

# Regulations for Enforcement of the Companies Act

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

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

## Table of Contents

### Part I General Provisions

Chapter I General Rules (Articles 1 and 2)

Chapter II Subsidiary Companies and Parent Companies (Articles 3 to 4)

### Part II Stock Companies

#### Chapter I Incorporation

Section 1 General Rules (Articles 5 to 7-2)

Section 2 Incorporation through Offering Shares for Subscription (Articles 8 to 18-2)

#### Chapter II Shares

Section 1 General Provisions (Articles 19 to 21)

Section 2 Transfer of Shares (Articles 22 to 26)

Section 3 Acquisition of Treasury Shares by a Stock Company (Articles 27 to 33-3)

Section 3-2 Demand for a Share Cash-Out of Special Controlling Shareholders (Articles 33-4 to 33-8)

Section 3-3 Consolidation of Shares (Articles 33-9 and 33-10)

Section 4 Share Units (Articles 34 to 37)

Section 5 Omission of Notices to Shareholders (Articles 38 and 39)

Section 6 Issuance of Shares for Subscription (Articles 40 to 46-2)

Section 7 Share Certificates (Articles 47 to 49)

Section 8 Miscellaneous Provisions (Articles 50 to 52)

#### Chapter III Share Options (Articles 53 to 62-2)

#### Chapter IV Organs

Section 1 Shareholder Meetings and General Meetings of Multiple-Class Shareholders

Subsection 1 General Rules (Articles 63 to 72)

Subsection 2 Reference Documents for Shareholder Meetings

Division 1 General Rules (Article 73)

Division 2 Election of Officers (Articles 74 to 77)

Division 3 Dismissal of Officers (Articles 78 to 81)

Division 4 Remuneration of Officers (Articles 82 to 84-2)

- Division 5 Approval of Accounting Documents (Article 85)
- Division 5-2 Acquisition of Shares Subject to a Class-Wide Call (Article 85-2)
- Division 5-3 Consolidation of Shares (Article 85-3)
- Division 6 Approval of Merger Agreements (Articles 86 to 92)
- Division 7 Particulars Stated in Shareholder Proposals (Article 93)
- Division 8 Special Provisions on Statements in Reference Documents for Shareholder Meetings (Article 94)
- Subsection 3 General Meetings of Multiple-Class Shareholders (Article 95)
- Section 2 Election of Company Officers (Articles 96 and 97)
- Section 3 Directors (Article 98)
- Section 4 Boards of Directors (Articles 99 to 101)
- Section 5 Accounting Advisors (Articles 102 to 104)
- Section 6 Company Auditors (Articles 105 to 108)
- Section 7 Boards of Company Auditors (Article 109)
- Section 8 Financial Auditors (Article 110)
- Section 8-2 Audit and Supervisory Committee (Articles 110-2 to 110-5)
- Section 9 Nominating Committees and Executive Officers (Articles 111 and 112)
- Section 10 Liability of Officers for Damages (Articles 113 to 115)
- Chapter V Accounting
  - Section 1 Accounting Documents (Article 116)
  - Section 2 Business Reports
    - Subsection 1 General Rules (Article 117)
    - Subsection 2 Content of Business Reports
      - Division 1 General Rules (Article 118)
      - Division 2 Content of the Business Reports of Public Companies (Articles 119 to 124)
      - Division 3 Content of the Business Reports of Companies with Accounting Advisors (Article 125)
      - Division 4 Content of the Business Reports of Companies with Financial Auditors (Articles 126 and 127)
      - Division 5 Content of Detailed Statements Attached to Business Reports (Article 128)
    - Subsection 3 Auditing of Business Reports (Articles 129 to 132)
    - Subsection 4 Provision of Business Reports to Shareholders (Article 133)
- Chapter VI Transferring Business (Articles 134 to 138)
- Chapter VII Dissolution (Article 139)
- Chapter VIII Liquidation
  - Section 1 General Provisions (Articles 140 to 151)
  - Section 2 Special Liquidation (Articles 152 to 158)

Part III Membership Companies

Chapter I Accounting (Article 159)

Chapter II Liquidation (Articles 160 and 161)

Part IV Bonds

Chapter I General Provisions (Articles 162 to 168)

Chapter II Bond Administrators (Articles 169 to 171)

Chapter III Bondholder Meetings (Articles 172 to 177)

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

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

Section 1 Absorption-Type Company Split Agreements (Article 178)

Section 2 Incorporation-Type Company Split Plans (Article 179)

Chapter II Procedures for a Stock Company Effecting an Entity Conversion (Articles 180 and 181)

Chapter III Procedures for Stock Companies Disappearing in Absorption-Type Mergers, Stock Companies Splitting in Absorption-Type Splits, and Wholly-Owned Subsidiary Companies Resulting from the Share Exchanges (Articles 182 to 190)

Chapter IV Procedures for Stock Companies Surviving Absorption-Type Mergers, Stock Companies Succeeding in Absorption-Type Splits, and Wholly-Owning Parent Stock Companies Resulting from the Share Exchanges (Articles 191 to 203)

Chapter V Procedures for Stock Companies Disappearing in the Consolidation-Type Mergers, Stock Companies Splitting in the Incorporation-Type Splits, and Wholly-Owned Subsidiary Companies Resulting from the Share Transfers (Articles 204 to 210)

Chapter VI Procedures for Stock Companies Incorporated in Consolidation-Type Mergers, Stock Companies Incorporated in Incorporation-Type Splits, and Wholly-Owning Parent Companies Incorporated in Share Transfers (Articles 211 to 213)

Part VI Foreign Companies (Articles 214 to 216)

Part VII Miscellaneous Provisions

Chapter I Actions (Articles 217 to 219)

Chapter II Registration (Article 220)

Chapter III Public Notice (Article 221)

Chapter IV Electronic or Magnetic Means and Electronic or Magnetic Records  
Section 1 Electronic or Magnetic Means and Electronic or Magnetic Records (Articles 222 to 230)

Section 2 Utilization of Information and Communications Technology (Articles 231 to 238)

**Part I General Provisions**  
**Chapter I General Rules**

(Purpose)

Article 1 The purpose of this Ministerial Order is to provide measures based on the mandates of the Companies Act (Act No. 86 of 2005; hereinafter referred to as "the Act") and other matters necessary for the enforcement of the Companies Act.

(Definitions)

Article 2 (1) In this Ministerial Order, the terms "company", "foreign company", "subsidiary company", "subsidiary company, etc.", "parent company", "parent company, etc.", "public company", "company with a board of director", "company with accounting advisor", "company with company auditor", "company with a board of company auditor", "company with financial auditor", "company with an audit and supervisory committee", "company with a nominating committee, etc.", "company with multiple-class shares", "general meeting of multiple-class shareholder", "outside director", "outside company auditor", "shares with restrictions on transfer", "shares subject to call", "share unit", "share option", "bond with share options", "bond", "dividend property", "entity conversion", "absorption-type merger", "consolidation-type merger", "absorption-type company split", "incorporation-type company split", "share exchange", "share transfer", and "electronic public notice", mean the company, foreign company, subsidiary company, subsidiary company, etc., parent company, parent company, etc., public company, company with a board of directors, company with accounting advisor, company with company auditor, company with a board of company auditors, company with financial auditor, company with an audit and supervisory committee, company with a nominating committee, etc., company with multiple-class shares, general meeting of multiple-class shareholder, outside director, outside company auditor, shares with restrictions on transfer, shares subject to call, share unit, share option, bond with share options, bond, dividend property, entity conversion, absorption-type merger, consolidation-type merger, absorption-type company split, incorporation-type company split, share exchange, share transfer, and electronic public notice provided in Article 2 of the Act, respectively.

(2) In this Ministerial Order, the meanings of the following terms are as prescribed respectively in the following items:

- (i) "nominating committee, etc." means a nominating committee, etc. as provided in Article 2, item (xii) of the Act;
- (ii) "multiple-class shareholder" means a multiple-class shareholder as

- provided in Article 2, item (xiv) of the Act;
- (iii) "executive director" means an executive director as provided in Article 2, item (xv), (a) of the Act;
  - (iv) "executive director, etc." means an executive director, etc. as provided in Article 2, item (xv), (a) of the Act.
  - (v) "issued shares" means issued shares as provided in Article 2, item (xxx) of the Act;
  - (vi) "electronic or magnetic means" means electronic or magnetic means as provided in Article 2, item (xxxiv) of the Act;
  - (vii) "shares issued at incorporation" means shares issued at incorporation as provided in Article 25, paragraph (1), item (i) of the Act;
  - (viii) "securities" means securities as provided in Article 33, paragraph (10), item (ii) of the Act;
  - (ix) "bank, etc." means a bank, etc. as provided in Article 34, paragraph (2) of the Act;
  - (x) "total number of authorized shares" means the total number of authorized shares as provided in Article 37, paragraph (1) of the Act;
  - (xi) "director at incorporation" means director at incorporation as provided in Article 38, paragraph (1) of the Act;
  - (xii) "audit and supervisory committee member at incorporation" means an audit and supervisory committee member at incorporation as provided in Article 38, paragraph (2) of the Act;
  - (xiii) "audit and supervisory committee member" means an audit and supervisory committee member as provided in Article 38, paragraph (2) of the Act;
  - (xiv) "accounting advisor at incorporation" means accounting advisor at incorporation as provided in Article 38, paragraph (3), item (i) of the Act;
  - (xv) "company auditor at incorporation" means company auditor at incorporation as provided in Article 38, paragraph (3), item (ii) of the Act;
  - (xvi) "financial auditor at incorporation" means financial auditor at incorporation as provided in Article 38, paragraph (3), item (iii) of the Act;
  - (xvii) "representative director" means a representative director as provided in Article 47, paragraph (1) of the Act;
  - (xviii) "executive officer at incorporation" means executive officer at incorporation as provided in Article 48, paragraph (1), item (ii) of the Act;
  - (xix) "shares for subscription at incorporation" means shares for subscription at incorporation as provided in Article 58, paragraph (1) of the Act;
  - (xx) "shareholder at incorporation" means shareholder at incorporation as provided in Article 65, paragraph (1) of the Act;
  - (xxi) "organizational meeting" means an organizational meeting as provided in Article 65, paragraph (1) of the Act;

- (xxii) "reference documents for an organizational meeting" means reference documents for an organizational meeting as provided in Article 70, paragraph (1) of the Act;
- (xxiii) "organizational meeting of multiple-class shareholders" means an organizational meeting of multiple-class shareholders as provided in Article 84 of the Act;
- (xxiv) "total number of authorized shares in a class" means the total number of authorized shares in a class as provided in Article 101, paragraph (1), item (iii) of the Act;
- (xxv) "shares, etc." means shares, etc. as provided in Article 107, paragraph (2), item (ii), (e) of the Act;
- (xxvi) "treasury shares" means treasury shares as provided in Article 113, paragraph (4) of the Act;
- (xxvii) "company issuing share certificates" means a company issuing share certificates as provided in Article 117, paragraph (7) of the Act;
- (xxviii) "information required to be entered in the shareholder register" means information required to be entered in the shareholder register as provided in Article 121 of the Act;
- (xxix) "shareholder register administrator" means a shareholder register administrator as provided in Article 123 of the Act;
- (xxx) "acquirer of shares" means an acquirer of shares as provided in Article 133, paragraph (1) of the Act;
- (xxxi) "parent company shares" means parent company shares as provided in Article 135, paragraph (1) of the Act;
- (xxxii) "requester for approval of a transfer" means a requester for approval of a transfer as provided in Article 139, paragraph (2) of the Act;
- (xxxiii) "subject shares" means subject shares as provided in Article 140, paragraph (1) of the Act;
- (xxxiv) "designated purchaser" means a designated purchaser as provided in Article 140, paragraph (4) of the Act;
- (xxxv) "amount of net assets per share" means the amount of net assets per share as provided in Article 141, paragraph (2) of the Act;
- (xxxvi) "registered pledgee of shares" means the registered pledgee of shares as provided in Article 149, paragraph (1) of the Act;
- (xxxvii) "monies, etc." means monies, etc. as provided in Article 151, paragraph (1) of the Act;
- (xxxviii) "shares subject to class-wide call" means shares subject to class-wide call as provided in Article 171, paragraph (1) of the Act;
- (xxxix) "special controlling shareholder" means a special controlling shareholder as provided in Article 179, paragraph (1) of the Act;
- (xl) "demand to cash out" means a demand to cash out as provided in Article

- 179, paragraph (2) of the Act;
- (xli) "subject company" means a subject company as provided in Article 179, paragraph (2) of the Act;
- (xlii) "demand to cash out share options" means a demand to cash out share options as provided in Article 179, paragraph (3) of the Act;
- (xliii) "shares subject to a cash-out" means shares subject to a cash-out as provided in Article 179-2, paragraph (1), item (ii) of the Act;
- (xliv) "share options subject to a cash-out" means share options subject to a cash-out as provided in Article 179-2, paragraph (1), item (iv), (b) of the Act;
- (xlv) "shares, etc. subject to a cash-out" means shares, etc. subject to a cash-out as provided in Article 179-2, paragraph (1), item (v) of the Act;
- (xlvi) "demand for a share, etc. cash-out" means a demand for a share, etc. cash-out as provided in Article 179-3, paragraph (1) of the Act;
- (xlvii) "shareholder, etc. subject to a cash-out" means shareholder, etc. subject to a cash-out as provided in Article 179-4, paragraph (1), item (i) of the Act;
- (xlviii) "demand for the sale of shares less than one unit" means a demand for the sale of shares less than one unit as provided in Article 194, paragraph (1) of the Act;
- (xlix) "shares for subscription" means shares for subscription as provided in Article 199, paragraph (1) of the Act;
- (l) "day of registration of a lost share certificate" means the day of registration of a lost share certificate as provided in Article 221, item (iv) of the Act;
- (li) "registration of a lost share certificate" means registration of a lost share certificate as provided in Article 223 of the Act;
- (lii) "registrant of a lost share certificate" means a registrant of a lost share certificate as provided in Article 224, paragraph (1) of the Act;
- (liii) "share options for subscription" means share options for subscription as provided in Article 238, paragraph (1) of the Act;
- (liv) "certificates of bonds with share options" means certificates of bonds with share options as provided in Article 249, item (ii) of the Act;
- (lv) "bond with share options with an issued certificate" means a bond with share options with an issued certificate as provided in Article 249, item (ii) of the Act;
- (lvi) "share option certificates" means share option certificates as provided in Article 249, item (iii), (d) of the Act;
- (lvii) "own share options" means a stock company's own share options as provided in Article 255, paragraph (1) of the Act;
- (lviii) "acquirer of share options" means the acquirer of share options as provided in Article 260, paragraph (1) of the Act;
- (lix) "share options subject to call" means share options subject to call as provided in Article 273, paragraph (1) of the Act;

- (lx) "allotment of share options without contribution" means the allotment of share options without contribution as provided in Article 277 of the Act;
- (lxi) "reference documents for a shareholder meeting" means reference documents for a shareholder meeting as provided in Article 301, paragraph (1) of the Act;
- (lxii) "remuneration" means remuneration as provided in Article 361, paragraph (1) of the Act;
- (lxiii) "minutes" means the minutes as provided in Article 371, paragraph (1) of the Act;
- (lxiv) "officer, etc." means officer, etc. as provided in Article 423, paragraph (1) of the Act;
- (lxv) "provisional account closing day" means the provisional account closing day as provided in Article 441, paragraph (1) of the Act;
- (lxvi) "provisional financial statements" means provisional financial statements as provided in Article 441, paragraph (1) of the Act;
- (lxvii) "consolidated financial statements" means consolidated financial statements as provided in Article 444, paragraph (1) of the Act;
- (lxviii) "distributable amount" means a distributable amount as provided in Article 461, paragraph (2) of the Act;
- (lxix) "business transfer, etc." means a business transfer, etc. as provided in Article 468, paragraph (1) of the Act;
- (lxx) "liquidating stock company" means a liquidating stock company as provided in Article 476 of the Act;
- (lxxi) "company with a board of liquidators" means a company with a board of liquidators as provided in Article 478, paragraph (8) of the Act;
- (lxxii) "inventory of property" means inventory of property as provided in Article 492, paragraph (1) of the Act;
- (lxxiii) "each liquidation year" means each liquidation year as provided in Article 494, paragraph (1) of the Act;
- (lxxiv) "balance sheet" means a balance sheet as provided in Article 496, paragraph (1) of the Act;
- (lxxv) "agreement claims" means agreement claims as provided in Article 515, paragraph (3) of the Act;
- (lxxvi) "agreement claim creditor" means an agreement claim creditor as provided in Article 517, paragraph (1) of the Act;
- (lxxvii) "reference documents for creditors meetings" means reference documents for creditors meetings as provided in Article 550, paragraph (1) of the Act;
- (lxxviii) "membership company" means a membership company as provided in Article 575, paragraph (1) of the Act;
- (lxxix) "liquidating membership company" means a liquidating membership

- company as provided in Article 645 of the Act;
- (lxxx) "bonds for subscription" means bonds for subscription as provided in Article 676 of the Act;
- (lxxxii) "bond-issuing company" means a bond-issuing company as provided in Article 682, paragraph (1) of the Act;
- (lxxxiii) "bond register administrator" means a bond register administrator as provided in Article 683 of the Act;
- (lxxxiiii) "reference documents for a bondholder meeting" means reference documents for a bondholder meeting as provided in Article 721, paragraph (1) of the Act;
- (lxxxv) "membership company after entity conversion" means a membership company after entity conversion as provided in Article 744, paragraph (1), item (i) of the Act;
- (lxxxvi) "bonds, etc." means bonds, etc. as provided in Article 746, paragraph (1), item (vii), (d) of the Act.
- (lxxxvii) "company disappearing in an absorption-type merger" means a company disappearing in an absorption-type merger as provided in Article 749, paragraph (1), item (i) of the Act;
- (lxxxviii) "company surviving an absorption-type merger" means a company surviving an absorption-type merger as provided in Article 749, paragraph (1) of the Act.
- (lxxxix) "stock company surviving an absorption-type merger" means a stock company surviving an absorption-type merger as provided in Article 749, paragraph (1), item (i) of the Act;
- (lxxxix) "stock company disappearing in an absorption-type merger" means a stock company disappearing in an absorption-type merger as provided in Article 749, paragraph (1), item (ii) of the Act;
- (xc) "membership company surviving an absorption-type merger" means a membership company surviving an absorption-type merger as provided in Article 751, paragraph (1), item (i) of the Act;
- (xci) "company incorporated in a consolidation-type merger" means a company incorporated in a consolidation-type merger as provided in Article 753, paragraph (1) of the Act;
- (xcii) "company disappearing in a consolidation-type merger" means a company disappearing in a consolidation-type merger as provided in Article 753, paragraph (1), item (i) of the Act;
- (xciii) "stock company incorporated in a consolidation-type merger" means a stock company incorporated in a consolidation-type merger as provided in Article 753, paragraph (1), item (ii) of the Act;
- (xciv) "stock company disappearing in a consolidation-type merger" means a stock company disappearing in a consolidation-type merger as provided in

