paragraph (1), item (i) or (ii), or paragraph (3) of the Certified Public Accountants Act, or in Article 7, paragraph (1), item (i) or items (iv) to (vii) of the Order for Enforcement of the Certified Public Accountants Act (with regard to an Assistant, excluding the interests set forth in item (vii) of that paragraph) with a Consolidated Subsidiary Company (meaning a consolidated subsidiary company as set forth in Article 2, item (iv) of the Regulation on Consolidated Financial Statements, Article 2, item (iii) of the Regulation on Interim Consolidated Financial Statements, and Article 2, item (vii) of the Regulation on Quarterly Consolidated Financial Statements when the Audited Company is a Domestic Company (meaning a domestic company as set forth in Article 1, item (xx)-3 of the Cabinet Office Order on Disclosure; the same applies hereinafter) or meaning a company equivalent to a consolidated subsidiary company as set forth in Article 2, item (iv) of the Regulation on Consolidated Financial Statements, Article 2, item (iii) of the Regulation on Interim Consolidated Financial Statements, and Article 2, item (vii) of the Regulation on Quarterly Consolidated Financial Statements when the Audited Company is a Foreign Company (meaning a foreign company as set forth in Article 1, item (xx)-4 of the Cabinet Office Order on Disclosure, the same applies hereinafter); the same applies hereinafter) or an Equity Method Affiliate (when the Audited Company is a Domestic Company, this means any Non-Consolidated Subsidiary Company (meaning a non-consolidated subsidiary company as set forth in Article 2, item (vi) of the Regulation on Consolidated Financial Statements, Article 2, item (v) of the Regulation on Interim Consolidated Financial Statements, and Article 2, item (ix) of the Regulation on Quarterly Consolidated Financial Statements; the same applies hereinafter), and any Affiliated Company (meaning an affiliate as set forth in Article 2, item (vii) of the Regulation on Consolidated Financial Statements, Article 2, item (vi) of the Regulation on Interim Consolidated Financial Statements and Article 2, item (x) of the Regulation on Quarterly Consolidated Financial Statements; the same applies hereinafter) to which the equity method set forth in Article 2, item (viii) of the Regulation on Consolidated Financial Statements, Article 2, item (vii) of the Regulation on Interim Consolidated Financial Statements and Article 2, item (xi) of the Regulation on Quarterly Consolidated Financial Statements is applied, and when the Audited Company is a Foreign Company, this means any company equivalent to a Non-Consolidated Subsidiary Company or to an Affiliated Company to which the equity method set forth in Article 2,

item (viii) of the Regulation on Consolidated Financial Statements, Article 2, item (vii) of the Regulation on Interim Consolidated Financial Statements, and Article 2, item (xi) of the Regulation on Quarterly Consolidated Financial Statements is applied; the same applies hereinafter) of the Audited Company.

- (2) What is specified by Cabinet Office Order concerning auditing firms, referred to in Article 193-2, paragraph (4) of the Act, is the interests in the cases which fall under any of the following items; provided, however, that they are limited to those in cases concerning the Audit Certification of Consolidated Financial Statements, etc. with regard to item (vi) to item (ix):
- (i) the case of having the interests set forth in Article 34-11, paragraph (1) of the Certified Public Accountants Act;
 - (ii) the case where the business set forth in Article 2, paragraph (1) of the Certified Public Accountants Act may not be carried out pursuant to Article 34-11-2 of that Act;
 - (iii) the case where the partner of the auditing firm who executes the service of the Audit Certification concerning the Audited Company or the partner's spouse has the interests set forth in Article 34-11, paragraph (3) of the Certified Public Accountants Act;
 - (iv) the case where an Assistant has any of the interests set forth in Article 24, paragraph (1), item (i) or (ii) or paragraph (3) of the Certified Public Accountants Act, or in Article 7, paragraph (1), item (i), item (iv) to item (vi), item (viii) or (ix) of the Order for Enforcement of the Certified Public Accountants Act;
 - (v) the case where any relative within the second degree of kinship with the partner who executes the service of the Audit Certification for the Audited Company has any of the interests set forth in Article 24, paragraph (1), item (i) of the Certified Public Accountants Act or in Article 7, paragraph (1), item (i) of the Order for Enforcement of the Certified Public Accountants Act;
 - (vi) the case where an auditing firm has any of the interests set forth in Article 34-11, paragraph (1), item (i) of the Certified Public Accountants Act or in Article 15, item (i) to item (iii) of the Order for Enforcement of the Certified Public Accountants Act with a Consolidated Subsidiary Company or an Equity Method Affiliate of the Audited Company;
 - (vii) the case where the partner of the auditing firm who executes the service of the Audit Certification for the Audited Company or the partner's spouse or Assistant has any of the interests set forth in Article 24, paragraph (1), item (i) or (ii), or paragraph (3) of the Certified Public Accountants Act, or in Article 7, paragraph (1), item (i) or item (iv) to item (vii) of the Order for Enforcement of the Certified Public Accountants Act (with regard to an Assistant, excluding the interests set forth in item (vii) of that paragraph)