- Article 753, paragraph (1), item (vi) of the Act;
- (xcv) "company succeeding in an absorption-type split" means a company succeeding in an absorption-type split as provided in Article 757 of the Act;
- (xcvi) "company splitting in an absorption-type split" means a company splitting in an absorption-type split as provided in Article 758, item (i) of the Act;
- (xcvii) "stock company succeeding in an absorption-type split" means a stock company succeeding in an absorption-type split as provided in Article 758, item (i) of the Act;
- (xcviii) "stock company splitting in an absorption-type split" means a stock company splitting in an absorption-type split as provided in Article 758, item (ii) of the Act;
- (xcix) "membership company succeeding in an absorption-type split" means a membership company succeeding in an absorption-type split as provided in Article 760, item (i) of the Act;
- (c) "company splitting in an incorporation-type split" means a company splitting in an incorporation-type split as provided in Article 763, paragraph (1), item (v) of the Act;
- (ci) "stock company splitting in an incorporation-type split" means a stock company splitting in an incorporation-type split as provided in Article 763, paragraph (1), item (v) of the Act;
- (cii) "company incorporated in an incorporation-type split" means a company incorporated in an incorporation-type split as provided in Article 763, paragraph (1) of the Act;
- (ciii) "stock company incorporated in an incorporation-type split" means a stock company incorporated in an incorporation-type split as provided in Article 763, paragraph (1), item (i) of the Act;
- (civ) "membership company incorporated in an incorporation-type split" means a membership company incorporated in an incorporation-type split as provided in Article 765, paragraph (1), item (i) of the Act;
- (cv) "wholly-owning parent company resulting from a share exchange" means a wholly-owning parent company resulting from a share exchange as provided in Article 767 of the Act;
- (cvi) "wholly-owned subsidiary company resulting from a share exchange" means a wholly-owned subsidiary company resulting from a share exchange as provided in Article 768, paragraph (1), item (i) of the Act;
- (cvii) "wholly-owning parent stock company resulting from a share exchange" means a wholly-owning parent stock company resulting from a share exchange as provided in Article 768, paragraph (1), item (i) of the Act;
- (cviii) "wholly-owning parent limited liability company resulting from a share exchange" means a wholly-owning parent limited liability company resulting

- from a share exchange as provided in Article 770, paragraph (1), item (i) of the Act;
- (cix) "wholly-owning parent company incorporated in a share transfer" means a wholly-owning parent company incorporated in a share transfer as provided in Article 773, paragraph (1), item (i) of the Act;
- (cx) "wholly-owned subsidiary company resulting from a share transfer" means a wholly-owned subsidiary company resulting from a share transfer as provided in Article 773, paragraph (1), item (v) of the Act;
- (cxi) "limited liability company splitting in an absorption-type split" means a limited liability company splitting in an absorption-type split as provided in Article 793, paragraph (2) of the Act;
- (cxii) "surviving stock company, etc." means a surviving stock company, etc. as provided in Article 794, paragraph (1) of the Act;
- (cxiii) "limited liability company splitting in an incorporation-type split" means a limited liability company splitting in an incorporation-type split as provided in Article 813, paragraph (2) of the Act.
- (cxiv) "action to enforce liability" means an action to enforce liability as provided in Article 847, paragraph (1) of the Act.
- (cxv) "wholly-owned subsidiary company resulting from a share exchange, etc." means a wholly-owned subsidiary company resulting from a share exchange, etc. as provided in Article 847-2, paragraph (1) of the Act.
- (cxvi) "ultimate, wholly-owning parent company, etc." means an ultimate, wholly-owning parent company, etc. prescribed in Article 847-3, paragraph (1) of the Act;
- (cxvii) "action to enforce specific liability" means an action to enforce specific liability as provided in Article 847-3, paragraph (1) of the Act;
- (cxviii) "wholly-owning parent company, etc." means a wholly-owning parent company, etc. as provided in Article 847-3, paragraph (2) of the Act;
- (cxix) "wholly-owned subsidiary company, etc." means a wholly-owned subsidiary company, etc. as provided in Article 847-3, paragraph (2), item (ii) of the Act;
- (cxx) "specific liabilities" means the specific liabilities as provided in Article 847-3, paragraph (4) of the Act;
- (cxxi) "wholly-owning parent company resulting from a share exchange, etc." means a wholly-owning parent company resulting from a share exchange, etc. as provided in Article 849, paragraph (2), item (i) of the Act.
- (3) In this Ministerial Order, the meanings of the terms listed in the following items are as prescribed respectively in those items:
- (i) "corporation, etc." means a corporation or other organization;
- (ii) "company, etc." means a company (including a foreign company), partnership (including an entity that is equivalent to a partnership in a

- foreign country), or other business entity equivalent thereto;
- (iii) "officer" means a director, accounting advisor, company auditor, executive officer, manager, inspector, or other corporation equivalent thereto;
- (iv) "company officer" means a director, accounting advisor, company auditor, or executive officer of the stock company;
- (v) "outside officer" means a company officer who falls under all of the following:
- (a) the company officer is an outside director or outside company auditor;
  - (b) the company officer falls under any of the following requirements:
    - 1. the following acts are not required or a plan exists to not require those acts due to the company officer being an outside director:
      - i. provision of explanation pursuant to the provisions of Article 327-2 of the Act;
      - ii. statement of the reason under Article 74-2, paragraph (1) in reference documents for shareholder meetings;
      - iii. statement or recording of the reason under Article 124, paragraph (2);
    - 2. the company officer is an outside director under Article 331, paragraph (6), Article 373, paragraph (1), item (ii), Article 399-13, paragraph (5) or Article 400, paragraph (3) of the Act;
    - 3. the company officer is an outside company auditor under Article 335, paragraph (3) of the Act;
    - 4. the company officer is indicated as an outside director or outside company auditor of the stock company in accounting documents, business reports, reference documents for shareholder meetings, or other materials prepared by the stock company pursuant to the provisions of laws and regulations and other authorities equivalent thereto;
- (vi) "executive" means a person listed below:
- (a) an executive director, an executive officer, or other officer managing the business of a corporation, etc.;
  - (b) a member who manages the business, a person who is to perform the duties under Article 598, paragraph (1) of the Act, or any other corporation equivalent thereto;
  - (c) an employee;
- (vii) "candidate for outside director" means a candidate who falls under all of the following:
- (a) the candidate is expected to become an outside director if the candidate assumes office as a director of the stock company;
  - (b) the candidate falls under either of the following requirements:
    - 1. a plan exists to not require the following acts by appointing the candidate as an outside director:

- i. provision of explanation pursuant to the provisions of Article 327-2 of the Act;
    - ii. statement of the reason under Article 74-2, paragraph (1) in reference documents for shareholder meetings;
    - iii. statement or recording of the reason under Article 124, paragraph (2);
  - 2. a plan exists to have the candidate as an outside director under Article 331, paragraph (6), Article 373, paragraph (1), item (ii), Article 399-13, paragraph (5) or Article 400, paragraph (3);
  - 3. a plan exists to have the candidate indicated as an outside director of the stock company in accounting documents, business reports, reference documents for shareholder meetings, or other materials prepared by the stock company pursuant to the provisions of laws and regulations and other authorities equivalent thereto;
- (viii) "candidate for outside company auditor" means a candidate who falls under all of the following:
- (a) the candidate is expected to become an outside company auditor if the candidate assumes office as a company auditor of the stock company;
  - (b) the candidate falls under either of the following requirements:
    - 1. a plan exists to have the candidate serve as an outside company auditor under Article 335, paragraph (3) of the Act;
    - 2. a plan exists to have the candidate indicated as an outside company auditor of the stock company in accounting documents, business reports, reference documents for shareholder meetings, or other materials prepared by the stock company pursuant to the provisions of laws and regulations and other authorities equivalent thereto;
- (ix) "most recent business year" means the period provided in (a) or (b) below in accordance with the categories of companies set forth respectively in the (a) or (b):
- (a) stock company: The most recent business year provided in Article 2, item (xxiv) of the Act;
  - (b) membership company: The latest of the business years for which financial statements have been prepared as provided in Article 617, paragraph (2) of the Act for each business year;
- (x) "financial statements" means the documents in (a) or (b) below in accordance with the categories of companies set forth respectively in the (a) or (b):
- (a) stock company: the financial statements as provided in Article 435, paragraph (2) of the Act;
  - (b) membership company: The financial statements as provided in Article 607, paragraph (2) of the Act;
- (xi) "accounting documents" means, for stock companies, the items listed below:

- (a) the balance sheet as of the day of its formation;
  - (b) the financial statements and the attached detailed statements thereof pertaining to each business year;
  - (c) provisional financial statements;
  - (d) consolidated financial statements;
- (xii) "financial statements, etc." means the items as provided in (a) or (b) below in accordance with the categories of companies set forth respectively in the (a) or (b):
- (a) stock company: Financial statements and business reports for each business year (including audit reports and financial audit reports, if provisions of Article 436, paragraph (1) or paragraph (2) are applicable);
  - (b) membership company: The financial statements as provided in Article 617, paragraph (2) of the Act;
- (xiii) "provisional financial statements, etc." means the provisional financial statements as provided in Article 441, paragraph (1) of the Act (including audit reports and financial audit reports, if provisions of paragraph (2) of that Article are applicable);
- (xiv) "share option, etc." means a share option or other right that enables a person to be delivered shares or other equity interests in a corporation, etc. through the exercise thereof against the corporation, etc.;
- (xv) "tender offer, etc." means a tender offer as provided in Article 27-2, paragraph (6) of the Financial Instruments and Exchange Act (Act No. 25 of 1948) (including as applied mutatis mutandis pursuant to Article 27-2, paragraph (2) of the same Act) and a system based on the foreign laws and regulations equivalent thereto;
- (xvi) "acquirer of bonds" means a person who has acquired bonds from a person other than a bond-issuing company (excluding the bond-issuing company);
- (xvii) "trust bond" means a bond that the trustee of a trust issues, which is issued for trust property (meaning the trust property as provided in Article 2, paragraph (3) of the Trust Act (Act. No. 108 of 2006); the same applies hereinafter);
- (xviii) "officer, etc. at incorporation" means director at incorporation, accounting advisor at incorporation, company auditor at incorporation, and financial auditor at incorporation;
- (xix) "specified associated service provider" means any of the following:
- (a) the entities prescribed in 1. or 2. below in accordance with the categories of cases listed in 1. or 2.:
1. if the stock company has a parent company, etc.: the parent company, etc. and the subsidiary companies, etc. (excluding the stock company) and affiliated companies of the parent company (including entities equivalent to the affiliated companies if the parent company, etc. is not

- a company);
- 2. if the stock company has no parent company, etc.: The subsidiary companies and affiliated companies of the stock company;
- (b) important counterparties of the stock company (including organizations other than corporations);
- (xx) "affiliated company" means an affiliated company as provided in Article 2, paragraph (3), item (xviii) of the Regulations on Corporate Accounting (Ministry of Justice Order No. 13 of 2006);
- (xxi) "company to which consolidated dividend regulations apply" means a company to which consolidated dividend regulations apply as provided in Article 2, paragraph (3), item (li) of the Regulations on Corporate Accounting;
- (xxii) "share exchange on entity conversion" means a share exchange on entity conversion as provided in Article 96-5, paragraph (1) of the Insurance Business Act (Act No. 105 of 1995);
- (xxiii) "share transfer on entity conversion" means a share transfer on entity conversion as provided in Article 96-8, paragraph (1) of the Insurance Business Act (Act No. 105 of 1995).

## **Chapter II Subsidiary Companies and Parent Companies**

(Subsidiary Companies and Parent Companies)

- Article 3 (1) An entity prescribed by Ministry of Justice Order as provided in Article 2, item (iii) of the Act is a second company, etc. if the first company as provided in the same item controls determinations on the financial and business policies of the relevant second company, etc.
- (2) An entity prescribed by Ministry of Justice Order as provided in Article 2, item (iv) of the Act is the first company, etc. under that item if a company, etc. controls determinations on the financial and business policies of a stock company as provided in the same item
- (3) The phrase "if a company controls determinations on the financial and business policies" provided in the preceding two paragraphs means the following: (excluding cases where it is found to be clear that no control is exercised over determinations on the financial or business policies of another company, etc., in light of the financial or business relationships; hereinafter the same applies in this paragraph):
- (i) if the ratio of the number of voting rights that the first company (including its subsidiary company or subsidiary corporation, etc. (meaning the relevant other company, etc. over whose financial and business policies a first company, etc. that is other than a company has control); hereinafter the same applies in this paragraph) holds in the second company, etc. (excluding

a company, etc. listed below with which an effective dominant-subordinate relationship is not recognized as existing; hereinafter the same applies in this paragraph) on its own account to the total number of voting rights of the second company, etc. exceeds 50 percent:

- (a) a company, etc. that has become subject to an order for the commencement of rehabilitation proceedings as provided in the Civil Rehabilitation Act (Act No. 225 of 1999);
  - (b) a stock company that has become subject to an order for the commencement of reorganization proceedings as provided in the Corporate Reorganization Act (Act No. 154 of 2002);
  - (c) a company, etc. that has become subject to an order for the commencement of bankruptcy proceedings as provided in the Bankruptcy Act (Act No. 75 of 2004);
  - (d) any other company, etc. equivalent to the companies, etc. listed in (a) through (c);
- (ii) if the voting rights in a second company, etc. that a first company, etc. holds on its own account is 40 percent or greater of the total number of voting rights in a second company, etc. (excluding the cases listed in the preceding item), cases that satisfy any one of the following requirements:
- (a) that the number of the first company's own voting rights (meaning the total number of the following voting rights; the same applies in the following item) in the second company, etc. exceeds 50 percent of the total number of voting rights in the second company, etc.:
    - 1. voting rights held on the first company's own account;
    - 2. voting rights held by persons who are found to exercise their voting rights in accordance with the wishes of the first company, etc. due to a close relationship therewith in terms of investment, personnel, funds, technology, transactions or other particulars;
    - 3. voting rights held by persons who have agreed to exercise their voting rights in accordance with the wishes of the first company, etc.;
  - (b) that the number of the following persons (limited to those capable of exercising influence in connection with determinations on the financial and business policies of the second company, etc.) exceeds 50 percent of the total number of members on the board of directors or other equivalent body of the second company, etc.:
    - 1. officers of the first company, etc.;
    - 2. members who manage business at the first company, etc.;
    - 3. employees of the company, etc.;
    - 4. a person who was a person listed in 1. through 3.;
  - (c) that an agreement, etc. exists under which the first company controls determinations on the important financial and business policies of the

second company, etc.;

- (d) that the amount of financing (including the amount of financing carried out by a party that has a close relationship with the first company, etc. due to investment, personnel, technology, transactions, etc.) (including guarantees on obligations and provision of collateral; the same applies in (d)) that the first company, etc. carries out in the second company, etc. exceeds 50 percent of the total amount of procured funds of the second company, etc. (limited to funds recorded in the section on liabilities in the balance sheet);
  - (e) that other facts exist suggesting that the first company, etc. controls determinations on the financial and business policies of the second company, etc.;
  - (iii) if the number of the first company's own voting rights in the second company, etc. exceeds 50 percent of the total number of voting rights in the second company, etc. (including if the company, etc. does not hold the voting rights on its own account, and excluding the cases listed in the preceding two items), and where any one of the requirements listed from (b) through (e) of the preceding item are satisfied.
- (4) A subsidiary company under Article 135, paragraph (1) of the Act is deemed to be the stock company as provided in Article 2, item (iv) of paragraph (2) with regard to the application of the provisions of paragraph (2) to the parent company under Article 135, paragraph (1) of the Act.

(Subsidiary Companies and Parent Companies)

Article 3-2 (1) An entity prescribed by Ministry of Justice Order as provided in Article 2, item (iii)-2, (b) of the Act is another company, etc. if the person as provided in (b) of the same item controls determinations on the financial and business policies of the relevant other company, etc.

(2) An entity prescribed by Ministry of Justice Order as provided in Article 2, item (iv)-2, (b) of the Act is a person (excluding a person who is a company, etc.) if that person controls determinations on the financial and business policies of the stock company as provided in (b) of the same item.

(3) The case where a person "controls determinations on the financial and business policies" provided in the preceding two paragraphs means the following (excluding cases where it is found to be clear that no control is exercised over determinations on the financial or business policies of another company, etc., in light of the financial or business relationships; hereinafter the same applies in this paragraph):

- (i) if the ratio of the number of voting rights that the person (including its subsidiary company, etc.; hereinafter the same applies in this paragraph) holds in another company, etc. (excluding a company, etc. listed below with

which an effective dominant-subordinate relationship is not recognized as existing; hereinafter the same applies in this paragraph) on its own account to the total number of voting rights of the relevant other company, etc. exceeds 50 percent:

- (a) a company, etc. that has become subject to an order for the commencement of rehabilitation proceedings as provided in the Civil Rehabilitation Act;
  - (b) a stock company that has become subject to an order for the commencement of reorganization proceedings as provided in the Corporate Reorganization Act;
  - (c) a company, etc. that has become subject to an order for the commencement of bankruptcy proceedings as provided in the Bankruptcy Act;
  - (d) any other company, etc. equivalent to the companies, etc. listed in (a) through (c);
- (ii) if the number of voting rights in another company, etc. that the person holds on its own account is 40 percent or greater of the total number of voting rights in the relevant other company, etc. (excluding the cases listed in the preceding item), cases that satisfy any one of the following requirements:
- (a) that the number of the person's own voting rights (meaning the total number of the following voting rights; the same applies in the following item) in another company, etc. exceeds 50 percent of the total number of voting rights in the relevant other company, etc.:
    - 1. voting rights held on the person's own account;
    - 2. voting rights held by persons who are found to exercise their voting rights in accordance with the wishes of the person due to a close relationship therewith in terms of investment, personnel, funds, technology, transactions or other particulars;
    - 3. voting rights held by persons who have agreed to exercise their voting rights in accordance with the wishes of the person;
    - 4. voting rights held by a spouse or a relative within the second degree of kinship of the person (limited to a natural person):
  - (b) that the number of the following persons (limited to those capable of exercising influence in connection with determinations on the financial and business policies of another company, etc.) exceeds 50 percent of the total number of members on the board of directors or other equivalent body of the relevant other company, etc.:
    - 1. the person (limited to a natural person);
    - 2. officers of the person;
    - 3. members who manage business of the person;

4. employees of the person;
  5. a person who was a person listed in 2. through 4.;
  6. a spouse or a relative within the second degree of kinship of the person (limited to a natural person);
- (c) that an agreement, etc. exists under which the person controls determinations on the important financial and business policies of the second company, etc.;
- (d) that the amount of financing (including the amount of financing carried out by persons that have a close relationship with the person due to investment, personnel, technology, transactions, etc. and a spouse or a relative within the second degree of kinship of the person (limited to a natural person)) (including guarantees on obligations and provision of collateral; the same applies in (d)) that the person carries out in another company, etc. exceeds 50 percent of the total amount of procured funds of the relevant other company, etc. (limited to funds recorded in the section on liabilities in the balance sheet);
- (e) that other facts exist suggesting that the person controls determinations on the financial and business policies of another company, etc.;
- (iii) if the number of the person's own voting rights in another company, etc. exceeds 50 percent of the total number of voting rights in the relevant other company, etc. (including where the person does not hold the voting rights on its own account, and excluding the cases listed in the preceding two items), and where any one of the requirements listed from (b) through (e) of the preceding item are satisfied.

(Special Provisions on Special Purpose Companies)

Article 4 Notwithstanding the provisions of Article 3, in cases which fall under any of the following requirements, a special purpose company (meaning a special purpose company as provided in Article 2, paragraph (3) of the Act on Securitization of Assets (Act No. 105 of 1998) and a business entity engaged in business that is the same type as that in which a change of the content of the business has been restricted; hereinafter the same applies in this Article) is presumed not to fall under the category of a subsidiary company of a company that transferred assets to the special purpose company:

- (i) that it has been incorporated for the purpose of causing the owner (including obligees pertaining to the specific borrowings as provided in Article 2, paragraph (12) of the Act on Securitization of Assets and obligees pertaining to similar borrowings) of the securities (including rights that are to be indicated on the securities) it issues to enjoy the gain generated from assets the special purpose company received at a fair price;
- (ii) that the business of the special purpose company is being executed

appropriately in accordance with the purpose thereof.

## **Part II Stock Companies**

### **Chapter I Incorporation**

#### **Section 1 General Rules**

(Incorporation Expenses)

Article 5 Those prescribed by Ministry of Justice Order as provided in Article 28, item (iv) of the Act are as follows:

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

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

Article 6 The means prescribed by Ministry of Justice Order as provided in Article 33, paragraph (10), item (ii) of the Act is that of making the price of the securities prescribed in the same item whichever is larger between the following amounts:

- (i) the closing price in the market on which the securities are traded as of the day of the certification of Article 30, paragraph (1) of the Act (if there is no sales transaction on the date, or if the date falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (ii) if the securities are the target of a tender offer, etc. on the day of certification of Article 30, paragraph (1) of the Act, the price of the securities in the contract in relation to the tender offer, etc. on the relevant date.

(Banks)

Article 7 Those prescribed by Ministry of Justice Order as provided in Article 34, paragraph (2) of the Act are as follows:

- (i) the Shoko Chukin Bank;
- (ii) agricultural cooperatives or federations of agricultural cooperatives engaged in the business of Article 10, paragraph (1), item (iii) of the Agricultural Co-operatives Act (Act No. 132 of 1947);
- (iii) fishing cooperatives, federations of fishing cooperatives, marine products processing cooperatives, and federations of marine products processing

- cooperatives engaged in undertakings set forth in Article 11, paragraph (1), item (iv), or Article 87, paragraph (1), item (iv), or Article 93, paragraph (1), item (ii), or Article 97, paragraph (1), item (ii) of the Fishing Cooperatives Act (Act No. 242 of 1948);
- (iv) credit cooperatives, or federations of cooperatives engaged in undertakings set forth in Article 9-9, paragraph (1), item (i) of the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949);
  - (v) a Shinkin bank or federation of Shinkin banks;
  - (vi) a labor bank or a federation of labor banks;
  - (vii) the Norinchukin bank.

(Incorporators Liable for Disguising the Performance of Contributions)

Article 7-2 The persons prescribed by Ministry of Justice Order as provided in Article 52-2, paragraph (2) of the Act are as follows:

- (i) incorporators and directors at incorporation performing duties related to disguising of performance of contributions (meaning the performance of contributions as provided in Article 35 of the Act; the same applies in the following item);
- (ii) if performance of contributions is disguised pursuant to a resolution at an organizational meeting, the following persons:
  - (a) incorporators who submit proposals related to the disguising of performance of contributions at an organizational meeting;
  - (b) incorporators who consent to adoption of the proposal submission of (a);
  - (c) incorporators and directors at incorporation who deliver explanations regarding particulars related to the disguising of performance of contributions at an organizational meeting.

## **Section 2 Incorporation through Offering Shares for Subscription**

(Particulars to Be Disclosed to Persons Who Wish to Make an Offer)

Article 8 The particulars prescribed by Ministry of Justice Order as provided in Article 59, paragraph (1), item (v) of the Act are as follows:

- (i) the shares issued at incorporation allotted by the incorporator pursuant to the provisions of Article 32, paragraph (1), item (i) of the Act (limited to those for which performance of contributions has been fulfilled) and the number of shares for subscription at incorporation that were subscribed for (if the stock company to be incorporated is a company with multiple-class shares, the classes and the number per class);
- (ii) content of the determination pursuant to the provisions of Article 32, paragraph (2) of the Act;
- (iii) if the articles of incorporation contain provisions to the effect that a

shareholder register administrator is to be appointed, the name, address, and business office of that administrator;

- (iv) particulars as provided in the articles of incorporation (excluding particulars listed in Article 59, paragraph (1), item (i) through item (iv) of the Act and in the preceding item) in which persons who wish to make an offer to the incorporator to subscribe for shares for subscription at incorporation have demanded of the relevant persons that notice be given.

(Particulars Determined in a Convocation)

Article 9 The particulars prescribed by Ministry of Justice Order as provided in Article 67, paragraph (1), item (v) of the Act are as follows:

- (i) if the particulars listed in Article 67, paragraph (1), item (iii) or item (iv) are prescribed, the following:
  - (a) particulars to be stated in the reference documents for an organizational meeting pursuant to the provisions of paragraph (1) of the following Article;
  - (b) if the particulars listed in Article 67, paragraph (1), item (iii) of the Act are prescribed, the time limit on exercise of voting rights in writing (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to Article 68, paragraph (1) of the Act that is a time on or before the date and time of the organizational meeting);
  - (c) if the particulars listed in Article 67, paragraph (1), item (iv) of the Act are prescribed, the time limit on the exercise of voting rights by electronic or magnetic means (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to Article 68, paragraph (1) of the Act that is a time on or before the date and time of the organizational meeting);
  - (d) if the treatment of Article 11, paragraph (1), item (ii) is to be prescribed, the content of that treatment;
  - (e) if a single shareholder at incorporation exercises voting rights in duplicate with respect to the same proposal pursuant to the provisions set forth below, in accordance with the categories of cases listed below, if particulars related to the treatment of the exercise of voting rights by the shareholder at incorporation are decided if the content of the exercise of voting rights with respect to the same proposal differs (excluding the cases prescribed in the following item), those particulars:
    1. if the particulars listed in Article 67, paragraph (1), item (iii) of the Act are prescribed: Article 75, paragraph (1) of the Act;
    2. if the particulars listed in Article 67, paragraph (1), item (iv) of the Act are prescribed: Article 76, paragraph (1) of the Act;

- (ii) if the particulars listed in Article 67, paragraph (1), item (iii) and item (iv) are prescribed, the following:
  - (a) if attempting to perform a delivery (including provision by electronic or magnetic means pursuant to the provisions of Article 70, paragraph (2) of the Act in lieu of the delivery) of voting forms pursuant to the provisions of that Article (meaning the voting forms prescribed in the same paragraph; hereinafter the same applies in this Section) to a shareholder at incorporation if a demand has been made by the shareholder at incorporation who has given consent under Article 68, paragraph (3) of the Act, that fact;
  - (b) if a single shareholder at incorporation exercises voting rights in duplicate with respect to the same proposal pursuant to the provisions of Article 75, paragraph (1) or Article 76, paragraph (1) of the Act, if particulars related to the treatment of the exercise of voting rights by the shareholder at incorporation are decided if the content of the exercise of voting rights with respect to the same proposal differs, those particulars;
- (iii) in cases other than the cases prescribed in item (i), if the following particulars are for the purpose of the organizational meeting, a description of proposals in relation to those particulars:
  - (a) election of officers, etc. at incorporation;
  - (b) amendment of articles of incorporation.

(Reference Documents for Organizational Meetings)

- Article 10 (1) The particulars to be stated in the reference documents for an organizational meeting to be delivered pursuant to the provisions of Article 70, paragraph (1) or Article 71, paragraph (1) of the Act are as follows:
- (i) proposals and reasons for motions;
  - (ii) if the proposal is one that is related to the election of directors at incorporation (if the stock company to be incorporated is a company with an audit and supervisory committee, excluding directors at incorporation who are audit and supervisory committee members at incorporation), the particulars as provided in Article 74 regarding the directors at incorporation;
  - (iii) if the proposal is one that is related to the election of directors at incorporation who are audit and supervisory committee members at incorporation, the particulars as provided in Article 74-3 regarding the directors at incorporation who are audit and supervisory committee members at incorporation;
  - (iv) if the proposal is one that is related to the election of accounting advisor at incorporation, the particulars as provided in Article 75 regarding those accounting advisor at incorporation;
  - (v) if the proposal is one that is related to the election of company auditor at

- incorporation, the particulars as provided in Article 76 regarding those company auditor at incorporation;
- (vi) if the proposal is one that is related to the election of financial auditor at incorporation, the particulars as provided in Article 77 regarding the financial auditor at incorporation;
- (vii) if the proposal is one that is related to the dismissal of officer, etc. at incorporation, the reason for dismissal;
- (viii) beyond what is set forth in the preceding items, particulars recognized as being of reference in the exercise of voting rights by shareholders at incorporation.
- (2) The delivery of the reference documents for an organizational meeting prepared by the incorporator who prescribed the particulars listed in Article 67, paragraph (1), item (iii) and item (iv) of the Act (including provision by electronic or magnetic means in lieu of the delivery) is delivery of reference documents for an organizational meeting pursuant to Article 70, paragraph (1) and Article 71, paragraph (1) of the Act.

(Voting Forms)

Article 11 (1) The particulars to be stated in the voting forms to be delivered pursuant to the provisions of Article 70, paragraph (1) of the Act, and the particulars to be stated on the voting forms to be provided by electronic or magnetic means pursuant to the provisions of Article 71, paragraph (3) or paragraph (4) of the Act, are as follows:

- (i) a field to record support for or opposition to (including abstention, if a field for abstention is provided) each proposal (in the cases listed in (a) or (b) below, the items prescribed in the (a) or (b)):
- (a) in the case of a proposal related to election of two or more officers, etc. at incorporation: The election of respective candidates;
- (b) in the case of a proposal related to the dismissal of two or more officers, etc. at incorporation: The dismissal of the respective officers, etc. at incorporation;
- (ii) if the particulars listed in Article 9, item (i), (d) are prescribed, the details of treatment as an indication of intent either to support, oppose, or abstain from voting on each proposal if a voting form with nothing recorded in any field under the preceding item is presented to the incorporator;
- (iii) if the particulars listed in Article 9, item (i), (e) or item (ii), (b) are prescribed, those particulars;
- (iv) the time limit on exercising voting rights;
- (v) the names of shareholders at incorporation to exercise voting rights and the number of voting rights capable of being exercised (including particulars prescribed in (a) or (b) below in the cases listed in (a) or (b)):

- (a) if the number of voting rights that can be exercised differs for each proposal: The number of voting rights per proposal;
  - (b) if voting rights may not be exercised with regard to some proposals: The proposals for which voting rights may be exercised and the proposals for which voting rights may not be exercised.
- (2) If the particulars listed in Article 9, item (ii), (a) are prescribed, if a demand has been made by a shareholder at incorporation who has given consent under Article 68, paragraph (3) of the Act, an incorporator must perform a delivery (including provision by electronic or magnetic means pursuant to the provisions of paragraph (2) of that Article in lieu of the delivery) of voting forms pursuant to Article 70, paragraph (1) of the Act to the shareholder.

(Relationships That Allow Substantial Control)

Article 12 Where a stock company after formation (including a subsidiary company of the stock company) holds one quarter or more of the total voting rights of a company, etc. which is a shareholder at incorporation of the stock company after formation (including voting rights which cannot be exercised pursuant to the provisions of Article 308, paragraph (1) of the Act or other equivalent laws and regulations other than the Act (including laws and regulations of foreign countries); but excluding voting rights in relation to shares (including items equivalent thereto) for which a voting right cannot be exercised at a shareholder meeting (including convocations equivalent thereto) for all proposals related to the appointment of officer, etc. (excluding financial auditor) and changes to the articles of incorporation (including proposals equivalent to the relevant proposals)), the shareholder at incorporation prescribed in Ministry of Justice Order as provided in Article 72, paragraph (1) of the Act is deemed to be the company, etc. which is the shareholder at incorporation of the stock company after formation (excluding the shareholder at incorporation if a party other than the shareholder at incorporation cannot exercise a voting right for a proposal (limited to cases if the proposal is resolved) at the organizational meeting).

(Time Limit on Exercising Voting Rights in Writing)

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

(Time Limit on Exercising Voting Rights by Electronic or Magnetic Means)

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

(Accountability of Incorporators)

Article 15 The cases prescribed by Ministry of Justice Order as provided in Article 78 of the Act are as follows:

- (i) cases where conducting an investigation is needed in order to provide an explanation of the matters for which a shareholder at incorporation has sought an explanation (excluding as follows):
  - (a) cases where the shareholder at incorporation provided notice of the matter to the incorporator at a reasonable period of time prior to the day of the organizational meeting;
  - (b) cases if the investigation required in order to explain the matter is extremely simple;
- (ii) cases where explaining the matter about which a shareholder at incorporation sought an explanation would infringe upon the rights of the stock company or another corporation after their formation (excluding the shareholder at incorporation);
- (iii) cases where a shareholder at incorporation repeatedly seeks an explanation regarding in essence the same matter at the organizational meeting;
- (iv) beyond the cases set forth in the preceding three items, cases where justifiable grounds exist for not explaining a matter for which a shareholder at incorporation has sought an explanation.

(Minutes of Organizational Meetings)

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

- (2) Minutes of organizational meetings must be prepared in writing or as electronic or magnetic records (meaning electronic or magnetic records as provided in Article 26, paragraph (2) of the Act; the same applies hereinafter except in Part VII, Chapter IV, Section 2).
- (3) Minutes of organizational meetings must include the following:
  - (i) the date, time, and place where the organizational meeting was held;
  - (ii) summary of the progress of the agenda of the organizational meeting and the results thereof;
  - (iii) the names of the incorporators, directors at incorporation, executive officers at incorporation (if the stock company to be incorporated is a company with an audit and supervisory committee, directors at incorporation who are audit and supervisory committee members at incorporation or other directors at incorporation), accounting advisor at incorporation, company auditor at incorporation, and financial auditor at incorporation in attendance

- at the organizational meeting;
  - (iv) the name of the chairperson of the organizational meeting, if any;
  - (v) name of the incorporator performing duties in relation to preparation of the minutes.
- (4) In the cases listed in the following items, the minutes of the organizational meeting are to include the particulars prescribed in each of the following items:
- (i) if a resolution is deemed to have been made at the organizational meeting pursuant to the provisions of Article 82, paragraph (1) of the Act: The following:
    - (a) the content of the matters about which a resolution is deemed to have been made at the organizational meeting;
    - (b) the name of the person proposing (a);
    - (c) the date on which the resolution is deemed to have been made at the organizational meeting;
    - (d) name of the incorporator performing duties in relation to preparation of the minutes;
  - (ii) if a report is deemed to have been made to the organizational meeting pursuant to the provisions of Article 83 of the Act: The following:
    - (a) the content of the particulars about which a report is deemed to have been made to the organizational meeting;
    - (b) the date on which the report is deemed to have been made to the organizational meeting;
    - (c) name of the incorporator performing duties in relation to preparation of the minutes.

(Organizational Meetings of Multiple-Class Shareholders)

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

- (i) Article 9: Matters prescribed by Ministry of Justice Order as provided in Article 67, paragraph (1), item (v) as applied mutatis mutandis pursuant to Article 86 of the Act;
- (ii) Article 10: Reference documents for an organizational meeting of multiple-class shareholders;
- (iii) Article 11: Voting forms for an organizational meeting of multiple-class shareholders;
- (iv) Article 12: Shareholders at incorporation prescribed by Ministry of Justice Order as provided in Article 72, paragraph (1) as applied mutatis mutandis pursuant to Article 86 of the Act;
- (v) Article 13: The time prescribed by Ministry of Justice Order as provided in Article 75, paragraph (1) as applied mutatis mutandis pursuant to Article 86 of the Act;

- (vi) Article 14: The time prescribed by Ministry of Justice Order as provided in Article 76, paragraph (1) as applied mutatis mutandis pursuant to Article 86 of the Act;
- (vii) Article 15: The cases prescribed by Ministry of Justice Order as provided in Article 78 as applied mutatis mutandis pursuant to Article 86 of the Act;
- (viii) the preceding Article: Preparation of minutes pursuant to the provisions of Article 81, paragraph (1) as applied mutatis mutandis pursuant to Article 86 of the Act.

(Election of Directors at Incorporation by Cumulative Voting)

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

- (2) If a demand has been made pursuant to the provisions of Article 89, paragraph (1) of the Act, the incorporator (or the chairperson of the organizational meeting, if any) must disclose prior to a resolution for the appointment of directors at incorporation (if the stock company to be incorporated is a company with an audit and supervisory committee, directors at incorporation who are audit and supervisory committee members at incorporation or other directors at incorporation; hereinafter the same applies in this Article) at an organizational meeting under the same paragraph that directors at incorporation will be elected pursuant to the provisions of Article 89, paragraph (3) through paragraph (5).
- (3) In the case set forth in Article 89, paragraph (4) of the Act, if, in electing directors at incorporation at an organizational meeting under paragraph (1) of that Article, it is not possible to reach the number to be determined at the organizational meeting through the election of the directors at incorporation in the order of number of votes obtained by the respective candidates due to the fact that two or more candidates have obtained the same number of votes, the number of directors at incorporation can be less than the determined number, within the scope of the number to be determined through the election of the directors at incorporation in the order of number of votes obtained by the respective candidates.
- (4) In the case as provided in the preceding paragraph, directors at incorporation in the number obtained by subtracting the number of those regarded as having been elected as directors at incorporation pursuant to the provisions of the preceding paragraph from the number of directors at incorporation to be elected at an organizational meeting under Article 89, paragraph (1) of the Act are elected by a resolution at the organizational meeting, without complying with the provisions of paragraph (3) and paragraph (4) of that Article.

(Incorporators Liable for Disguising the Performance of Payment)

Article 18-2 The persons prescribed by Ministry of Justice Order as provided in Article 103, paragraph (2) of the Act are the following persons:

- (i) incorporators and directors at incorporation performing duties related to disguising of payment (meaning the payment pursuant to the provisions of Article 63, paragraph (1) of the Act; the same applies in the following item);
- (ii) if payment is disguised pursuant to a resolution at the organizational meeting, the following persons:
  - (a) incorporators who submit proposals related to the disguising of payment at the organizational meeting;
  - (b) incorporators who consent to adoption of the proposal submission of (a);
  - (c) incorporators and directors at incorporation who deliver explanations regarding matters related to the disguising of payment at the organizational meeting.

## **Chapter II Shares**

### **Section 1 General Provisions**

(Election of Directors and Company Auditors at General Meetings of Multiple-Class Shareholders)

Article 19 Matters prescribed by Ministry of Justice Order as provided in Article 108, paragraph (2), item (ix), (d) of the Act are as follows:

- (i) if directors (in the case of a company with an audit and supervisory committee, directors who are audit and supervisory committee members or other directors) may be elected at a general meeting of multiple-class shareholders made up of multiple-class shareholders of the relevant class of shares, the following:
  - (a) if outside directors (in the case of a company with an audit and supervisory committee, outside directors who are audit and supervisory committee members or other outside directors; the same applies in (a) and (b)) are to be elected at the general meeting of multiple-class shareholders, that fact and the number of outside directors who are to be elected;
  - (b) if some or all of the outside directors who are to be elected pursuant to the provisions of (a) are to be elected jointly with other multiple-class shareholders, the class of the shares held by the relevant other multiple-class shareholders, and the number of outside directors to be elected jointly;
  - (c) if there are any conditions that would alter the particulars listed in (a) or (b), such conditions, and what the particulars listed in (a) or (b) would be after such alterations if such conditions were fulfilled;
- (ii) if company auditor may be elected at a general meeting of multiple-class

shareholders made up of multiple-class shareholders of the relevant class of shares, the following:

- (a) if outside company auditors are to be elected at the general meeting of multiple-class shareholders, that fact and the number of outside company auditors who are to be elected;
- (b) if some or all of the outside company auditors who are to be elected pursuant to the provisions of (a) are to be elected jointly with other multiple-class shareholders, the class of the shares held by the relevant other multiple-class shareholders, and the number of outside company auditors to be elected jointly;
- (c) if there are any conditions that would alter the particulars listed in (a) or (b), such conditions, and what the particulars listed in (a) or (b) would be after such alterations if such conditions were fulfilled.