- with a Consolidated Subsidiary Company or an Equity Method Affiliate of the Audited Company;
- (viii) the case where any of the partners of the auditing firm is a person who serves as a director, executive officer, company auditor, or employee of an Equity Method Affiliate of the Audited Company, or a person who has any of the interests set forth in Article 15, item (v) of the Order for Enforcement of the Certified Public Accountants Act with a Consolidated Subsidiary Company or an Equity Method Affiliate of the Audited Company; or
- (ix) the case where half or more of the partners of the auditing firm have, with regard to themselves or their spouses, the interests set forth in Article 15, item (vii) of the Order for Enforcement of the Certified Public Accountants Act with the Audited Company or any of the interests set forth in Article 24, paragraph (1), item (i) or (ii), or paragraph (3) of the Certified Public Accountants Act or in Article 7, paragraph (1), item (i) or item (iv) to item (vii) of the Order for Enforcement of the Certified Public Accountants Act with a Consolidated Subsidiary Company or an Equity Method Affiliate of the Audited Company.

(Audit Certification Procedure)

Article 3 (1) The Audit Certification of Financial Statements (meaning financial statements as set forth in Article 1, paragraph (1) of the Regulation on Financial Statements; the same applies hereinafter), Financial Documents or Consolidated Financial Statements (hereinafter collectively referred to as "Financial Statements, etc.") is to be performed based on an audit report prepared by the certified public accountant or the auditing firm who has carried out the audit of the Financial Statements, etc., the Audit Certification of Interim Financial Statements (meaning interim financial statements as set forth in Article 1, paragraph (1) of the Regulation on Interim Financial Statements; the same applies hereinafter) or Interim Consolidated Financial Statements (hereinafter collectively referred to as "Interim Financial Statements, etc.") is to be performed based on an Interim Audit report prepared by the certified public accountant or the auditing firm who has carried out the audit of the Interim Financial Statements, etc. (hereinafter referred to as "Interim Audit"), and the Audit Certification of Quarterly Financial Statements (meaning quarterly financial statements as set forth in Article 1, paragraph (1) of the Regulation on Quarterly Financial Statements; the same applies hereinafter), or Quarterly Consolidated Financial Statements (hereinafter collectively referred to as "Quarterly Financial Statements, etc.") is to be performed based on a Quarterly Review report prepared by the certified public accountant or the auditing firm who has carried out the audit of the Quarterly Financial Statements, etc. (hereinafter referred to as "Quarterly

Review").

- (2) The audit report, the Interim Audit report, or the Quarterly Review report set forth in the preceding paragraph must be prepared based on the results of the audit, the Interim Audit or the Quarterly Review that has been conducted in accordance with the standards and the practices concerning auditing that are generally accepted as fair and appropriate.
- (3) The following standards for the audit made public by the Business Accounting Council as prescribed in Article 24, paragraph (1) of the Order for Organization of the Financial Services Agency (Cabinet Order No. 392 of 1998) are to fall under the standards concerning auditing that are generally accepted as fair and appropriate as referred to in the preceding paragraph; provided, however, that the standards set forth in item (v) are limited to cases in which the standards are applied pursuant to the provisions of the following paragraph:
 - (i) Auditing standards;
 - (ii) Interim Auditing standards;
 - (iii) Quality Control Standard for Audit;
 - (iv) quarterly review standards; and
 - (v) Standard to Address Risks of Fraud in an Audit.
- (4) The standards set forth in item (v) of the preceding paragraph are to apply only when the person seeking to receive Audit Certification corresponds to either of the following persons:
 - (i) a company that is required to submit an Annual Securities Report pursuant to the provisions of Article 24, paragraph (1) of the Act due to Securities issued by the company falling under item (i) or (ii) of the paragraph (including Cooperative Financial Institution (meaning Cooperative Financial Institution as set forth in Article 2, paragraph (1) of the Act on Preferred Equity Investment by Cooperative Financial Institutions (Act No. 44 of 1993)) that is required to submit an Annual Securities Report pursuant to the provisions of Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act); or
 - (ii) a company that is required to submit an Annual Securities Report pursuant to the provisions of Article 24, paragraph (1) of the Act due to Securities issued by the company falling under item (iii) or (iv) of the paragraph (excluding any company in which the amount of stated capital reported on the balance sheet pertaining to the most recent business year is less than five hundred million yen, or the amount of net sales (including business revenue and operating revenue as well as those equivalent thereto; hereinafter the same applies in this item) reported on the profit and loss statement pertaining to the most recent business year or the amount obtained by dividing by three the total amount of net sales reported on the profit and loss statement pertaining to the business years that ended in the