(Features of Classes of Shares)

Article 20 (1) The matters prescribed by Ministry of Justice Order as provided in Article 108, paragraph (3) of the Act are, among the features of the classes of shares that differ from those prescribed in each of the following items, those whose features are other than those listed in each of the following items:

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

- (d) the kind of property to be delivered to shareholders of the classes in exchange for acquisition of one share of the classes;
  - (vii) that such stock company will acquire the entirety of such class of shares by resolution at a shareholder meeting: The particulars listed in Article 108, paragraph (2), item (vii), (a) of the Act;
  - (viii) regarding matters to be resolved at a shareholder meeting (or at a shareholder meeting or board of directors meeting for a company with a board of directors, or at a shareholder meeting or board of liquidators meeting for a company with a board of liquidators) that require, in addition to such resolution, a resolution at a general meeting of multiple-class shareholders made up of the multiple-class shareholders of such class of shares: The particulars listed in Article 108, paragraph (2), item (viii), (a) of the Act;
  - (ix) that directors (in the case of a company with an audit and supervisory committee, directors who are audit and supervisory committee members or other directors) or company auditor is to be elected at a general meeting of multiple-class shareholders made up of the multiple-class shareholders of the class of shares: The particulars listed in Article 108, paragraph (2), item (ix), (a) and (b) of the Act.
- (2) The following is not to be construed as including the features of the shares in the preceding paragraph:
- (i) provisions of the articles of incorporation as provided in Article 164, paragraph (1) of the Act;
  - (ii) provisions of the articles of incorporation as provided in Article 167, paragraph (3) of the Act;
  - (iii) provisions of the articles of incorporation as provided in Article 168, paragraph (1) and Article 169, paragraph (2) of the Act;
  - (iv) provisions of the articles of incorporation as provided in Article 174 of the Act;
  - (v) provisions of the articles of incorporation as provided in Article 189, paragraph (2) and Article 194, paragraph (1) of the Act;
  - (vi) provisions of the articles of incorporation as provided in Article 199, paragraph (4) and Article 238, paragraph (4) of the Act.

(Directors Liable for the Furnishing of Benefits)

Article 21 The persons prescribed by Ministry of Justice Order as provided in Article 120, paragraph (4) of the Act are as follows:

- (i) directors and executive officers performing duties related to furnishing benefits (meaning the giving of benefits as provided in Article 120, paragraph (1) of the Act; hereinafter the same applies in this Article);
- (ii) if benefits are furnished pursuant to a resolution of the board of directors,

the following persons:

- (a) directors who approved the resolution of the board of directors;
- (b) directors and executive officers who submitted proposals related to the furnishing of benefits at a board of directors meeting;
- (iii) if the benefits were furnished pursuant to a resolution at a shareholder meeting, the following persons:
  - (a) directors who submitted proposals at the shareholder meeting related to the benefits being furnished;
  - (b) directors who agreed to adopt the proposal to submit (a) (excluding directors of a company with a board of directors);
  - (c) if the proposal to submit (a) is made pursuant to a resolution of the board of directors, the directors who approved the resolution at the board of directors meeting;
  - (d) directors and executive officers who provided an explanation at the shareholder meeting regarding particulars related to the furnishing of benefits.

## **Section 2 Transfer of Shares**

(Demand for Entry of Information in a Shareholder Register)

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

- (i) if an acquirer of shares obtains a final and binding judgment against a person who is stated or recorded in the shareholder register as a shareholder or a general successor of that person ordering that a demand be made pursuant to the provisions of Article 133, paragraph (1) of the Act in relation to the shares acquired by the acquirer of shares, the time if the demand is made by providing documents or other materials certifying the content of the final and binding judgment;
- (ii) if the acquirer of shares makes a demand by providing documents or other materials certifying content having the same effect as the final and binding judgment of the preceding item;
- (iii) in cases where an acquirer of shares is a designated purchaser, if a demand is made by providing documents or other materials certifying that the entirety of the sale price has been paid to the requester for approval of transfer;
- (iv) in cases where an acquirer of shares is a person who has acquired shares of the stock company by general succession, if a demand is made by providing documents or other materials certifying the general succession;
- (v) in cases where an acquirer of shares is a person who has acquired shares of the stock company by auction, if a demand is made by providing documents

- or other materials certifying that the acquisition is done by the auction;
- (vi) in cases where the acquirer of shares is a person who has acquired the entirety of the shares subject to a cash-out issued by the stock company based on a demand to cash out, if the acquirer of shares makes the demand;
  - (vii) in cases where the acquirer of shares is a company that acquired the entirety of the issued shares of the stock company by share exchange (including share exchange on entity conversion), if the acquirer of shares makes the demand;
  - (viii) in cases where the acquirer of shares is a stock company that acquired the entirety of the issued shares of the stock company by share transfer (including share transfer on entity conversion), if the acquirer of shares makes the demand;
  - (ix) in cases where the acquirer of shares is a person who has acquired shares of Article 197, paragraph (1) of the Act, if a demand is made by providing documents or other materials certifying that the entirety of the price in relation to the sale has been paid pursuant to the provisions of paragraph (2) of that Article;
  - (x) in cases where the acquirer of shares is a registrant of a lost share certificate, if the demand is made, on or after the day on which one year has elapsed from the day following the day of registration of the lost share certificate by the acquirer of shares (excluding cases if the registration of the lost share certificate has been cancelled prior to the relevant date);
  - (xi) in cases where the acquirer of shares is a person who has acquired shares in relation to a sale pursuant to the provisions of Article 234, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act), if a demand is made by providing documents or other materials certifying that the entirety of the price in relation to the sale has been paid.
- (2) Notwithstanding the provisions of the preceding paragraph, in cases where a stock company is a company issuing share certificates, the cases prescribed by Ministry of Justice Order as provided in Article 133, paragraph (2) of the Act are as follows:
- (i) if the acquirer of shares presents the share certificates when making a demand;
  - (ii) if the acquirer of shares is a person who has acquired the entirety of the shares subject to a cash-out issued by the stock company based on a demand to cash out, and the acquirer of shares makes the demand;
  - (iii) if the acquirer of shares is a company that acquired the entirety of the issued shares of the stock company by share exchange (including share exchange on entity conversion), and the acquirer of shares makes the demand;

- (iv) if the acquirer of shares is a stock company that acquired the entirety of the issued shares of the stock company by share transfer (including share transfer on entity conversion), and the acquirer of shares makes the demand;
- (v) if an acquirer of shares is a person who has acquired shares of Article 197, paragraph (1) of the Act, if a demand is made by providing documents or other materials certifying that the entirety of the price in relation to the auction pursuant to the provisions of the same paragraph or the sale in relation to the provisions of paragraph (2) of that Article has been paid;
- (vi) if an acquirer of shares is a person who has acquired shares in relation to an auction pursuant to the provisions of Article 234, paragraph (1) or Article 235, paragraph (1) of the Act, or a sale pursuant to the provisions of Article 234, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act), if a demand is made by providing documents or other materials certifying that the entirety of the price in relation to the auction or the sale has been paid.

(Acquisition of Parent Company Shares by a Subsidiary Company)

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

- (i) if a subsidiary company is allotted the parent company shares on the occasion of an absorption-type company split (including acts equivalent to absorption-type company splits pursuant to applicable laws and regulations other than the Act (including the laws and regulations of a foreign country; hereinafter the same applies in this Article));
- (ii) if a subsidiary company is allotted the parent company shares in exchange for treasury shares it holds (including equity interest and other equivalent interests; hereinafter the same applies in this Article), on the occasion of a share exchange (including acts equivalent to share exchanges pursuant to the laws and regulations other than the Act);
- (iii) if a subsidiary company is allotted the parent company shares in exchange for treasury shares it holds, on the occasion of a share transfer (including acts equivalent to share transfers pursuant to the laws and regulations other than the Act);
- (iv) if a subsidiary company acquires the parent company shares without contribution;
- (v) if the parent company shares are delivered to the subsidiary company through a distribution of dividends from surplus or residual assets (including equivalent acts) by another corporation, etc. on the shares of the relevant other corporation, etc. that the subsidiary company holds;
- (vi) if the parent company shares are delivered to the subsidiary company in exchange for the shares of another corporation, etc. that the subsidiary

- company holds, on the occasion of the following acts by that other corporation, etc. with respect to the shares of that other corporation, etc.:
- (a) entity conversion;
  - (b) merger;
  - (c) share exchange (including acts equivalent to share exchanges pursuant to the laws and regulations other than the Act);
  - (d) share transfer (including acts equivalent to share transfers pursuant to the laws and regulations other than the Act);
  - (e) acquisition of shares subject to call (including equivalent shares);
  - (f) acquisition of a share subject to class-wide call (including equivalent shares);
- (vii) if parent company shares are delivered in exchange for the acquisition of share options, etc. in another legal person, etc. that the subsidiary company holds corporation in accordance with the provisions of those share options, etc., and the subsidiary company is delivered those parent company shares;
- (viii) if, in order for a person who is a subsidiary company under Article 135, paragraph (1) of the Act (excluding a company) to deliver its parent company shares as consideration on the occasion of the following acts, the parent company shares are acquired in a range not exceeding the total number of the parent company shares to be delivered as consideration:
- (a) entity conversion;
  - (b) merger;
  - (c) succession to all or part of the rights and obligations that any other corporation, etc. holds in relation to the business due to acts equivalent to an absorption-type company split pursuant to laws and regulations other than the Act;
  - (d) acquisition of the entirety of the shares issued by any other corporation, etc. due to acts equivalent to share exchange pursuant to laws and regulations other than the Act;
- (ix) if the entirety of the business of any other corporation, etc. (excluding a company and foreign companies) is assigned, and parent company shares held by the relevant other legal person, etc. are assigned;
- (x) a case of succeeding to parent company shares by a corporation, etc. that disappears after a merger (excluding a company);
- (xi) a case of succeeding to parent company shares by any other corporation, etc. (excluding a company) due to acts equivalent to an absorption-type company split or an incorporation-type company split;
- (xii) a case where parent company shares are assigned from another subsidiary company of a stock company issuing the parent company shares (limited to a company to which consolidated dividend regulations apply);
- (xiii) if acquiring parent company shares is necessary and indispensable in

order to achieve the purpose of exercising those rights (excluding the cases listed in the preceding items).

(Request for Approval by Acquirers of Shares)

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

- (i) if an acquirer of shares obtains a final and binding judgment against a person who is stated or recorded in the shareholder register as a shareholder or a general successor of that person ordering that a demand be made pursuant to the provisions of Article 137, paragraph (1) of the Act in relation to the shares acquired by the acquirer of shares, the time when the demand is made by providing documents or other materials certifying the content of the final and binding judgment;
  - (ii) if the acquirer of shares makes a demand by providing documents or other materials certifying content that has the same effect as the final and binding judgment of the preceding item;
  - (iii) if an acquirer of shares is a person who has acquired shares of the stock company by auction, and a demand is made by providing documents or other materials certifying that the acquisition is done by that auction;
  - (iv) if the acquirer of shares is a company that acquired the entirety of the shares of the stock company by share exchange on entity conversion, and the acquirer of shares makes the demand;
  - (v) if the acquirer of shares is a stock company that acquired the entirety of the issued shares of the stock company by share transfer (including share transfer on entity conversion), and the acquirer of shares makes the demand;
  - (vi) if the acquirer of shares is a person who has acquired shares of Article 197, paragraph (1) of the Act, and a demand is made by providing documents or other materials certifying that the entirety of the price in relation to the sale has been paid pursuant to the provisions of paragraph (2) of that Article;
  - (vii) if the acquirer of shares is a registrant of a lost share certificate, when the demand is made, on or after the day on which one year has elapsed from the day following the day of registration of the lost share certificate by the acquirer of shares (excluding cases where the registration of the lost share certificate has been cancelled prior to the date);
  - (viii) if the acquirer of shares is a person who has acquired shares in relation to a sale pursuant to the provisions of Article 234, paragraph (2) of the Act (including as applied *mutatis mutandis* pursuant to Article 235, paragraph (2) of the Act), when a demand is made by providing documents or other materials certifying that the entirety of the price in relation to the sale has been paid.
- (2) Notwithstanding the provisions of the preceding paragraph, if a stock

company is a company issuing share certificates, the cases prescribed by Ministry of Justice Order as provided in Article 137, paragraph (2) of the Act are as follows:

- (i) if the acquirer of shares presents the share certificates when making a demand;
- (ii) if the acquirer of shares is a company that acquired the entirety of the shares of the stock company by share exchange on entity conversion, and the Acquirer of shares makes the demand;
- (iii) if the acquirer of shares is a stock company that acquired the entirety of the issued shares of the stock company by share transfer (including share transfer on entity conversion), and the acquirer of shares makes the demand;
- (iv) if an acquirer of shares is a person who has acquired the shares referred to in Article 197, paragraph (1) of the Act, and a demand is made by providing documents or other materials certifying that the entirety of the price in relation to the auction pursuant to the provisions of the same paragraph or the sale in relation to the provisions of paragraph (2) of that Article has been paid;
- (v) if an acquirer of shares is a person who has acquired shares in relation to auction pursuant to the provisions of Article 234, paragraph (1) or Article 235, paragraph (1) of the Act, or a sale pursuant to the provisions of Article 234, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act), if a demand is made by providing documents or other materials certifying that the entirety of the price in relation to the auction or the sale has been paid.

(The Amount of Net Assets Per Share)

Article 25 (1) The method prescribed by Ministry of Justice Order as provided in Article 141, paragraph (2) of the Act is that for valuing the amount of net assets per share of the shares using an amount obtained by multiplying the amount obtained by dividing the reference net asset amount by the minimum number of shares by the share coefficient for the shares for which the amount of net assets per share is to be calculated.

- (2) Regarding the application of the provisions of the preceding paragraph in cases where the stock company is a liquidating stock company on the calculation reference date, the phrase "reference net assets amount" in the same paragraph is deemed to be replaced with "an amount obtained by subtracting the amount recorded in the section on liabilities from the amount recorded in the section on assets on a balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act (if less than zero, then zero)".
- (3) The phrase "reference net assets amount" as provided in paragraph (1) means an amount obtained by subtracting the amount listed in item (vii) from the

total amount of the amounts listed in item (i) through item (vi) (if less than zero, then zero) on the calculation reference date:

- (i) amount of stated capital;
- (ii) amount of capital reserves;
- (iii) amount of retained earnings reserves;
- (iv) amount of surplus as provided in Article 446 of the Act;
- (v) the amount of valuation and translation differences, etc. on the last day of the most recent business year (in the case as provided in Article 461, paragraph (2), item (ii) of the Act, the period under Article 441, paragraph (1), item (ii) of the Act (in cases where two or more of the periods exist, the period with the latest last day)) (in cases where there is no most recent business year, the day of formation of the stock company);
- (vi) book value of share options;
- (vii) total book value of treasury shares and the stock company's own share options.

(4) The phrase "the minimum number of shares" provided in paragraph (1) means the number prescribed in the respective items below, in accordance with the categories of cases listed in each of the items:

- (i) if the company is not a company with multiple-class shares: The total number of issued shares (excluding treasury shares);
- (ii) if the company is a company with multiple-class shares: The total number obtained by multiplying the number in each class of shares (excluding treasury shares) issued by the stock company by the share coefficient in relation to the class of shares.

(5) The phrase "share coefficient" provided in paragraph (1) and item (ii) of the preceding paragraph means 1 (for a company with multiple-class shares, if a number other than 1 is prescribed in order for one share of a certain class to be treated as a number of shares differing from 1 in relation to the application of paragraph (1) and the preceding paragraph with regard the class of shares in the articles of incorporation, the number).

(6) The phrase "calculation reference date" as provided in paragraph (2) and paragraph (3) means the date prescribed in the following items if the amount of net assets per share as provided in the provisions listed in each of those items is calculated:

- (i) Article 141, paragraph (2): The date of notice pursuant to the provisions of paragraph (1) of that Article;
- (ii) Article 142, paragraph (2): The date of notice pursuant to the provisions of paragraph (1) of that Article;
- (iii) Article 144, paragraph (5): The date of notice pursuant to the provisions of Article 141, paragraph (1) of the Act;
- (iv) Article 144, paragraph (5) of the Act, as applied mutatis mutandis

- pursuant to paragraph (7) of that Article: The date of notice pursuant to the provisions of Article 142, paragraph (1) of the Act;
- (v) Article 167, paragraph (3), item (ii): The date of demand pursuant to the provisions of the main clause of Article 166, paragraph (1) of the Act;
- (vi) Article 193, paragraph (5): The date of demand pursuant to the provisions of Article 192, paragraph (1) of the Act;
- (vii) Article 193, paragraph (5) of the Act, as applied mutatis mutandis pursuant to Article 194, paragraph (4) of the Act: The date of demand for the sale of shares less than one unit;
- (viii) Article 283, item (ii): The date of exercising the share option of share option;
- (ix) Article 796, paragraph (2), item (i), (a): The date on which the absorption-type merger agreement, the absorption-type company split agreement, or the share exchange agreement was concluded (if a differing time is specified by the agreement for the date of concluding the agreement (limited to the time from the date the agreement is concluded until immediately before the time the absorption-type merger, absorption-type company split, or share exchange takes effect), that time);
- (x) Article 33, item (ii): The date of demand pursuant to the provisions of the main clause of Article 166, paragraph (1) of the Act.

(Cases Where Approval Is Imputed)

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

- (i) in cases where notice is given pursuant to the provisions of Article 141, paragraph (1) of the Act within 40 days from the date of notification pursuant to the provisions of Article 139, paragraph (2) of the Act (in cases where a shorter period that falls below this is prescribed in the articles of incorporation, that period of time), if the document of paragraph (2) of that Article is not delivered to the requester for approval of transfer within the period of time (excluding a case where a designated purchaser gives notice pursuant to the provisions of Article 142, paragraph (1) of the Act within ten days from the date of notice pursuant to the provisions of Article 139, paragraph (2) of the Act (in cases where a shorter period that falls below this prescribed by the articles of incorporation, that period of time));
- (ii) in cases where a designated purchaser gives notice pursuant to the provisions of Article 142, paragraph (1) of the Act within ten days from the date of notice pursuant to the provisions of Article 139, paragraph (2) of the Act (in cases where a shorter period that falls below this is prescribed in the articles of incorporation, that period of time), if the document of paragraph (2) of that Article is not delivered to the requester for approval of transfer

- within the period of time;
- (iii) if the requester for approval of transfer cancels the contract for the sale and purchase of subject shares between the requester and the stock company or the designated purchaser.