three most recent years, whichever is larger, is less than one billion yen and the total amount of liabilities reported on the balance sheet pertaining to the most recent business year is less than two billion yen).

(Matters to Be Entered in the Audit Report, the Interim Audit Report and the Quarterly Review)

Article 4 (1) In the audit report, the Interim Audit report, or the Quarterly Review report set forth in paragraph (1) of the preceding Article, a certified public accountant or a representative of an auditing firm must concisely and clearly include the matters specified in the following items for the respective categories set forth in those items, and must enter the date of preparation and affix their name and seal thereto. In this case, if an auditing firm prepares the audit report, the Interim Audit report, or the Quarterly Review report, in addition to the representative of the auditing firm, the partner who executes the services concerning the Audit Certification (hereinafter referred to as the "Engagement Partner) must affix their name and seal thereto; provided, however, that in cases where the Audit Certification is a Designated Certification (meaning a designated certification as set forth in Article 34-10-4, paragraph (2) of the Certified Public Accountants Act) or a Specified Certification (meaning a specified certification as set forth in Article 34-10-5 (2) of that Act), the Engagement Partner serving as the Designated Partner (meaning a designated partner as set forth in Article 34-10-4, paragraph (2) of that Act) related to the Designated Certification or as the Designated Limited Liability Partner (meaning a designated limited liability partner as set forth in Article 34-10-5, paragraph (2) of that Act; the same applies hereinafter) related to the Specified Certification must enter the date of preparation and affix their name and seal thereto:

- (i) an audit report: the following matters:
 - (a) the subject of the audit;
 - (b) the responsibility of management;
 - (c) the responsibility of the certified public accountant or the auditing firm conducting the audit;
 - (d) opinions as to whether the Financial Statements, etc. subject to the audit adequately present, in all material respects, the financial position, operating results, and conditions of cash flow in the business year (the Consolidated Fiscal Year in the case of Consolidated Financial Statements; the same applies hereinafter) pertaining to the Financial Statements, etc. in accordance with the business accounting standards that are generally accepted as fair and appropriate;
 - (e) additional information; and
 - (f) the interests which should be clearly indicated pursuant to the provisions

of Article 25, paragraph (2) of the Certified Public Accountants Act (including the cases where applied mutatis mutandis pursuant to Article 16-2, paragraph (6) and Article 34-12, paragraph (3) of that Act; the same apply hereinafter);