### **Section 3 Acquisition of Treasury Shares by a Stock Company**

(Cases Where Treasury Shares Can Be Acquired)

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

- (i) if shares of the relevant stock company are obtained without contribution;
- (ii) if a stock company's shares are delivered thereto by another corporation, etc. in which the stock company holds shares (including equity interest and others equivalent thereto; hereinafter the same applies in this Article), through a distribution of dividends from surplus or residual assets (including equivalent acts) on the shares of the relevant other corporation, etc.;
- (iii) if a stock company's shares are delivered thereto by another corporation, etc. in which the stock company holds shares, in exchange for the shares of the relevant other corporation, etc., on the occasion of the following acts conducted by the relevant other corporation, etc. with respect to the shares thereof:
- (a) entity conversion;
- (b) mergers;
- (c) share exchange (including acts equivalent to share exchanges pursuant to laws and regulations other than the Act (including the laws and regulations of a foreign country));
- (d) acquisition of shares subject to call (including equivalent shares);
- (e) acquisition of a share subject to class-wide call (including equivalent shares);
- (iv) if based on the provisions of the share options, etc. of another corporation, etc. in which the stock company holds share options, etc., the stock company's shares are to be delivered by the relevant other corporation, etc., in exchange for that other corporation, etc. acquiring share options, etc. in that other corporation, etc., and the stock company has been delivered the shares;
- (v) if a stock company acquires shares in itself response to a share purchase demand as provided in the provisions of Article 116, paragraph (5), Article 182-4, paragraph (4), Article 469, paragraph (5), Article 785, paragraph (5), Article 797, paragraph (5), or Article 806, paragraph (5) of the Act (including the cases if these provisions are applied mutatis mutandis pursuant to other laws and regulations with regard to stock companies);

- (vi) if a stock company succeeds to shares in itself from a corporation, etc. that disappears after a merger (excluding a company);
- (vii) if a stock company has been assigned the entirety of the business undertakings of any other corporation, etc. (excluding companies and foreign companies), and shares of the stock company that were held by the relevant other corporation, etc. are assigned;
- (viii) if it is necessary and indispensable for the stock company to acquire shares in itself in order for it to achieve its purpose through the exercise of the rights attached thereto (excluding the cases listed in the preceding items).

(Period of Notification When Acquiring Treasury Shares from Specific Shareholders)

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

- (i) if the time to dispatch notice pursuant to the provisions of Article 299, paragraph (1) of the Act is a period of time shorter than two weeks from the date of the shareholder meeting (limited to periods of time of at least one week): The time to dispatch the notice;
- (ii) if the time to dispatch notice pursuant to the provisions of Article 299, paragraph (1) of the Act is a period of time shorter than one week from the date of the shareholder meeting: One week before the date of the shareholder meeting;
- (iii) in cases where the shareholder meeting is held without the procedures for convocation pursuant to the provisions of Article 300 of the Act: One week before the date of the shareholder meeting.

(Period for Requesting Addition of Proposals)

Article 29 The time prescribed by Ministry of Justice Order as provided in Article 160, paragraph (3) of the Act is five days before the date of the shareholder meeting of Article 156, paragraph (1) of the Act (if the articles of incorporation prescribe a lesser period of time, that period of time); provided, however, that in the cases listed below, the time is three days before (if the articles of incorporation prescribe a lesser period of time, that period of time).

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

Article 30 The method prescribed by Ministry of Justice Order as provided in Article 161 of the Act is that of making whichever is larger between the

following amounts the price of the shares prescribed in that Article:

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

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

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

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

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

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

- (i) bonds (excluding bonds with share options; hereinafter the same applies in this item): The closing price in the market on which the bonds are traded on the date of the demand pursuant to the provisions of Article 166, paragraph (1) of the Act (hereinafter referred to as "date of the demand" in this Article) (if there is no sales transaction on the date of the demand, or if the date of the demand falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (ii) share options (if the share options are attached to bonds with share options,

the bonds with share options; hereinafter the same applies in this item): The amount whichever larger between the following amounts:

- (a) the closing price in the market on which the share options are traded on the date of the demand (if there is no sales transaction on the date of the demand, or if the date of the demand falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (b) if the share options are the target of a tender offer, etc. on the date of the demand, the price of the share options in the contract in relation to the tender offer, etc. on the date of the demand.

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

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

- (i) in cases where a bond has a fraction: The amount of the bond;
- (ii) in cases where a share option has a fraction: The value to be indicated in the accounting books regarding the share option (if the value cannot be calculated, an amount obtained by subtracting the value of property contributed at the exercise of the share option from the total amount of net assets per share for each share which is an objective of the share option (if less than zero, then zero)).

(Particulars to Be Disclosed in Advance Regarding Acquisition of Shares Subject to Class-Wide Call)

Article 33-2 (1) The matters prescribed by Ministry of Justice Order as provided in Article 171-2, paragraph (1) of the Act are as follows:

- (i) matters related to the appropriateness of consideration for acquisition (meaning the consideration for acquisition as provided in Article 171, paragraph (1), item (i) of the Act; hereinafter the same applies in this Article);
- (ii) particulars to be referenced regarding consideration for acquisition;
- (iii) matters related to financial statements, etc.;
- (iv) if a change occurs in the matters listed in the preceding three items during the interval from after the day on which the documents began to be kept (meaning the earlier of the dates listed in the items of Article 171-2, paragraph (1) of the Act; the same applies in paragraph (4), item (i)) until the day on which the stock company acquires the entirety of the shares subject to class-wide call, the matters after the change.

(2) The "particulars regarding the appropriateness of consideration for

acquisition" as provided in item (i) of the preceding paragraph are particulars regarding the appropriateness of provisions concerning the following particulars and other particulars listed in Article 171, paragraph (1), item (i) and item (ii) of the Act (if those provisions do not exist, the fact that those provisions do not exist):

(i) particulars regarding appropriateness of the total number or total amount of consideration for acquisition;

(ii) the reason why the kind of property was selected as consideration for acquisition;

(iii) if the stock company acquiring the shares subject to class-wide call has a parent company, etc., particulars to be given due consideration so as not to harm the interests of shareholders (excluding the parent company, etc.) of the stock company (if those particulars do not exist, that fact);

(iv) if fractions are expected to be handled pursuant to the provisions of Article 234 of the Act, particulars regarding the means of handling, the amount of money that is expected to be delivered to shareholders by the treatment, and particulars regarding appropriateness of the amount.

(3) The "particulars to be referenced regarding consideration for acquisition" in paragraph (1), item (ii) are the particulars prescribed in each of the following items and particulars equivalent thereto, in accordance with the categories of cases listed below (if consent of the all shareholders of the stock company acquiring the shares subject to class-wide call to not state or record all or a portion of these particulars in the document exists, or electronic or magnetic record as provided in Article 171-2, paragraph (1) of the Act, excluding those particulars for which the consent exists):

(i) if all or a portion of the consideration for acquisition is shares of the stock company: The following particulars:

(a) features of the shares;

(b) the following particulars and other particulars regarding the method of conversion of the consideration for acquisition into cash:

1. the market on which the consideration for acquisition is traded;

2. the person acting as intermediary, broker, or agency for trading in the consideration for acquisition;

3. if a restriction exists on the transfer or other disposition of the consideration for acquisition, the content thereof;

(c) if a market price exists for the consideration for acquisition, particulars regarding price thereof;

(ii) if all or a portion of the consideration for acquisition is shares, equity interest, or the equivalent thereto of a corporation, etc. (excluding shares of the stock company): The following particulars (if the particulars have been indicated in a language other than Japanese, the particulars (excluding

names) indicated in Japanese):

- (a) the provisions of the articles of incorporation or the equivalent thereto of the corporation, etc.;
- (b) if the corporation, etc. is not a company, the content of rights equivalent to the following rights and other rights (excluding those unimportant) in relation to the consideration for acquisition:
  - 1. the right to receive dividends from surplus;
  - 2. the right to receive distributions of residual assets;
  - 3. voting rights at shareholder meetings;
  - 4. if a merger or other acts are carried out, a rightholder's right to demand the purchase of shares held thereby at a fair price;
  - 5. the right to demand to inspect or copy the articles of incorporation or other materials (if the materials have been prepared as electronic or magnetic records, materials that indicate the particulars recorded in the electronic or magnetic records);
- (c) if the corporation, etc. is deemed to have provided information using a language other than Japanese to the shareholders, members, or other equivalent persons (hereinafter referred to as "shareholder, etc." in this item), that language;
- (d) the total number of voting rights or other equivalent rights projected to be held by shareholders, etc. of the corporation, etc. if a shareholder meeting of the corporation, etc. or a meeting equivalent thereto is deemed to have been held on the day on which the stock company acquires the entirety of the shares subject to class-wide call;
- (e) if the corporation, etc. has not registered (if the corporation, etc. is established under the laws and regulations of a foreign country, limited to registration of a foreign company of Article 933, paragraph (1) of the Act or registration of a foreign corporation of Article 2 of the Act on Registration of Foreign Corporations and Registration of Matrimonial Property Contracts (Act No. 14 of 1898)), the following particulars:
  - 1. the name and address of the person representing the corporation, etc.;
  - 2. the names of the officer of the corporation, etc. (excluding persons listed in 1. above);
- (f) the content of financial statements (if no most recent business year exists, the balance sheet on the day of formation of the lcorporation etc.) or the equivalent thereto in relation to the most recent business year of the corporation, etc. (if the corporation, etc. is not a company, the equivalent of the most recent business year; hereinafter the same applies in this item) (including a summary of the content of any audit report or other report equivalent thereto if the financial statements or the equivalent have undergone auditing by a company auditor, audit and supervisory

- committee, audit committee, financial auditor, or the equivalent);
- (g) the particulars prescribed below in accordance with the categories of the cases listed below:
1. if the corporation, etc. is a stock company: content of the business report in relation to the most recent business year of the corporation, etc. (including the content of any audit report if the business report has undergone an audit by a company auditor, audit and supervisory committee, or audit committee);
  2. if the corporation, etc. is other than a stock company: A summary of the content of particulars equivalent to the particulars listed in the items of Article 118 and the items of Article 119 in relation to the most recent business year of the corporation, etc. (including a summary of the content of an audit report or the equivalent thereto, if the particulars have undergone an audit by a company auditor, audit and supervisory committee, audit committee, or the equivalent);
- (h) the content of the balance sheets or the equivalent thereto of the corporation, etc. in relation to each business year the last day of which arrived in the past five years (excluding the following business years):
1. the most recent business year;
  2. if public notice is given of the content of the balance sheet or the equivalent thereto in relation to a certain business year pursuant to the provisions of laws and regulations (including notices equivalent to the measures of Article 440, paragraph (3) of the Act), the business year;
  3. if an annual securities report is submitted to the Prime Minister regarding the content of the balance sheet or the equivalent thereto in relation to a certain business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act, the business year;
- (i) the particulars listed in (b) and (c) of the preceding item;
- (j) if the consideration for acquisition is eligible for a refund by acquisition of treasury shares, refund of equity interest, or another method equivalent thereto, the particulars regarding procedures therefor;
- (iii) if all or a portion of the consideration for acquisition is bonds, share options, or bonds with share options of the stock company: The particulars listed in (b) and (c) of item (i);
- (iv) if all or a portion of the consideration for acquisition is bonds, share options, bonds with share options, or the equivalent thereto of a corporation, etc. (excluding bonds, share options, or bonds with share options of the stock company): The following particulars (if the particulars (excluding names) have been indicated in a language other than Japanese, the particulars

- indicated in Japanese):
- (a) the particulars listed in (b) and (c) of item (i);
  - (b) the particulars listed in (a) and (e) through (h) of item (ii);
  - (v) if all or a portion of the consideration for acquisition is shares, equity interest, bonds, share options, bonds with share options, or the equivalent thereto and property other than monies of the stock company or another corporation, etc.: The particulars listed in (b) and (c) of item (i).
- (4) The "particulars related to financial statements, etc." as provided in paragraph (1), item (iii) refer to the following:
- (i) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at the stock company acquiring shares subject to class-wide call (excluding liquidating stock companies; hereinafter the same applies in this paragraph) after the last day of the most recent business year (if no most recent business year exists, the day of formation of the stock company), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which the documents began to be kept, until the day on which the stock company acquires the entirety of the shares subject to class-wide call);
  - (ii) if the stock company acquiring the shares subject to class-wide call has no most recent business year, the balance sheet on the day of formation of the stock company.

(Particulars for Ex Post Facto Disclosure Regarding Acquisition of Shares Subject to Class-Wide Call)

Article 33-3 The particulars prescribed by Ministry of Justice Order as provided in Article 173-2, paragraph (1) of the Act are as follows:

- (i) the day on which the stock company acquired the entirety of the shares subject to class-wide call;
- (ii) the progress of procedures concerning the request pursuant to the provisions of Article 171-3 of the Act;
- (iii) the progress of procedures pursuant to the provisions of Article 172 of the Act;
- (iv) the number of shares subject to class-wide call acquired by the stock company;
- (v) beyond what is set forth in the preceding items, important particulars regarding acquisition of shares subject to class-wide call.

**Section 3-2 Demand for a Share Cash-Out of Special Controlling Shareholders**

(Wholly-Owned Subsidiary of a Special Controlling Shareholder)

Article 33-4 (1) The corporations prescribed by the Ministry of Justice Order as provided in Article 179, paragraph (1) of the Act are as follows:

- (i) the corporation in which the person as provided in Article 179, paragraph (1) of the Act holds all of the equity interests (excluding a stock company);
  - (ii) the corporation in which the person as provided in Article 179, paragraph (1) of the Act and a specified wholly-owned subsidiary corporation (meaning a stock company in which the person holds the entirety of the issued shares, and the corporation listed in the preceding item; hereinafter the same applies in this paragraph) or a specified wholly-owned subsidiary corporation holds all of the equity interests.
- (2) With regard to the application of the provisions of item (ii) of the preceding paragraph, the corporation listed in the same item is deemed to be a specified wholly-owned subsidiary corporation as provided in that item.

(Particulars Prescribed by Special Controlling Shareholders upon Demand for a Share Cash-Out)

Article 33-5 (1) The particulars prescribed by Ministry of Justice Order as provided in Article 179-2, paragraph (1), item (vi) of the Act are as follows:

- (i) the means of securing funds for the payment of consideration for cash-out (in the case of making a demand to cash out share options (including the demand pursuant to the provisions of Article 179, paragraph (3) of the Act if share options subject to a demand to cash out share options are attached to bonds with share options; the same applies hereinafter) along with a demand to cash out, consideration for cash-out and consideration for share option cash-out);
  - (ii) in the case of prescribing trade terms relating to a demand for a share, etc. cash-out beyond the particulars set forth in Article 179-2, paragraph (1), items (i) through (v) of the Act, such trade terms.
- (2) The phrase "consideration for cash-out" as provided in item (i) of the preceding paragraph means the money set forth in Article 179-2, paragraph (1), item (ii) of the Act (the same applies in Article 33-7, item (i), (a) and item (ii)).
- (3) The phrase "consideration for share option cash-out" as provided in paragraph (1), item (i) means the money set forth in Article 179-2, paragraph (1), item (iv), (b) of the Act (the same applies in Article 33-7, item (i), (a) and item (ii)).

(Particulars to Be Disclosed to Shareholders Subject to a Cash-Out)

Article 33-6 The particulars prescribed by Ministry of Justice Order as provided in Article 179-4, paragraph (1), item (i) of the Act are the particulars listed in paragraph (1), item (ii) of the preceding Article.

(Particulars to Be Disclosed in Advance by the Subject Company)

Article 33-7 The particulars prescribed by Ministry of Justice Order as provided in Article 179-5, paragraph (1), item (iv) of the Act are as follows:

- (i) the following particulars and other particulars regarding the appropriateness of provisions concerning the particulars listed in Article 179-2, paragraph (1), items (ii) and (iii) of the Act (in the case of making a demand to cash out share options along with a demand to cash out, concerning the particulars listed in items (ii) and (iii) and item (iv), (b) and (c) of the same paragraph) (including the judgment of the directors (in the case of a company with a board of directors, the board of directors; the same applies in the following item and item (iii)) of the subject company related to the appropriateness, and the reasons therefor):
  - (a) particulars regarding the appropriateness of the total amount of consideration for cash-out (in the case of making a demand to cash out share options along with a demand to cash out, the total amount of consideration for cash-out and the total amount of consideration for share option cash-out);
  - (b) particulars to be given due consideration so as not to harm the interests of shareholders, etc. subject to a cash-out upon the approval under Article 179-3, paragraph (1) of the Act (if those particulars do not exist, that fact);
- (ii) particulars regarding the appropriateness of provisions concerning the particulars listed in Article 33-5, paragraph (1), item (i) and the prospects for delivery of consideration for cash-out (in the case of making a demand to cash out share options along with a demand to cash out, consideration for cash-out and consideration for share option cash-out) (including the judgment of the directors of the subject company related to the prospects, and the reasons therefor);
- (iii) if there are provisions with respect to the particulars listed in Article 33-5, paragraph (1), item (ii), particulars regarding appropriateness of the provisions (including the judgment of the directors of the subject company related to the appropriateness, and the reasons therefor);
- (iv) the following particulars regarding the subject company:
  - (a) if disposition of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at the subject company after the last day of the most recent business year (if no most recent business year exists, the day of formation of the subject company), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the earlier of the date of notice pursuant to the provisions of Article 179-4, paragraph (1),

- item (i) of the Act or the date of public notice under paragraph (2) of that Article (referred to as the "day on which documents began to be kept" in the following item) until the day on which a special controlling shareholder acquires the entirety of shares, etc. subject to a cash-out);
- (b) if the subject company has no most recent business year, the balance sheet on the day of formation of the subject company;
- (v) if a change occurs in the particulars listed in the preceding items during the interval from after the day on which the documents began to be kept until the day on which a special controlling shareholder acquires the entirety of shares, etc. subject to a cash-out, the particulars after the change.

(Particulars for Ex Post Facto Disclosure by the Subject Company)

Article 33-8 The particulars prescribed by Ministry of Justice Order as provided in Article 179-10, paragraph (1) of the Act are the following:

- (i) the day on which a special controlling shareholder acquired the entirety of the shares, etc. subject to a cash-out;
- (ii) the progress of procedures concerning the request pursuant to the provisions of Article 179-7, paragraph (1) or (2) of the Act;
- (iii) the progress of procedures pursuant to the provisions of Article 179-8 of the Act;
- (iv) the number of shares subject to a cash-out which the special controlling shareholder has acquired based on a demand to cash out (if the subject company is a company with multiple-class shares, the classes of the shares subject to a cash-out and the number of shares for each class);
- (v) the number of share options subject to a cash-out which the special controlling shareholder has acquired based on a demand to cash out share options;
- (vi) if the share options subject to a cash-out as provided in the preceding item are attached to bonds with share option, the total of the amounts for each bond with respect to such bonds with share option (limited to those which the special controlling shareholder has acquired based on a demand to cash out);
- (vii) beyond what is set forth in the preceding items, important particulars regarding acquisition of shares, etc. subject to a cash-out relating to a demand for a share, etc. cash-out.

### **Section 3-3 Consolidation of Shares**

(Particulars to Be Disclosed in Advance Regarding Consolidation of Shares)

Article 33-9 The particulars prescribed by Ministry of Justice Order as provided in Article 182-2, paragraph (1) of the Act are as follows:

- (i) the following particulars and other particulars regarding the

appropriateness of provisions concerning the particulars listed in Article 180, paragraph (2), items (i) and (iii) of the Act:

- (a) if the stock company consolidating shares has a parent company, etc., particulars to be given due consideration so as not to harm the interests of shareholders (excluding the parent company, etc.) of the stock company (if no such particulars exist, that fact);
- (b) if the handling of fractions pursuant to the provisions of Article 235 of the Act is expected, particulars regarding the means of handling those fractions, the amount of money that is expected to be delivered to shareholders, and particulars regarding appropriateness of that amount;
- (ii) the following particulars concerning the stock company consolidating shares (excluding liquidating stock companies; hereinafter the same applies in this item):
  - (a) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at the stock company after the last day of the most recent business year (if no most recent business year exists, the day of formation of the stock company), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which the documents began to be kept (meaning the earlier of the dates listed in the items of Article 182-2, paragraph (1) of the Act; the same applies in the following item) until the day on which the consolidation of shares becomes effective);
  - (b) if there is no most recent business year for the stock company, the balance sheet on the day of formation of the stock company;
- (iii) if a change occurs in the particulars listed in the preceding two items during the interval from after the day on which the documents began to be kept until the day on which the consolidation of shares becomes effective, the particulars after the change.