- (ii) an Interim Audit report: the following matters:
 - (a) the subject of the Interim Audit;
 - (b) the responsibility of management
 - (c) the responsibility of the certified public accountant or the auditing firm conducting the Interim Audit;
 - (d) opinions as to whether the Interim Financial Statements, etc. subject to the Interim Audit presents useful information concerning the financial position, operating results, and conditions of cash flow in the interim accounting period (the Interim Consolidated Accounting Period (meaning an interim consolidated accounting period as set forth in Article 3, paragraph (2) of the Regulation on Interim Consolidated Financial Statements; the same applies hereinafter) in the case of Interim Consolidated Financial Statements) pertaining to the Interim Financial Statements, etc. in accordance with the standards for preparation of Interim Financial Statements, etc. that are generally accepted as fair and appropriate;
 - (e) additional information; and
 - (f) the interests which should be clearly indicated pursuant to the provisions of Article 25, paragraph (2) of the Certified Public Accountants Act;
- (iii) a Quarterly Review report - the following matters:
 - (a) the subject of the Quarterly Review;
 - (b) the responsibility of management;
 - (c) the responsibility of the certified public accountant or the auditing firm conducting the Quarterly Review;
 - (d) a conclusion as to whether the Quarterly Financial Statements, etc. subject to the Quarterly Review were found to contain any matters, in all material respects, that would lead one to believe that the Quarterly Financial Statements, etc. fail to adequately present the financial position, operating results, and conditions of cash flow in the Quarterly Accounting Period, etc. (meaning a quarterly accounting period and a business year to date as set forth in Article 3, item (vi) of the Regulation on Quarterly Financial Statements; the same applies hereinafter) pertaining to the Quarterly Financial Statements, etc. (in the case of Quarterly Consolidated Financial Statements, in the Quarterly Consolidated Accounting Period, etc. (meaning a quarterly consolidated accounting period as set forth in Article 3, item (v) of the Regulation on Quarterly Financial Statements and the consolidated accounting year to date set forth in item (vii) of that

- Article); the same applies hereinafter), in accordance with the standards for preparation of Quarterly Financial Statements, etc. that are generally accepted as fair and appropriate;
- (e) additional information; and
 - (f) the interests which should be clearly indicated pursuant to the provisions of Article 25, paragraph (2) of the Certified Public Accountants Act.
- (2) In cases where matters concerning comparative information (meaning those equivalent to comparative information as set forth in Article 8-3 of the Regulation on Consolidated Financial Statements) are to be entered in the audit report prepared by the certified public accountant or the auditing firm conducting the audit on Consolidated Financial Statements prepared in accordance with Designated International Accounting Standards (meaning Designated International Accounting Standards as set forth in Article 93 of the Regulation on Consolidated Financial Statements; hereinafter the same applies in this Article) or Japan's Modified International Standards (meaning Japan's Modified International Standards as set forth in Article 94 of the Regulation on Consolidated Financial Statements; hereinafter the same applies in this Article) or U.S.-style Consolidated Financial Statements (meaning U.S.-style Consolidated Financial Statements as set forth in Article 95 of the Regulation on Consolidated Financial Statements) contained in a written statement or an Annual Securities Report submitted for the first time by the Issuer of Securities pursuant to the provisions of Article 5, paragraph (1) or Article 24, paragraph (1) or (3) of the Act, the matters set forth in item (i) of the preceding paragraph are to be entered by including matters concerning the Consolidated Fiscal Year preceding the Consolidated Fiscal Year pertaining to the Consolidated Financial Statements or U.S.-style Consolidated Financial Statements.
- (3) With regard to the subject of the audit set forth in paragraph (1), item (i), (a), the scope of the Financial Statements, etc. that were the subject of the audit is to be included.
- (4) With regard to the responsibility of management set forth in paragraph (1), item (i), (b), the following matters are to be included:
- (i) a statement that the management has a responsibility to prepare the Financial Statements, etc.; and
 - (ii) a statement that the management has a responsibility to design and implement internal controls so that there is no material misstatement in the Financial Statements, etc.
- (5) With regard to the responsibility of the certified public accountant or the auditing firm conducting the audit set forth in paragraph (1), item (i), (c), the following matters are to be included:
- (i) a statement that the certified public accountant or the auditing firm

- conducting the audit has a responsibility to express their opinions on the Financial Statements, etc. from an independent standpoint;
- (ii) a statement that the audit was conducted based on the Auditing standards that are generally accepted as fair and appropriate;
 - (iii) a statement that the Auditing standards require the certified public accountant or the auditing firm conducting the audit to reasonably assure that there is no material misstatement in the Financial Statements, etc.;
 - (iv) a statement that the audit includes procedures to obtain audit evidence related to items of financial statements;
 - (v) a statement that the presentation in the Financial Statements, etc. has been reviewed as a whole, including an evaluation of the accounting policy and the application method thereof adopted by the management and of the estimates performed by the management
 - (vi) a statement that the selection and application of the audit procedure is based on the judgment of the certified public accountant or the auditing firm conducting the audit;
 - (vii) a statement that the Audit of Financial Statements is not aimed at expressing an opinion on the effectiveness of Internal Controls; and
 - (viii) a statement that the audit evidence obtained as a result of the audit is sufficient and appropriate to provide a basis for the expressing of opinions.
- (6) With regard to the opinions specified in paragraph (1), item (i), (d), the matters set forth in the following items are to be included for the respective categories of opinions set forth in those items:
- (i) an unqualified opinion: a statement that the Financial Statements, etc. which have been subject to the audit are found to adequately present, in all material respects, the financial position, operating results and conditions of cash flow in the business year pertaining to the Financial Statements, etc. in accordance with the business accounting standards that are generally accepted as fair and appropriate;
 - (ii) a qualified opinion with an excepted matter: a statement that, apart from an excepted matter, the Financial Statements, etc. which have been subject to the audit adequately present, in all material respects, the financial position, operating results, and conditions of cash flow in the business year pertaining to the Financial Statements, etc. in accordance with the business accounting standards that are generally accepted as fair and appropriate, along with the excepted matter and the influence of the excepted matter on the Financial Statements, etc. or the matters on which the significant audit procedure that could not be implemented and the fact exert influence; or
 - (iii) an adverse opinion: a statement that the Financial Statements, etc. which have been subject to the audit are inadequate and the reason therefor.
- (7) With regard to the matters set forth in paragraph (1), item (i), (e), any

- matters concerning the explanatory notes under the provisions of Article 8-27 of the Regulation on Financial Statements or Article 15-22 of the Regulation on Consolidated Financial Statements, any change in the accounting policy, any significant contingency, and any significant post-balance sheet events, which the certified public accountant or the auditing firm conducting the audit determines appropriate to emphasize or explain, are to be included separately.
- (8) With regard to the subject of an Interim Audit set forth in paragraph (1), item (ii), (a), the scope of the Interim Financial Statements, etc. that were the subject of the Interim Audit is to be included;
- (9) With regard to the responsibility of management set forth in paragraph (1), item (ii), (b), the following matters are to be included:
- (i) a statement that the management has a responsibility to prepare the Interim Financial Statements, etc.; and
 - (ii) a statement that the management has a responsibility to design and implement internal controls so that there is no material misstatement in the Interim Financial Statements, etc.
- (10) With regard to the responsibility of the certified public accountant or the auditing firm conducting the Interim Audit set forth in paragraph (1), item (ii), (c), the following matters are to be included:
- (i) a statement that the certified public accountant or the auditing firm conducting the Interim Audit has a responsibility to express their opinions on the Interim Financial Statements, etc. from an independent standpoint;
 - (ii) a statement that the Interim Audit was conducted based on Interim Auditing standards that are generally accepted as fair and appropriate;
 - (iii) a statement that the Interim Auditing standards require the certified public accountant or the auditing firm conducting the Interim Audit to reasonably assure that the Interim Financial Statements, etc. as a whole contain no material misstatement which impairs the decision-making of investors with regard to the useful presentation of the Interim Financial Statements, etc.;
 - (iv) a statement that the Interim Audit has been conducted mainly by using analytical procedures and applying additional audit procedures as needed;
 - (v) a statement that the presentation in the Interim Financial Statements, etc. has been reviewed including an evaluation of the accounting policy and the application method thereof adopted by the management and of the estimates performed by the management;
 - (vi) a statement that the selection and application of the Interim Audit procedure is based on the judgment of the certified public accountant or the auditing firm conducting the Interim audit;
 - (vii) a statement that the Interim Audit is not aimed at expressing an opinion on the effectiveness of Internal Controls; and