(Particulars for Ex Post Facto Disclosure Regarding Consolidation of Shares)

Article 33-10 The particulars prescribed by Ministry of Justice Order as provided in Article 182-6, paragraph (1) of the Act are as follows:

- (i) the day on which the consolidation of shares became effective;
- (ii) the progress of procedures concerning the request pursuant to the provisions of Article 182-3 of the Act;
- (iii) the progress of procedures pursuant to the provisions of Article 182-4 of the Act;
- (iv) the total number of issued shares (for a company with multiple-class shares, issued shares of the classes set forth in Article 180, paragraph (2),

- item (iii) of the Act) as of the time the consolidation of shares became effective;
- (v) beyond what is set forth in the preceding items, important particulars regarding consolidation of shares.

#### **Section 4 Share Units**

(Share Units)

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

(Rights on Shares of Less than One Unit)

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

- (i) the right to make the requests listed in the items of Article 31, paragraph (2) of the Act;
- (ii) the right to demand the delivery of documents that contain the information required to be entered in the shareholder register pursuant to the provisions of Article 122, paragraph (1) of the Act (in the case as provided in Article 154-2, paragraph (3) of the Act, including the fact that shares held by the shareholder are included in trust property) or the provision of electronic or magnetic records in which the information required to be entered in the shareholder register is recorded;
- (iii) the right to make the requests listed in the items of Article 125, paragraph (2) of the Act;
- (iv) the right to make the request pursuant to the provisions of Article 133, paragraph (1) of the Act (limited to a request in the case of acquisition on the following grounds):
  - (a) inheritance or other general succession;
  - (b) acquisition of the entirety of shares subject to a cash-out based on a demand to cash out;
  - (c) succession to the rights and obligations that another company holds in relation to business undertakings, through an absorption-type company split or an incorporation-type company split;
  - (d) acquisition of all the issued shares of another stock company in a share exchange or share transfer;
  - (e) a sale pursuant to the provisions of Article 197, paragraph (2) of the Act;
  - (f) a sale pursuant to the provisions of Article 234, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act);

- (g) auction;
  - (v) the right to make the request pursuant to the provisions of Article 137, paragraph (1) of the Act (limited to a request in the case of acquisition on the grounds listed from (a) through (f) in the preceding item);
  - (vi) the right to be delivered money which a special controlling shareholder delivers as consideration for acquisition of shares subject to a cash-out based on a demand to cash out;
  - (vii) the right to be delivered monies, etc. as a result of the following acts by a stock company:
    - (a) consolidation of shares;
    - (b) splitting of shares;
    - (c) allotment of share options without contribution;
    - (d) dividends from surplus;
    - (e) entity conversion;
  - (viii) the right of persons prescribed in the following items to be delivered monies, etc. as a result of the following acts by a stock company:
    - (a) absorption-type merger (including merger with a party other than the company, limited to the case where the stock company disappears as a result of the merger): The entity surviving after the absorption-type merger;
    - (b) consolidation-type merger (including merger with a party other than the company): The entity incorporated in the consolidation-type merger;
    - (c) share exchange: The wholly-owning parent company resulting from a share exchange;
    - (d) share transfer: The wholly-owning parent company incorporated in the share transfer.
- (2) Notwithstanding the provisions of the preceding paragraph, if a stock company is a company issuing share certificates, the rights prescribed by Ministry of Justice Order as provided in Article 189, paragraph (2), item (vi) of the Act are as follows:
- (i) the rights listed in item (i), item (iii), and items (vi) through (viii) of the preceding paragraph;
  - (ii) the right to make the requests under the provisions of Article 133, paragraph (1) of the Act;
  - (iii) the right to make the requests under the provisions of Article 137, paragraph (1) of the Act;
  - (iv) the right to demand issuance of share certificates pursuant to the provisions of Article 215, paragraph (4) and Article 217, paragraph (6) of the Act in cases other than cases prescribed in the articles of incorporation per Article 189, paragraph (3) of the Act;
  - (v) the right to make an offer not to possess share certificates pursuant to the

provisions of Article 217, paragraph (1) of the Act in cases other than cases prescribed in the articles of incorporation under Article 189, paragraph (3) of the Act.

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

Article 36 The means prescribed by Ministry of Justice Order as provided in Article 193, paragraph (1), item (i) of the Act is that of making whichever is larger between the following amounts the price of the shares prescribed in the same item:

- (i) the closing price in the market on which the shares are traded on the date of the demand pursuant to the provisions of Article 192, paragraph (1) of the Act (hereinafter referred to as "date of the demand" in this Article) (if there is no sales transaction on the date of the demand, or if the date of the demand falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (ii) if the shares are the target of a tender offer, etc. on the date of the demand, the price of the shares in the contract in relation to the tender offer, etc. on the date of the demand.

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

Article 37 The method prescribed by Ministry of Justice Order as provided in Article 193, paragraph (1), item (i) of the Act, as applied mutatis mutandis pursuant to Article 194, paragraph (4), item (iv) of the Act is the method of making whichever is larger between the following amounts the price of the shares in relation to the demand for the sale of shares less than one unit:

- (i) the closing price in the market on which the shares are traded on the date of the demand for the sale of shares less than one unit (hereinafter referred to as "date of the demand" in this Article) (if there is no sales transaction on the date of the demand, or if the date of the demand falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (ii) if the shares are the target of a tender offer, etc. on the date of the demand, the price of the shares in the contract in relation to the tender offer, etc. on the date of the demand.

## **Section 5 Omission of Notices to Shareholders**

(Sale Price of Shares with Market Price)

Article 38 The means prescribed by Ministry of Justice Order as provided in Article 197, paragraph (2) of the Act is that of making the amount as provided in each of the following items the price of the shares prescribed in the same

paragraph, in accordance with the categories of cases listed below:

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

(Particulars to Be Disclosed)

Article 39 The particulars prescribed by Ministry of Justice Order as provided in Article 198, paragraph (1) of the Act are as follows:

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

## **Section 6 Issuance of Shares for Subscription**

(Cases Where Notice of Subscription Requirements Is Not Required)

Article 40 The cases prescribed by Ministry of Justice Order as provided in Article 201, paragraph (5) of the Act are cases if a stock company reports or submits the following documents (limited to documents that have as their content particulars equivalent to the subscription requirements as provided in the same paragraph) pursuant to the provisions of the Financial Instruments and Exchange Act (including cases if the particulars to be stated in the documents are provided by electronic or magnetic means pursuant to the provisions of the same Act) by two weeks prior to the day as provided in paragraph (3) of that Article of the Act, and are the times at which the Prime Minister provides the documents for public inspection continuously from the

day of two weeks before the day to the day pursuant to the provisions of the same Act:

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

(Particulars to Be Disclosed to Persons Who Wish to Make an Offer)

Article 41 The particulars prescribed by Ministry of Justice Order as provided in Article 203, paragraph (1), item (iv) of the Act are as follows:

- (i) the total number of authorized shares (for a company with multiple-class shares, including the total number of authorized shares in a class for each class of shares);
- (ii) if the particulars listed in the items under Article 107, paragraph (1) as the features of shares issued by a stock company (excluding companies with multiple-class shares), the features of the shares;
- (iii) if a stock company (limited to a company with multiple-class shares) is required to issue shares of differing features for the particulars listed in the items of Article 108, paragraph (1) of the Act, the features of each class of shares (if the articles of incorporation contain provisions regarding a class of shares under paragraph (3) of that Article, if the stock company does not prescribe the features of the class of shares based on the provisions of the articles of incorporation, an outline of the features of the class of shares);
- (iv) if the articles of incorporation contain provisions regarding share units, those share units (for a company with multiple-class shares, the share units for each class of shares);
- (v) if the following provisions are present in the articles of incorporation, those provisions:
  - (a) provisions of the articles of incorporation as provided in Article 139,

- paragraph (1), Article 140, paragraph (5), or Article 145, item (i) or item (ii) of the Act;
- (b) provisions of the articles of incorporation as provided in Article 164, paragraph (1) of the Act;
- (c) provisions of the articles of incorporation as provided in Article 167, paragraph (3) of the Act;
- (d) provisions of the articles of incorporation as provided in Article 168, paragraph (1) and Article 169, paragraph (2) of the Act;
- (e) provisions of the articles of incorporation as provided in Article 174 of the Act;
- (f) provisions of the articles of incorporation as provided in Article 347 of the Act;
- (g) provisions of the articles of incorporation as provided in Article 26, item (i) and item (ii) of the Act;
- (vi) if the articles of incorporation contain provisions to the effect that a shareholder register administrator is to be appointed, the name, address, and business office of that administrator;
- (vii) particulars as provided in the articles of incorporation (excluding particulars listed from Article 203, paragraph (1), item (i) through item (iii) of the Act and in each of the preceding items) of which persons who wish to make an offer to the stock company to subscribe for shares for subscription request notice from the relevant persons.

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

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

- (i) if the stock company provides particulars to be stated in the prospectus pursuant to the provisions of the Financial Instruments and Exchange Act by electronic or magnetic means;
- (ii) if the stock company provides a prospectus or other equivalent document or other material pursuant to the laws and regulations of a foreign country.

(Particulars to Be Disclosed to Shareholders)

Article 42-2 The particulars prescribed by Ministry of Justice Order as provided in Article 206-2, paragraph (1) of the Act are as follows:

- (i) the name and address of the special subscriber (meaning the special subscriber as provided in Article 206-2, paragraph (1) of the Act; hereinafter the same applies in this Article);
- (ii) the number of voting rights that the special subscriber (including its

- subsidiaries, etc.; the same applies in items (v) and (vii)) will hold if the special subscriber becomes a shareholder of shares for subscription that the special subscriber subscribed;
- (iii) the number of voting rights relating to the shares for subscription under the preceding item;
  - (iv) the number of voting rights of all shareholders if all subscribers of shares for subscription become shareholders of the shares for subscription that they subscribed;
  - (v) the judgment of the board of directors related to allotment of shares for subscription to the special subscriber or the execution of a contract under Article 205, paragraph (1) of the Act with the special subscriber, and the reasons therefor;
  - (vi) in the case of a stock company which has outside directors, if the judgment of the board of directors under the preceding item differs from the opinion of the outside directors, such opinion;
  - (vii) the opinion of the company auditors, audit and supervisory committee, or audit committee related to allotment of shares for subscription to the special subscriber or the execution of a contract under Article 205, paragraph (1) of the Act with the special subscriber.

(Cases Where Notice to Shareholders Is Not Required)

Article 42-3 The cases prescribed by Ministry of Justice Order as provided in Article 206-2, paragraph (3) of the Act are cases if a stock company reports or submits the documents listed in the items of Article 40 (limited to documents that have as their content particulars equivalent to the particulars listed in the items of the preceding Article) pursuant to the provisions of the Financial Instruments and Exchange Act (including cases if the particulars to be stated in the documents are provided by electronic or magnetic means pursuant to the provisions of the same Act) by two weeks prior to the day as provided in Article 206-2, paragraph (1) of the Act, and are the times at which the Prime Minister provides the documents for public inspection continuously from the day of two weeks before the day to the day pursuant to the provisions of the Financial Instruments and Exchange Act.

(First Day of the Period for Giving Notice of Opposition If Notice to Shareholders Is Not Required)

Article 42-4 The day prescribed by Ministry of Justice Order as provided in Article 206-2, paragraph (4) of the Act is the day on which a stock company reports or submits the documents under the preceding Article (in the case of providing the particulars to be stated in the documents by electronic or magnetic means pursuant to the provisions of the Financial Instruments and

Exchange Act, provides the particulars) pursuant to the provisions of the same Act.

(Directors Liable for Disguising Performance of Contributions)

Article 46-2 The persons prescribed by Ministry of Justice Order as provided in Article 213-3, paragraph (1) of the Act are as follows:

- (i) directors and executive officers performing duties related to disguising of performance of contributions (meaning the performance of contributions as provided in Article 208, paragraph (3) of the Act; hereinafter the same applies in this Article);
- (ii) if performance of contributions is disguised pursuant to a resolution of the board of directors, the following persons:
  - (a) directors who approved the resolution of the board of directors;
  - (b) directors and executive officers who submit proposals regarding disguising of performance of contributions at the board of directors;
- (iii) if performance of contributions is disguised pursuant to a resolution at a shareholder meeting, the following persons:
  - (a) directors who submit proposals regarding disguising of performance of contributions at the shareholder meeting;
  - (b) directors who consent to adoption of the proposal submission of (a) (excluding directors of a company with a board of directors);
  - (c) if the proposal submission of (a) is made pursuant to a resolution of the board of directors, directors who approved the resolution of the board of directors;
  - (d) directors and executive officers who deliver explanations regarding particulars regarding disguising the performance of contributions at the shareholder meeting.

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

Article 43 The means prescribed by Ministry of Justice Order as provided in Article 207, paragraph (9), item (iii) of the Act is that of making whichever is larger between the following amounts the price of securities prescribed in the same item:

- (i) the closing price in the market on which the securities are traded on the date for determining the value in Article 199, paragraph (1), item (iii) of the Act (hereinafter referred to as "date of value determination" in this Article) (if there is no sales transaction on the date of value determination, or if the date of value determination falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (ii) if the securities are the target of a tender offer, etc. on the date of value

determination, the price of the securities in the contract in relation to the tender offer, etc. on the date of value determination.

(Directors Liable in Case of Shortfall in Value of Property Contributed)

Article 44 The persons prescribed by Ministry of Justice Order as provided in Article 203, paragraph (1), item (i) of the Act are as follows:

- (i) directors and executive officers performing duties regarding determination of value of properties contributed in kind (meaning properties contributed in kind as prescribed in Article 207, paragraph (1) of the Act; hereinafter the same applies from this Article through Article 46);
- (ii) if the shareholder meeting has passed a resolution regarding determination of the value of properties contributed in kind, the directors and executive officers who delivered explanations regarding particulars regarding value of the properties contributed in kind at the shareholder meeting;
- (iii) if the board of directors has passed a resolution regarding determination of the value of properties contributed in kind, the directors who approved the resolution of the board of directors meeting.

Article 45 The persons prescribed by Ministry of Justice Order as provided in Article 203, paragraph (1), item (ii) of the Act are as follows:

- (i) directors who proposed a proposal related to determination of the value of properties contributed in kind at a shareholder meeting;
- (ii) directors who consent to adoption of the proposal submission of preceding item (excluding directors of a company with a board of directors);
- (iii) if the proposal submission of item (i) is made pursuant to a resolution of the board of directors, the directors who approved the resolution of the board of directors meeting.

Article 46 Those prescribed by Ministry of Justice Order as provided in Article 213, paragraph (1), item (iii) of the Act are directors and executive officers who proposed a proposal regarding the determination of the value of properties contributed in kind to the board of directors.

## **Section 7 Share Certificates**

(Request for Registration of a Lost Share Certificate)

Article 47 (1) Any request pursuant to the provisions of Article 223 of the Act (hereinafter referred to as a "request for the registration of a lost share certificate" in this Article) must be made pursuant to the provisions of this Article.

(2) The request for registration of a lost share certificate must disclose the name

and address of the person who is requesting the registration of the lost share certificate (in the following paragraph, referred to as a "person requesting registration of a lost share certificate") as well as the serial numbers of the lost share certificate.

- (3) If a person requesting the registration of a lost share certificate wishes to request the registration of a lost share certificate, that person must provide the stock company with the materials prescribed in each of the following items, in accordance with the categories of cases listed below:
- (i) if the person requesting the registration of a lost share certificate is a person stated or recorded in the shareholder register as the shareholder or as the registered pledgee of shares of the shares in relation to the share certificates: material certifying the fact of the loss of share certificates;
  - (ii) in cases other than the case listed in the preceding item: Materials listed as follows:
    - (a) materials certifying that the person requesting the registration of the lost share certificate possessed the share certificate in relation to the request for the registration of a lost share certificate on or after the date stated or recorded in the shareholder register as the date of acquisition of Article 121, item (iii) of the Act for the shares in relation to the share certificate;
    - (b) materials certifying the fact of the loss of share certificates.
- (4) Regarding the application of the provisions of item (ii) of the preceding paragraph if the share certificate in relation to the registration of a lost share certificate is related to shares for which the provisions of Article 121, item (iii) of the Act are not applied due to the provisions of Article 2 of the Cabinet Order Prescribing Transitional Measures that Accompany the Enforcement of the Act on the Arrangement of Relevant Acts Incidental to the Enforcement of the Companies Act, (Cabinet Order No. 367 of 2005), the word "following" in the same item is replaced by "in (b)".

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

(Application for Cancellation by the Registrant of a Lost Share Certificate)  
Article 49 An application pursuant to the provisions of Article 226, paragraph (1) of the Act must disclose the name and address of the registrant of the lost share certificate who is filing the application, as well as the serial number of the share certificate registered as a lost share certificate.

## **Section 8 Miscellaneous Provisions**

(Market Price in the Case of Treatment of Shares with Fractions Resulting from Issue of Shares)

Article 50 The means prescribed by Ministry of Justice Order as provided in Article 234, paragraph (2) of the Act is that of making the amounts as provided in each of following items the price of the shares prescribed in the same item, in accordance with the categories of cases listed below:

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

(Market Price in the Case of Handling Bonds with Fractions)

Article 51 The means prescribed by Ministry of Justice Order as provided in Article 234, paragraph (2) of the Act, as applied mutatis mutandis pursuant to the provisions of paragraph (6) of that Article is that of making the amount prescribed in each of as follows items the price of the assets sold pursuant to the provisions of paragraph (2) of that Article, as applied mutatis mutandis pursuant to paragraph (6) of that Article, in accordance with the categories of cases listed below:

- (i) if the bonds or share options prescribed in Article 234, paragraph (6) of the Act are sold through transactions in a market: The price at sale by the transactions;
- (ii) in cases other than the case listed in the preceding item, if bonds (excluding bonds for bonds with share options; hereinafter the same applies in this item) are sold: The closing price in the market on which the bonds are traded on the date of the sale pursuant to the provisions of Article 234, paragraph (2) of the Act, as applied mutatis mutandis pursuant to paragraph (6) of the same Act (hereinafter referred to as "date of the sale" in this Article) (if there is no sales transaction on the date of the sale, or if the date of the sale falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);

(iii) in cases other than the case listed in item (i), if share options (if the share option is attached to a bond with share options, the bond with share options; hereinafter the same applies in this item) are sold: whichever is larger between the following amounts:

- (a) the closing price in the market on which the share options are traded on the date of the sale (if there is no sales transaction on the date of sale, or if the date of the sale falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (b) if the share options are the target of a tender offer, etc. on the date of the sale, the price of the share options in the contract in relation to the tender offer, etc. on the date of the sale.

(Market Price in the Case of Treatment of Shares with Fractions Resulting from a Share Split)

Article 52 The means prescribed by Ministry of Justice Order as provided in Article 234, paragraph (2) of the Act, as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act is that of making the amount prescribed in each of as follows items the price of the shares sold pursuant to Article 234, paragraph (2) of the Act, as applied mutatis mutandis pursuant to Article 235, paragraph (2) of the Act, in accordance with the categories of cases listed below:

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

### **Chapter III Share Options**

(Cases Where Notice of Subscription Requirements Is Not Required)

Article 53 The cases prescribed by Ministry of Justice Order as provided in Article 240, paragraph (4) of the Act are cases if a stock company reports or

submits the following documents (limited to documents having particulars equivalent to subscription requirements as provided in Article 238, paragraph (1) of the Act as the content) pursuant to the provisions of the Financial Instruments and Exchange Act (including cases if the particulars stated in the documents are provided by electronic or magnetic means pursuant to the provisions of the same Act) by two weeks prior to the day of allotment (meaning the day of allotment as provided in Article 238, paragraph (1), item (iv) of the Act; the same applies in Article 55-4), and are the times at which the Prime Minister provides the documents for public inspection continuously from the day of two weeks before the day of allotment to the day of allotment pursuant to the provisions of the Financial Instruments and Exchange Act:

- (i) the registration statement of Article 5, paragraph (1) of the Financial Instruments and Exchange Act in cases from Article 4, paragraph (1) through paragraph (3) of the same Act in which reports are filed (including amendment statements);
- (ii) the shelf registration statement as provided in Article 23-3, paragraph (1) of the Financial Instruments and Exchange Act and the shelf registration supplements as provided in Article 23-8, paragraph (1) of the same Act (including amendment shelf registration statements);
- (iii) securities reports as provided in Article 24, paragraph (1) of the Financial Instruments and Exchange Act (including revised securities reports);
- (iv) quarterly securities reports as provided in Article 24-4-7, paragraph (1) of the Financial Instruments and Exchange Act (including amendment statements);
- (v) semiannual securities reports as provided in Article 24-5, paragraph (1) of the Financial Instruments and Exchange Act (including amendment statements);
- (vi) extraordinary reports as provided in Article 24-5, paragraph (4) of the Financial Instruments and Exchange Act (including amendment statements).

(Particulars Disclosed to Persons Who Wish to Make an Offer)

Article 54 The particulars prescribed by Ministry of Justice Order as provided in Article 242, paragraph (1), item (iv) of the Act are as follows:

- (i) the total number of authorized shares (for a company with multiple-class shares, including the total number of authorized shares in a class for each class of shares);
- (ii) if the particulars listed in the items under Article 107, paragraph (1) as the features of shares issued by a stock company (excluding companies with multiple-class shares), the features of the shares;
- (iii) if a stock company (limited to a company with multiple-class shares) is required to issue shares of differing features for the particulars listed in the

- items of Article 108, paragraph (1) of the Act, the features of each class of shares (if the articles of incorporation contain provisions regarding a class of shares per paragraph (3) of that Article, if the stock company does not prescribe the content of the class of shares based on a provision of the articles of incorporation, an outline of the features of the class of shares);
- (iv) if the articles of incorporation contain provisions regarding share units, those share units (for a company with multiple-class shares, the share units for each class of shares);
- (v) if the following provisions are present in the articles of incorporation, those provisions:
- (a) provisions of the articles of incorporation as provided in Article 139, paragraph (1), Article 140, paragraph (5), or Article 145, item (i) or item (ii) of the Act;
  - (b) provisions of the articles of incorporation as provided in Article 164, paragraph (1) of the Act;
  - (c) provisions of the articles of incorporation as provided in Article 167, paragraph (3) of the Act;
  - (d) provisions of the articles of incorporation as provided in Article 168, paragraph (1) and Article 169, paragraph (2) of the Act;
  - (e) provisions of the articles of incorporation as provided in Article 174 of the Act;
  - (f) provisions of the articles of incorporation as provided in Article 347 of the Act;
  - (g) provisions of the articles of incorporation as provided in Article 26, item (i) or item (ii) of the Act;
- (vi) if the articles of incorporation contain provisions to the effect that a shareholder register administrator is appointed, the name, address, and business office of that administrator;
- (vii) particulars as provided in the articles of incorporation (excluding particulars listed from Article 242, paragraph (1), item (i) through item (iii) of the Act and in each of the preceding items) of which persons who wish to make an offer to the stock company to subscribe for share options for subscription request notice from the relevant persons.

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

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

- (i) if the stock company provides particulars stated in the prospectus pursuant to the provisions of the Financial Instruments and Exchange Act by

- electronic or magnetic means;
- (ii) if the stock company provides a prospectus or other equivalent document or other material pursuant to the laws and regulations of a foreign country.

(Particulars Disclosed to Shareholders)

Article 55-2 The particulars prescribed by Ministry of Justice Order as provided in Article 244-2, paragraph (1) of the Act are as follows:

- (i) the name and address of the special subscriber (meaning the special subscriber as provided in Article 244-2, paragraph (1) of the Act; hereinafter the same applies in this Article and paragraph (3) of the following Article);
- (ii) the largest number of voting rights that the special subscriber (including its subsidiary, etc.; hereinafter the same applies in this Article and paragraph (3) of the following Article) will hold if the special subscriber becomes a shareholder of shares issued (meaning the shares issued as provided in Article 244-2, paragraph (2) of the Act; the same applies in the following item and paragraph (3) of the following Article) related to share options for subscription that the special subscriber subscribed;
- (iii) the largest number of voting rights relating to the shares issued under the preceding item;
- (iv) the largest number of voting rights of all shareholders in the case prescribed in item (ii);
- (v) the judgment of the board of directors related to allotment of share options for subscription to the special subscriber or the execution of a contract under Article 244, paragraph (1) of the Act with the special subscriber, and the reasons therefor;
- (vi) in the case of a stock company which has outside directors, if the judgment of the board of directors under the preceding item differs from the opinion of the outside directors, such opinion;
- (vii) the opinion of the company auditors, audit and supervisory committee, or audit committee related to allotment of share options for subscription to the special subscriber or the execution of a contract under Article 244, paragraph (1) of the Act with the special subscriber.

(Shares Issued)

Article 55-3 (1) The shares prescribed by Ministry of Justice Order as provided in Article 244-2, paragraph (2) of the Act are as follows:

- (i) if there is a provision on the particulars listed in (a) or (b) below as the content of share options for subscription, shares which are objectives of the share options specified in (a) or (b) (referred to as "share options which are consideration for acquisition" in the following item and the following paragraph):

- (a) particulars listed in Article 236, paragraph (1), item (vii), (f) of the Act: another share options referred to in (f) of the same item;
  - (b) particulars listed in Article 236, paragraph (1), item (vii), (g) of the Act: the share options attached to the bonds with share options referred to in (g) of the same item;
  - (ii) if there is a provision on the particulars listed in Article 236, paragraph (1), item (vii), (d) as the content of share options which are consideration for acquisition, the shares referred to in (d) of the same item.
- (2) With regard to the application of the provisions of the preceding paragraph, the share options specified in item (i), (a) or (b) of the same paragraph if there is a provision on the particulars listed in (a) or (b) as the content of share options which are consideration for acquisition are deemed share options which are consideration for acquisition.
- (3) If the number of shares issued is decided by a method of deciding it based on the market value or any other indicator on any single day after the day of deciding to allot share options for subscription to a special subscriber or executing the contract under Article 244, paragraph (1) of the Act with a special subscriber (hereinafter referred to as the "day of deciding allotment, etc." in this paragraph) or by any other calculation method, the number of the shares issued is the number calculated by deeming that the shares issued were issued on the day immediately preceding the day of deciding allotment, etc.

(Cases Where Notifying Shareholders Is Not Required)

Article 55-4 The cases prescribed by Ministry of Justice Order as provided in Article 244-2, paragraph (4) of the Act are cases where a stock company reports or submits the documents listed in the items of Article 53 (limited to documents that have as their content particulars equivalent to those listed in the items of Article 55-2) pursuant to the provisions of the Financial Instruments and Exchange Act (including cases where the particulars stated in the documents are provided by electronic or magnetic means pursuant to the provisions of the same Act) by two weeks prior to the day of allotment, and are the times at which the Prime Minister provides the documents for public inspection continuously from the day of two weeks before the day of allotment to the day of allotment pursuant to the provisions of the same Act.

(First Day of the Period for Giving Notice of Opposition If Notice to Shareholders Is Not Required)

Article 55-5 The day prescribed by Ministry of Justice Order as provided in Article 244-2, paragraph (5) of the Act is the day on which a stock company reports or submits the documents under the preceding Article (in the case of providing the particulars stated in the documents by electronic or magnetic

means pursuant to the provisions of the Financial Instruments and Exchange Act, provides the particulars) pursuant to the provisions of the same Act.

(Demand for the Entry of Particulars Stated in the Share Option Registry)

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

- (i) if an acquirer of share options has obtained a final and binding judgment against a person who is stated or recorded in the share option registry as a holder of share options or a general successor thereof, and where the judgment orders that a demand be made pursuant to the provisions of Article 260, paragraph (1) in relation to the share options acquired by the acquirer of share options, if that person has provided documents or other materials certifying the content of the final and binding judgment when making the demand;
  - (ii) if the acquirer of share options provides documents or other materials certifying content to the same effect as the final and binding judgment under the preceding item when making the demand;
  - (iii) if the acquirer of share options is a person who has acquired share options of the stock company by general succession, and that person has provided documents or other materials certifying general succession when making the demand;
  - (iv) if the acquirer of share options is a person who has acquired share options in the relevant stock company by auction, and that person has provided documents or other materials certifying the acquisition by auction when making the demand;
  - (v) if the acquirer of share options is a person who has acquired the entirety of the share options subject to a cash-out issued by the stock company based on demand to cash out share options, if the acquirer of share options makes the demand.
- (2) Notwithstanding the provisions of the preceding paragraph, if the share options acquired by the acquirer of share options are share option certificates or are those attached to bonds with share option certificates, the cases prescribed by Ministry of Justice Order as provided in Article 260, paragraph (2) of the Act are as follows:
- (i) if the acquirer of share options presents the share option certificates or certificates of bonds with share options when making a demand;
  - (ii) if the acquirer of share options is a person who has acquired the entirety of the share options subject to a cash-out issued by the stock company based on a demand to cash out share options, and the acquirer of share options makes a demand.

(Requests for Approval by Acquirers of Share Options)

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

- (i) if an acquirer of share options has obtained a final and binding judgment against a person who is stated or recorded in the share option registry as a holder of share options or a general successor thereof, and where the judgment orders that a demand be made pursuant to the provisions of Article 263, paragraph (1) in relation to the share options acquired by the acquirer of share options, if that person has provided documents or other materials certifying the content of the final and binding judgment when making the demand;
  - (ii) if the acquirer of share options provides documents or other materials certifying content to the same effect as the final and binding judgment under the preceding item when making the demand;
  - (iii) if an acquirer of share options is a person who has obtained share options in the relevant stock company by auction, and that person has provided documents or other materials certifying the acquisition by auction when making the demand.
- (2) Notwithstanding the provisions of the preceding paragraph, if the share options acquired by the acquirer of share options are share option certificates or are those attached to bonds with share option certificates, the case prescribed by Ministry of Justice Order as provided in Article 263, paragraph (2) of the Act is where the acquirer of share options presents the share option certificates or certificates of bonds with share options when making the demand.

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

Article 58 The means prescribed by Ministry of Justice Order as provided in Article 283, item (i) of the Act is that of deeming whichever of the following amounts is larger as the price of the shares prescribed in that item:

- (i) the closing price in the market on which the shares are traded on the date of exercising a share option (hereinafter referred to as "date of exercising a share option" in this Article) (if there is no sales transaction on the date of exercising a share option, or if the date of exercising a share option falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (ii) if shares are the target of a tender offer, etc. on the date of exercising a share option, the price of the shares in the contract in relation to the tender offer, etc. on the date of exercising a share option.

(Securities with a Market Price That Do Not Require an Investigation by an Inspector)

Article 59 The means prescribed by Ministry of Justice Order as provided in Article 284, paragraph (9), item (iii) of the Act is that of making the price of the securities prescribed in that item whichever is larger between the following amounts:

- (i) the closing price in the market on which the securities are traded on the date of exercising a share option (hereinafter referred to as the "date of exercising a share option" in this Article) (if there is no sales transaction on the date of exercising a share option, or if the date of exercising a share option falls on a holiday for the relevant market, the execution price of the first sales transaction after that point);
- (ii) if securities are the target of a tender offer, etc. on the date of exercising a share option, the price of the securities in the contract in relation to that tender offer, etc. on the date of exercising the share option.

(Directors to Assume Liability in Cases of a Shortfall in the Value of Contributed Assets)

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

- (i) directors and executive officers performing duties regarding determination of value of properties contributed in kind (meaning properties contributed in kind as provided in Article 284, paragraph (1) of the Act; hereinafter the same applies from this Article through Article 62);
- (ii) if a shareholder meeting has passed a resolution regarding determination of the value of properties contributed in kind, the directors and executive officers who delivered explanations on particulars regarding value of the properties contributed in kind at that shareholder meeting;
- (iii) if the board of directors has passed a resolution regarding determination of the value of properties contributed in kind, the directors who approved the resolution of the board of directors meeting.

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

- (i) directors who proposed a proposal related to determination of the value of properties contributed in kind at a shareholder meeting;
- (ii) directors who consent to adoption of the proposal submission of the preceding item (excluding directors of a company with a board of directors);
- (iii) if the proposal submission of item (i) is made pursuant to a resolution of the board of directors, the directors who approved the resolution of the board of directors meeting.

Article 62 Those prescribed by Ministry of Justice Order as provided in Article 286, paragraph (1), item (iii) of the Act are directors and executive officers who proposed a proposal regarding the determination of the value of properties contributed in kind to the board of directors.

(Directors Liable for Disguising the Payment of Share Options)

Article 62-2 The persons prescribed by Ministry of Justice Order as provided in Article 286-3, paragraph (1) of the Act are as follows:

- (i) directors and executive officers performing duties related to disguising of payment, etc. (meaning the payment or delivery as provided in the items of Article 286-2, paragraph (1) of the Act; hereinafter the same applies in this Article);
- (ii) if payment, etc. is disguised pursuant to a resolution of the board of directors, the following persons:
  - (a) directors who approved the resolution of the board of directors;
  - (b) directors and executive officers who submit proposals regarding the disguising of payment, etc. at the board of directors;
- (iii) if payment, etc. is disguised pursuant to a resolution at a shareholder meeting, the following persons:
  - (a) directors who submit proposals regarding the disguising of payment, etc. at the shareholder meeting;
  - (b) directors who consent to adoption of the proposal submission of (a) (excluding directors of a company with a board of directors);
  - (c) if the proposal submission of (a) is made pursuant to a resolution of the board of directors, directors who approved the resolution of the board of directors;
  - (d) directors and executive officers who deliver explanations on particulars regarding disguising of payment, etc. at the shareholder meeting.

## **Chapter IV Organs**

### **Section 1 Shareholder Meetings and General Meetings of Multiple-Class Shareholders**

#### **Subsection 1 General Rules**

(Matters Determined in a Convocation)

Article 63 The particulars prescribed by Ministry of Justice Order as provided in Article 298, paragraph (1), item (v) of the Act are as follows:

- (i) if the shareholder meeting as provided in Article 298, paragraph (1), item (i) of the Act is the annual shareholder meeting, and the date under the same item is one that falls under any of the following conditions, the reason for

determining that date and time (where the date falls under condition (b), limited to when a special reason exists for having decided on that date and time):

- (a) that the date is one that is markedly distant from the date corresponding to that of the annual shareholder meeting for the previous business year;
  - (b) if a stock company is a public company, that a great many other stock companies (limited to public companies) are holding annual shareholder meetings on the same date as the aforementioned date;
- (ii) if the location of the shareholder meeting as provided in Article 298, paragraph (1), item (i) of the Act is a location that is significantly distant from any of the locations of shareholder meetings held in the past (excluding as follows:), the reason for having decided on that place:
- (a) if the location is prescribed by the articles of incorporation;
  - (b) if all shareholders who will not be present at the shareholder meeting consent to the meeting being held at the location;
- (iii) if the particulars listed in Article 298, paragraph (1), item (iii) or item (iv) have been prescribed, the following particulars (excluding if the articles of incorporation provide for the particulars listed from (b) through (d) and (f) and a determination has been made to delegate the decisions on these particulars to the directors):
- (a) the particulars stated in reference documents for the shareholder meeting pursuant to the provisions of the following subsection (excluding the particulars listed in Article 85-2, item (iii), Article 85-3, item (iii), Article 86, item (iii) and item (iv), Article 87, item (iii) and item (iv), Article 88, item (iii) and item (iv), Article 89, item (iii), Article 90, item (iii), Article 91, item (iii), and Article 92, item (iii));
  - (b) if a certain time is prescribed as the time limit on the exercising voting rights in writing (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to the provisions of Article 299, paragraph (1) of the Act that is a time on or before the date and time of the shareholder meeting), that certain time;
  - (c) if a certain time is prescribed as the time limit on the exercising voting rights by electronic or magnetic means (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to the provisions of Article 299, paragraph (1) of the Act that is a time on or before the date and time of the shareholder meeting), that certain time;
  - (d) if the treatment of Article 66, paragraph (1), item (ii) is prescribed, the content of that treatment;
  - (e) particulars not to be stated in reference documents for a shareholder meeting provided to shareholders pursuant to taking the measures of

Article 94, paragraph (1);

- (f) if for a single proposal pursuant to the provisions set forth below, a single shareholder has exercised voting rights multiple times in accordance with the categories of cases listed below, the particulars have been decided in relation to the treatment of such a shareholder's votes and the content of some of the votes differs from that of others for the same proposal (excluding the cases prescribed in the following item), those particulars:
  - 1. if particulars listed in Article 298, paragraph (1), item (iii) are prescribed: Article 311, paragraph (1) of the Act;
  - 2. if particulars listed in Article 298, paragraph (1), item (iv) are prescribed: Article 312, paragraph (1) of the Act;
- (iv) if the particulars listed in Article 298, paragraph (1), item (iii) and item (iv) have been prescribed, the following particulars (excluding the particulars if the articles of incorporation provide for the particulars listed from (a) or (b)):
  - (a) if attempting to perform a delivery (including provision by electronic or magnetic means pursuant to the provisions of paragraph (2) of that Article in lieu of the delivery) of voting forms pursuant to Article 301, paragraph (1) of the Act (meaning the voting forms prescribed in Article 301, paragraph (1) of the Act; hereinafter the same applies in this Section) to a shareholder after a demand has been made by the shareholder who has given consent under Article 299, paragraph (3) of the Act, that fact;
  - (b) if for a single proposal, a single shareholder has exercised voting rights multiple times pursuant to the provisions of Article 311, paragraph (1) or Article 312, paragraph (1) of the Act, particulars have been decided in relation to the treatment of such a shareholder's votes and the content of some of the votes differs from that of others for the same proposal, those particulars;
- (v) regarding exercising voting rights by proxy pursuant to the provisions of Article 300, paragraph (1) of the Act, if the means of certifying the right of representation (including proxy qualifications), the number of proxies, and other particulars relevant to exercising voting rights by proxy are prescribed (excluding cases where the particulars are as provided in the articles of incorporation), those particulars;
- (vi) if the means of notice as provided in Article 313, paragraph (2) of the Act is prescribed (excluding cases where the articles of incorporation provide for the means of that notice), those means;
- (vii) in cases other than the cases as provided in item (iii), if the following particulars are part of the objective of the shareholder meeting, a description of proposals in relation to the particulars (if proposals have not been finalized, that fact):

- (a) election of officers, etc.;
- (b) remuneration of officers, etc.;
- (c) acquisition of shares subject to class-wide call;
- (d) consolidation of shares;
- (e) solicitation of persons to subscribe for shares for subscription in the cases as provided in Article 199, paragraph (3) or Article 200, paragraph (2) of the Act;
- (f) solicitation of persons to subscribe for share options for subscription in the cases as provided in the items of Article 238, paragraph (3) and the items of Article 239, paragraph (2) of the Act;
- (g) business transfer, etc.;
- (h) amendment of articles of incorporation;
- (i) merger;
- (j) absorption-type company split;
- (k) succession to all or part of the rights and obligations held by another company in relation to its business by absorption-type company split;
- (l) incorporation-type company split;
- (m) share exchange;
- (n) acquisition of all issued shares of another stock company by share exchange;
- (o) Share Transfer.