- (viii) a statement that the audit evidence obtained as a result of the Interim Audit is sufficient and appropriate to provide a basis for the expressing of opinions.
- (11) With regard to the opinions specified in paragraph (1), item (ii), (d), the matters set forth in the following items are to be included for the respective categories of opinions set forth in those items:
- (i) an opinion that the Interim Financial Statements, etc. present useful information: the fact that the Interim Financial Statements, etc. subject to the Interim Audit present useful information concerning the financial position, operating results, and conditions of cash flow in the Interim Accounting Period pertaining to the Interim Financial Statements, etc. in accordance with the standards for preparation of Interim Financial Statements, etc. that are generally accepted as fair and appropriate;
 - (ii) a qualified opinion with an excepted matter: a statement that, apart from an excepted matter, the Interim Financial Statements, etc. which have been subject to the Interim Audit present useful information concerning the financial position, operating results, and conditions of cash flow in the Interim Accounting Period pertaining to the Interim Financial Statements, etc. in accordance with the standards for preparing Interim Financial Statements, etc. that are generally accepted as fair and appropriate., along with the excepted matter and the influence of the excepted matter on the Interim Financial Statements, etc. or the matters on which the important Interim Audit procedure that could not be implemented and the fact exert influence; or
 - (iii) an opinion that the Interim Financial Statements, etc. do not present useful information: a statement that the Interim Financial Statements, etc. which have been subject to the Interim Audit do not present useful information and the reason therefor.
- (12) With regard to the matters set forth in paragraph (1), item (ii), (e), any matters concerning the explanatory notes under the provisions of Article 5-18 of the Regulation on Interim Financial Statements or Article 17-14 of the Regulation on Interim Consolidated Financial Statements, any change in the accounting policy, any significant contingency, and any significant post-balance sheet events which the certified public accountant or the auditing firm conducting the Interim Audit determines appropriate to emphasize or explain, are to be included separately.
- (13) With regard to the subject of the Quarterly Review set forth in paragraph (1), item (iii), (a), the scope of the Quarterly Financial Statements, etc. that were the subject of the Quarterly Review is to be included.
- (14) With regard to the responsibility of management set forth in paragraph (1), item (iii), (b), the following matters are to be included:

- (i) a statement that the management has a responsibility to prepare the Quarterly Financial Statements, etc.; and
 - (ii) a statement that the management has a responsibility to design and implement internal controls so that there is no material misstatement in the Quarterly Financial Statements, etc.
- (15) With regard to the responsibility of the certified public accountant or the auditing firm conducting the Quarterly Review set forth in paragraph (1), item (iii), (c), the following matters are to be included:
- (i) a statement that the certified public accountant or the auditing firm conducting the Quarterly Review has a responsibility to express their conclusions on the Quarterly Financial Statements, etc. from an independent standpoint;
 - (ii) a statement that the Quarterly Review was conducted based on the Quarterly Review standards that are generally accepted as fair and appropriate;
 - (iii) a statement that the Quarterly Review was conducted by questioning procedures, analytical procedures, or any other Quarterly Review procedures, and that it was conducted under more limited procedures than the audit of annual Financial Statements, etc.; and
 - (iv) a statement that the evidence obtained as a result of the Quarterly Review provides a basis for the expression of a conclusion.
- (16) With regard to the conclusion set forth in paragraph (1), item (iii), (d), the matters set forth in the following items are to be included for the respective categories of conclusions set forth in those items:
- (i) an unqualified conclusion: a conclusion that the Quarterly Financial Statements, etc. subject to the Quarterly Review were found to contain no matters, in all material respects, that would lead one to believe that the Quarterly Financial Statements, etc. fail to adequately present the financial position, operating results, and conditions of cash flow in the Quarterly Accounting Period, etc. pertaining to the Quarterly Financial Statements, etc., in accordance with the standards for preparation of Quarterly Financial Statements, etc. that are generally accepted as fair and appropriate;
 - (ii) a qualified conclusion with an excepted matter: a conclusion that, apart from an excepted matter, the Quarterly Financial Statements, etc. subject to the Quarterly Review were found to contain no matters that would lead one to believe that the Quarterly Financial Statements, etc. fail to adequately present, in material respects, the financial position, operating results, and conditions of cash flow in the Quarterly Accounting Period, etc. pertaining to the Quarterly Financial Statements, etc., in accordance with the standards for preparation of Quarterly Financial Statements, etc. that are generally accepted as fair and appropriate, along with the excepted matter and the

- influence of the excepted matter on the Quarterly Financial Statements, etc. (limited to cases where it is possible to include the influence) or the matters on which the important Quarterly Review procedures that could not be implemented and the fact exert influence; or
- (iii) a negative conclusion: a conclusion that the Quarterly Financial Statements, etc. subject to the Quarterly Review were found to contain matters that would lead one to believe that the Quarterly Financial Statements, etc. fail to adequately present, in material respects, the financial position, operating results, and conditions of cash flow in the Quarterly Accounting Period, etc. pertaining to the Quarterly Financial Statements, etc., in accordance with the standards for preparation of Quarterly Financial Statements, etc. that are generally accepted as fair and appropriate, and the reason therefor.
- (17) With regard to the matters set forth in paragraph (1), item (iii), (e), any matters concerning the explanatory notes under the provisions of Article 21 of the Regulation on Quarterly Financial Statements or Article 27 of the Regulation on Quarterly Consolidated Financial Statements, any change in the accounting policy, any significant contingency, and any significant post-balance sheet events, which the certified public accountant or the auditing firm conducting the Quarterly Review determines appropriate to emphasize or explain, are to be included separately.
- (18) In cases where the certified public accountant or the auditing firm could not gain a basis to allow for the expression of an opinion as set forth in paragraph (1), item (i), (d), could not gain a reasonable basis to allow for the expression of an opinion as set forth in paragraph (1), item (ii), (d), or could not express the conclusion set forth in paragraph (1), item (iii), (d) because any of the significant audit procedures or Quarterly Review procedures were not implemented or due to any other reason, notwithstanding the provisions of that paragraph, the certified public accountant or the auditing firm must include a statement, in the audit report, Interim Audit report, or Quarterly Review Report, that the opinion set forth in item (i), (d) or item (ii), (d) of that paragraph or the conclusion set forth in item (iii), (d) of that paragraph will not be expressed and the reason therefor.
- (19) In cases where the Financial Statements, etc. which have been subject to the audit were prepared in accordance with Designated International Accounting Standards, the matters set forth in the following items are to be included for the respective categories of cases set forth in those items with regard to business accounting standards that are generally accepted as fair and appropriate as set forth in paragraph (1), item (i), (d) and paragraph (6), items (i) and (ii):
- (i) in cases where the Designated International Accounting Standards are the

- same as International Accounting Standards (meaning International Accounting Standards as set forth in Article 93 of the Regulation on Consolidated Financial Statements; the same applies in this item and the following item): International Accounting Standards;
- (ii) in cases where the Designated International Accounting Standards are different from International Accounting Standards: Designated International Accounting Standards.
- (20) The provisions of the preceding paragraph apply mutatis mutandis to cases in which the Interim Financial Statements, etc. which have been subject to the Interim Audit were prepared in accordance with Designated International Accounting Standards. In this case, the term "business accounting standards that are generally accepted as fair and appropriate as set forth in paragraph (1), item (i), (d) and paragraph (6), items (i) and (ii)" in that paragraph is deemed to be replaced with "standards for preparation of Interim Financial Statements, etc. that are generally accepted as fair and appropriate as set forth in paragraph (1), item (ii), (d) and paragraph (11), items (i) and (ii)".
- (21) The provisions of Article 19 apply mutatis mutandis to cases in which Quarterly Financial Statements, etc. subject to the Quarterly Review were prepared in accordance with Designated International Accounting Standards. In this case, the term "business accounting standards that are generally accepted as fair and appropriate as set forth in paragraph (1), item (i), (d) and paragraph (6), items (i) and (ii)" in that paragraph is deemed to be replaced with "standards for preparation of Quarterly Financial Statements, etc. that are generally accepted as fair and appropriate as set forth in paragraph (1), item (iii), (d) and the items of paragraph (16)".
- (22) In cases where Consolidated Financial Statements which have been subject to the audit were prepared in accordance with Japan's Modified International Standards, Japan's Modified International Standards are to be entered with regard to business accounting standards that are generally accepted as fair and appropriate as set forth in paragraph (1), item (i), (d) and paragraph (6), items (i) and (ii).
- (23) The provisions of the preceding paragraph apply mutatis mutandis to cases in which the Interim Financial Statements, etc. which have been subject to the Interim Audit were prepared in accordance with Japan's Modified International Standards. In this case, the term "business accounting standards that are generally accepted as fair and appropriate as set forth in paragraph (1), item (i), (d) and paragraph (6), items (i) and (ii)" in that paragraph is deemed to be replaced with "standards for preparation of Interim Financial Statements, etc. that are generally accepted as fair and appropriate as set forth in paragraph (1), item (ii), (d) and paragraph (11), items (i) and (ii)".
- (24) The provisions of Article 22 apply mutatis mutandis to cases in which

Quarterly Financial Statements, etc. subject to the Quarterly Review were prepared in accordance with Japan's Modified International Standards. In this case, the term "business accounting standards that are generally accepted as fair and appropriate as set forth in paragraph (1), item (i), (d) and paragraph (6), items (i) and (ii)" in that paragraph is deemed to be replaced with "standards for preparation of Quarterly Financial Statements, etc. that are generally accepted as fair and appropriate as set forth in paragraph (1), item (iii), (d) and the items of paragraph (16)".

(Submission of a Written Outline of the Audit)

Article 5 (1) As part of the report or materials to be submitted pursuant to the provisions of Article 193-2, paragraph (6) of the Act, a certified public accountant or an auditing firm must submit a written outline containing the information of the persons engaged in the audit, the Interim Audit or the Quarterly Review (hereinafter referred to as the "Audit, etc."), the number of days required for the Audit, etc., and the outline of any other matters concerning the Audit, etc. to the Director-General of a Local Finance Bureau, etc. to whom the documents set forth in the items of Article 1 concerning the Audit, etc. should be submitted, after the termination of the Audit, etc.

(2) The written outline set forth in the preceding paragraph must be prepared by using the forms specified in the following items for the respective categories of Audit, etc. set forth in those items:

(i) the written outline of an audit of Financial Statements, etc. (excluding Financial Statements, etc. concerning the fund specified in Article 1, item (ix) of the Cabinet Office Order on Disclosure of Information on Regulated Securities and the trust property specified in item (ix)-4 of that Article (hereinafter referred to as a "Fund or Trust Property" in this paragraph)): Form No. 1;

(ii) the written outline of an Interim Audit of Interim Financial Statements, etc. (excluding Interim Financial Statements, etc. concerning a Fund or Trust Property): Form No. 2;

(iii) the written outline of an audit of Financial Statements, etc. or an Interim Audit of Interim Financial Statements, etc. concerning a Fund or Trust Property: Form No. 3; and

(iv) the written outline of a Quarterly Review: Form No. 4.

(3) The written outline specified in paragraph (1) must be submitted by the dates specified in the following items for the respective categories of written outlines set forth in those items:

(i) the written outline set forth in items (i), (ii) and (iv) of the preceding paragraph: the last day of the month following the date of preparation of the audit report, the Interim Audit report, or the Quarterly Review report

pertaining to the written outline;
(ii) the written outline set forth in item (iii) of the preceding paragraph: the last day of the month in which three months have elapsed from the date of preparation of the audit report or the Interim Audit report pertaining to the written outline.

(Acceptance of Documents Related to Audit Certification by the Director-General of a Local Finance Bureau)

Article 5-2 What is specified by Cabinet Office Order as set forth in Article 39, paragraph (2), item (i) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of September 30, 1965) is the written outline of the audit, the written outline of the Interim Audit, or the written outline of the Quarterly Review prescribed in paragraph (1) of the preceding Article.

(Preparation and Keeping of the Audit Documentation)

Article 6 A certified public accountant or an auditing firm must, without delay after termination of the Audit, etc., arrange the records and materials concerning the Audit, etc. into an audit documentation of the Audit, etc. and must keep it at the office of the certified public accountant or the auditing firm.

(Notification of Violations of Laws and Regulations)

Article 7 A certified public accountant or an auditing firm that has found any Violations of Laws and Regulations (meaning violations of laws and regulations as set forth in Article 193-3, paragraph (1) of the Act) by a Specified Issuer (meaning a specified issuer as set forth in Article 193-2, paragraph (1) of the Act; the same applies in the following Article) in performing Audit Certification must give notice to the company auditor, the inspector, or a person equivalent thereto of the Specified Issuer (in cases where there is any other appropriate person for taking the appropriate measures set forth in Article 193-3, paragraph (1) of the Act, that person) by means of a document including the contents of the violations and the fact that the violations should be corrected or that any other appropriate measures should be taken.

(Procedure for Proposing an Opinion)

Article 8 A certified public accountant or an auditing firm who intends to make the proposal set forth in Article 193-3, paragraph (2) of the Act must submit a document containing the following matters to the Commissioner of the Financial Services Agency:

(i) the name and address or the location of the principal office of the certified

- public accountant or the auditing firm;
- (ii) the trade name or the name of the Specified Issuer;
- (iii) the date that the notice under Article 193-3, paragraph (1) of the Act was given;
- (iv) the outline of the opinion; and
- (v) the contents of the opinion (the contents must be entered separately for the matter set forth in Article 193-3, paragraph (2), item (i) of the Act and for the matter set forth in item (ii) of that paragraph).