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

Article 64 Those prescribed by Ministry of Justice Order as provided in Article 298, paragraph (2) of the Act are stock companies if a director of the stock company (if a shareholder convokes a shareholder meeting pursuant to the provisions of Article 297, paragraph (4) of the Act, the shareholder) solicits all shareholders as provided in Article 298, paragraph (2) of the Act (including as applied following the deemed replacement of terms pursuant to the provisions of paragraph (3) of that Article) to bestow upon a third party the exercise of voting rights by delivering a proxy form at notice of the shareholder meeting pursuant to the provisions of the Financial Instruments and Exchange Act.

(Reference Documents for Shareholder Meetings)

Article 65 (1) The particulars stated in reference documents for a shareholder meeting delivered pursuant to the provisions of Article 301, paragraph (1) or Article 302, paragraph (1) of the Act are governed by the provisions of the following Subsection.

(2) The delivery of reference documents for a shareholder meeting prepared by the stock company for which the particulars listed in Article 298, paragraph (1),

item (iii) and item (iv) of the Act are prescribed (including provision by electronic or magnetic means in lieu of the delivery) is the delivery of reference documents for a shareholder meeting pursuant to Article 301, paragraph (1) and Article 302, paragraph (1) of the Act.

- (3) The directors, with respect to particulars that should be in reference documents for a shareholder meeting and which are to be revised, if circumstances have arisen in the interval from the day the notice of convocation (meaning the notice pursuant to the provisions of Article 299, paragraph (2) or paragraph (3) of the Act; hereinafter the same applies in this Section) was dispatched until the day before the shareholder meeting, may give the notice of convocation together with notice of the means of making shareholders aware of the particulars after revision.

#### (Voting Forms)

Article 66 (1) The particulars stated on the voting forms given pursuant to the provisions of Article 301, paragraph (1) of the Act, or the particulars stated on the voting forms provided by electronic or magnetic means pursuant to the provisions of Article 302, paragraph (3) or paragraph (4) of the Act are as follows:

- (i) a field to record the support for or the opposition to (including abstention, if an abstention field is provided) each proposal (in the cases listed below from (a) through (c), the items prescribed in the (a) through (c)):
  - (a) in the case of a proposal related to election of two or more officers, etc.:  
Election of respective candidates;
  - (b) in the case of a proposal related to dismissal of two or more officers, etc.:  
dismissal of the respective officers, etc.;
  - (c) in the case of a proposal regarding refusal to reelect two or more financial auditor: The refusal to reelect the respective financial auditor;
- (ii) if there are provisions with respect to the particulars listed in Article 63, item (iii), (d), the content treated as an indication of intent either to support, oppose, or abstain from voting on each proposal if a voting form with nothing recorded in the field of item (i) is presented to the stock company;
- (iii) if there are provisions with respect to the particulars listed in Article 63, item (iii), (f) or item (iv), (b) are prescribed, those particulars;
- (iv) the time limit on exercising voting rights;
- (v) the names of shareholders to exercise voting rights and the number of voting rights capable of being exercised (including particulars prescribed in (a) or (b) below in the cases listed in the (a) or (b)):
  - (a) in cases where the number of voting rights capable of being exercised by the shareholder differs for each proposal: The number of voting rights per proposal;

- (b) in cases where voting rights may not be exercised with regard to some proposals: The proposals for which voting rights may be exercised and the proposals for which voting rights may not be exercised.
- (2) In cases where there are provisions with respect to the particulars listed in Article 63, item (iv), (a), if a demand has been made by a shareholder who has given consent under Article 299, paragraph (3) of the Act, the stock company must perform a delivery (including provision by electronic or magnetic means pursuant to the provisions of paragraph (2) of that Article in lieu of the delivery) of voting forms pursuant to Article 301, paragraph (1) of the Act.
- (3) Among particulars included in the content of a notice of convocation provided to shareholders in relation to the same shareholder meeting, if there are particulars that have been stated in the voting forms, the particulars need not be included in the content of the notice of convocation.
- (4) Among particulars stated on the voting forms provided to shareholders in relation to the same shareholder meeting (limited to particulars listed from paragraph (1), item (ii) through item (iv)), if particulars deemed content of the notice of convocation are present, the particulars need not be stated on the voting forms.

(Relationships That May Allow Substantial Control)

- Article 67 (1) The shareholder prescribed in Ministry of Justice Order as provided in Article 308, paragraph (1) of the Act is deemed to be an entity that is the shareholder in the event that a stock company (including a subsidiary company of the stock company) holds one quarter or more of the total voting rights (including voting rights which cannot be exercised pursuant to the provisions of laws and regulations (including the laws and regulations of foreign countries) other than the same paragraph or equivalent Acts, but excluding voting rights in relation to shares (including items equivalent thereto) for which a voting right cannot be exercised at a shareholder meeting (including items equivalent thereto) for all proposals regarding appointment of officers, etc. (excluding financial auditor) and changes to the articles of incorporation; hereinafter referred to as "voting rights subject to cross-holding restrictions" in this Article) in the shareholder's company, etc. (excluding if an entity other than the shareholder cannot exercise a voting right for a proposal (limited to cases where the proposal is resolved) for the shareholder meeting of the stock company).
- (2) In the case of the preceding paragraph, the numbers of voting rights subject to cross-holding restriction owned by a stock company or any of its subsidiary companies as well as the total number of voting rights subject to cross-holding restriction (hereinafter referred to as "number of subject voting rights" in this Article) are the number of subject voting rights on the day of the shareholder

meeting of the stock company.

- (3) Notwithstanding the provisions of the preceding paragraph, if a specified record date (meaning the record date as provided in Article 124, paragraph (1) of the Act for prescribing the persons who can exercise voting rights at the shareholder meeting; hereinafter the same applies in this Article) is prescribed, the number of subject voting rights is the number on the specified record date; provided, however, that in the cases listed in as follows items, the number of subject voting rights is that on the date established therein:
- (i) if subsequent to the specified record date all of the voting rights subject to cross-holding restriction are acquired through a share exchange, a share transfer, or some other act performed by the stock company or any of its subsidiary companies: The date on which the act becomes effective;
  - (ii) if the number of subject voting rights increases or decreases (excluding the case listed in the preceding item), and the stock company becomes aware during the interval from the specified record date to the date on which all of the particulars listed in the items of Article 298, paragraph (1) of the Act with respect to the shareholder meeting are decided (if the stock company prescribes a date subsequent thereto, to the prescribed date) that the voting rights attached to the stock company shares owned by a person who is the shareholder of paragraph (1) can be exercised or cannot be exercised as a result of the increase or decrease: The date on which the stock company became aware of the fact.
- (4) Notwithstanding the provisions of item (ii) of the preceding paragraph, the stock company may calculate the number of subject voting rights, taking into consideration matters (including the fact that the stock company was aware of the increase or decrease set forth in item (ii) of the preceding paragraph) occurring in the interval from the date on which all of the matters listed in the items of Article 298, paragraph (1) of the Act with respect to the shareholder meeting are decided (if the stock company prescribes a date subsequent thereto, from the prescribed date) to the date of the shareholder meeting.

(Amount of Deficit)

Article 68 The means prescribed by Ministry of Justice Order as provided in Article 309, paragraph (2), item (ix), (b) of the Act is that of making whichever is larger between the following amounts the amount of deficit:

- (i) zero;
- (ii) the amount obtained by subtracting the distributable amount from zero.

(Time Limit on Exercising Voting Rights in Writing)

Article 69 The time prescribed by Ministry of Justice Order as provided in Article 311, paragraph (1) of the Act is the end of business hours immediately

prior to the date of the shareholder meeting (if the particulars listed in Article 63, item (iii), (b) are prescribed, the special time of (b) of the same item).

(Time Limit on Exercising Voting Rights by Electronic or Magnetic Means)

Article 70 The time prescribed by Ministry of Justice Order as provided in Article 312, paragraph (1) of the Act is the end of business hours immediately prior to the date of the shareholder meeting (if the particulars listed in Article 63, item (iii), (c) are prescribed, the special time of (c) of the same item).

(Accountability of Directors)

Article 71 The cases prescribed Ministry of Justice Order as provided in Article 314 of the Act are as follows:

- (i) cases where investigation needs to be performed in order to provide an explanation of the particulars for which a shareholder has sought an explanation (excluding the following cases):
  - (a) cases where the shareholder provided notice of the matter to the stock company a reasonable period of time prior to the day of the shareholder meeting;
  - (b) cases where the investigation required in order to explain the matter is extremely simple;
- (ii) cases where explaining the matter about which a shareholder sought an explanation would infringe the rights of the stock company or another corporation (excluding the shareholder);
- (iii) cases where a shareholder repeatedly seeks an explanation regarding in essence the same matter at the shareholder meeting;
- (iv) beyond the cases set forth in the preceding three items, cases where justifiable grounds exist for not explaining a matter for which a shareholder has sought an explanation.

(Minutes)

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

- (2) Minutes of the shareholder meeting must be prepared in writing or as electronic or magnetic records.
- (3) Minutes of the shareholder meeting must include the following information:
  - (i) the date, time, and place where the shareholder meeting was held (including the means of attendance of directors (in the case of a company with an audit and supervisory committee, directors who are audit and supervisory committee members or other directors; the same applies in item (iv)), executive officers, accounting advisor, company auditors, financial auditor, or

- shareholders who were not physically present at the shareholder meeting);
  - (ii) summary of the progress of the agenda of the shareholder meeting and the results thereof;
  - (iii) if opinions or oral statements are offered at the shareholder meeting pursuant to the following provisions, a summary of those opinions or oral statements:
    - (a) Article 342-2, paragraph (1) of the Act;
    - (b) Article 342-2, paragraph (2) of the Act;
    - (c) Article 342-2, paragraph (4) of the Act;
    - (d) Article 345, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) and paragraph (5) of that Article);
    - (e) Article 345, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) and paragraph (5) of that Article);
    - (f) Article 361, paragraph (5) of the Act;
    - (g) Article 361, paragraph (6) of the Act;
    - (h) Article 377, paragraph (1) of the Act;
    - (i) Article 379, paragraph (3) of the Act;
    - (j) Article 384 of the Act;
    - (k) Article 387, paragraph (3) of the Act;
    - (l) Article 389, paragraph (3) of the Act;
    - (m) Article 398, paragraph (1) of the Act;
    - (n) Article 398, paragraph (2) of the Act;
    - (o) Article 399-5 of the Act;
  - (iv) the names of directors, executive officers, accounting advisor, company auditors, or financial auditor who attended the shareholder meeting;
  - (v) the name of the chairperson of the shareholder meeting, if any;
  - (vi) the name of the director performing duties in relation to preparation of the minutes.
- (4) In the cases listed in the following items, the minutes of the shareholder meeting are to have the particulars prescribed in each item as content:
- (i) if a resolution is deemed to have been adopted at the shareholder meeting pursuant to the provisions of Article 319, paragraph (1) of the Act: The following particulars:
    - (a) the content of the particulars about which a resolution is deemed to have been made at the shareholder meeting;
    - (b) the name of the person proposing the matter of (a);
    - (c) the date on which the resolution is deemed to have been made at the shareholder meeting;
    - (d) the name of the director performing duties in relation to preparation of the minutes;
  - (ii) if a report is deemed to have been made to the shareholder meeting

pursuant to the provisions of Article 320 of the Act: The following particulars:

- (a) the content of the particulars about which a report is deemed to have been made to the shareholder meeting;
- (b) the date on which the report is deemed to have been made to the shareholder meeting;
- (c) the name of the director performing duties in relation to preparation of the minutes.

## **Subsection 2 Reference Documents for Shareholder Meetings**

### **Division 1 General Rules**

Article 73 (1) Reference documents for a shareholder meeting must state the following:

- (i) proposals;
  - (ii) reasons for the proposal (limited to those for which the proposals relate to presentation of officers, including content explained at the shareholder meeting in the case of a proposal for which certain particulars must be explained);
  - (iii) a summary of a report, if the report is to be provided at the shareholder meeting related to a proposal pursuant to the provisions of Article 384 or Article 389, paragraph (3) or Article 399-5 .
- (2) Beyond particulars prescribed in this Section, reference documents for a shareholder meeting may state particulars recognized as of reference regarding the exercising voting rights by shareholders.
- (3) Among particulars stated in reference documents for a shareholder meeting provided to shareholders in relation to that meeting, if there are particulars that have been stated in other documents or that have been provided by electronic or magnetic means, these particulars need not be stated in the reference documents for a shareholder meeting provided to shareholders. In this case, the fact that there are particulars that have been stated in other documents or that have been provided by electronic or magnetic means must be disclosed.
- (4) Among particulars deemed as content of a notice of convocation provided to shareholders in relation to the same shareholder meeting or of a business report provided to shareholders pursuant to the provisions of Article 437 of the Act, if particulars are stated in the reference documents for the shareholder meeting, the particulars need not be included in the content of the notice of convocation provided to shareholders or of the business report provided to shareholders pursuant to the provisions of Article 437 of the Act.

## Division 2 Election of Officers

(Proposals on the Election of Directors)

Article 74 (1) In cases where a director submits a proposal regarding election of directors (if the stock company is a company with an audit and supervisory committee, excluding directors who are audit and supervisory committee members; the same applies in item (ii) of as follows paragraph), the reference documents for the shareholder meeting must state the following:

(i) the names, dates of birth, and brief biographical outlines of candidates;

(ii) if the person has not yet received consent to assume the director position, that fact;

(iii) if the stock company is a company with an audit and supervisory committee, if the audit and supervisory committee has an opinion pursuant to the provisions of Article 342-2, paragraph (4) of the Act, a summary of the content of that opinion;

(iv) if a contract under Article 427, paragraph (1) of the Act has been concluded, or is concluded, between a candidate and the stock company, a summary of the content of that contract.

(2) In the case prescribed in the preceding paragraph, if the stock company is a public company, the reference documents for the shareholder meeting must state the following:

(i) the number shares of the stock company held by the candidates (in the case of a company with multiple-class shares, the classes of shares and the number per class);

(ii) if a fact exists that falls under an important concurrent holding of positions as prescribed in Article 121, item (viii) if a candidate were to assume office as a director of the stock company, that fact;

(iii) if a relationship exists between a candidate and the stock company wherein either is a specially interested party, a summary of the facts;

(iv) if a candidate currently is a director of the stock company, the position and assignment at the stock company.

(3) In the case prescribed in paragraph (1), if the stock company is a public company and is the subsidiary company, etc. of another corporation, the reference documents for the shareholder meeting must state the following:

(i) if a candidate currently is the relevant other corporation (limited to a natural person), that fact;

(ii) if a candidate currently is an executive of the relevant other company (including a subsidiary company, etc. (excluding the stock company) of the relevant other corporation; hereinafter the same applies in this paragraph), the position and assignment at the relevant other corporation;

(iii) if the stock company is aware that a candidate was an executive of the

relevant other company in the past five years, the position and assignment at the relevant other company.

- (4) In the case prescribed in paragraph (1), if a candidate is a candidate for outside director, the reference documents for the shareholder meeting must state the following (excluding the particulars in item (iii) through item (vii) if the stock company is not a public company):
- (i) the fact that the candidate is a candidate for outside director;
  - (ii) the reason why the candidate is designated as a candidate for outside director;
  - (iii) if the candidate currently is an outside director of the stock company (limited to an outside officer; hereinafter the same applies in this paragraph), if a fact exists of a violation of laws and regulations or the articles of incorporation or other unfair execution of business at the stock company during the term in office after the candidate was most recently elected (excluding those unimportant), that fact and a summary of the actions taken by the candidate to prevent the occurrence of the fact and the actions taken in response after the occurrence of the fact;
  - (iv) if the candidate has held office in the past five years as a director, executive officer, or company auditor of another stock company, if the stock company is aware that a fact exists of a violation of laws and regulations or the articles of incorporation or other unfair execution of business during the term in office at the relevant other stock company, that fact (excluding those unimportant, and including a summary of the actions taken by the candidate to prevent the occurrence of the fact and the actions taken in response after the occurrence of the fact if the candidate was an outside director or company auditor at the relevant other stock company);
  - (v) if the candidate is a person who was not involved in the past in the management of a company (including a foreign company) by a method other than serving as an outside director or outside company auditor (limited to an outside officer), the reason why the stock company has determined that the candidate, having no involvement in management, is capable of properly executing the duties as an outside director;
  - (vi) if the stock company is aware that the candidate falls under any of the following, that fact:
    - (a) the candidate had been an executive or an officer (excluding an executive; the same applies in (c) and (e), 2.) of the stock company or its subsidiary company in the past;
    - (b) the candidate is a parent company, etc. (limited to a natural person; the same applies in (b) and (e), 1.) of the stock company, or had been a parent company, etc. of the stock company in the past five years;
    - (c) the candidate is an executive or an officer of a specified associated service

- provider of the stock company, or had been an executive or an officer of a specified associated service provider (excluding a subsidiary company of the stock company) of the stock company in the past five years;
- (d) the candidate is to receive, or has received in the past two years, a large amount of money or other assets from the stock company or a specified associated service provider of the stock company (excluding remuneration as their director, accounting advisor, company auditor, executive officer, or other corporation similar thereto);
- (e) the candidate is a spouse or a relative within the third degree of kinship, or other corporation equivalent thereto, of any of the following persons (excluding those that are unimportant):
1. a parent company, etc. of the stock company;
  2. an executive or an officer of the stock company or a specified associated service provider of the stock company;
- (f) in cases where the stock company has succeeded to or received assignment of rights and obligations held by another stock company in relation to its business undertakings due to a merger, absorption-type company split, incorporation-type company split, or acceptance of assignment of business (referred to as a "merger, etc." in (f), Article 74-3, paragraph (4), item (vi), (f), and Article 76, paragraph (4), item (vi), (f)) in the past two years, the candidate was not an outside director or company auditor of the stock company, and was an executive of the relevant other stock company immediately prior to the merger, etc.;
- (vii) if the candidate is currently an outside director or company auditor of the stock company, the number of years since assuming these offices;
- (viii) if the candidate has an opinion regarding the statements regarding particulars listed in the preceding items, the content of that opinion.

(Special Provisions in Cases with No Outside Director)

- Article 74-2 (1) In the case prescribed in paragraph (1) of the preceding Article, if the stock company is a specified company with a board of company auditors that does not have an outside director (including those that are expected to become such company that does not have an outside director at the time of the conclusion of the relevant shareholder meeting) and when not submitting a proposal related to election of a director by putting up a candidate who is expected to become an outside director on assuming office as a director to the shareholder meeting, the reference documents for the shareholder meeting must state the reason why it is not appropriate to have an outside director.
- (2) The "specified company with a board of company auditors" prescribed in the preceding paragraph means a company with a board of company auditors (limited to a public company and a large company) which is required to submit

an annual securities report to the Prime Minister with respect to shares that it issues pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act.

- (3) The reason prescribed in paragraph (1) must be stated in accordance with the circumstances of the stock company at that time. In this case, the reason may not solely consist of the fact that there are two or more outside directors.

(Proposals on the Election of Directors Who Are Audit and Supervisory Committee Members)

Article 74-3 (1) If a director submits a proposal regarding the election of directors who are audit and supervisory committee members, the reference documents for the shareholder meeting must state the following:

- (i) the names, dates of birth, and brief biographical outlines of candidates;
  - (ii) if a relationship between a candidate and the stock company exists, wherein either is a specially interested party, a summary of the facts;
  - (iii) if the person has not yet received consent to assume the director position, that fact;
  - (iv) if the proposal has been submitted due to a request pursuant to Article 344-2, paragraph (2) of the Act, that fact;
  - (v) if a director who is an audit and supervisory committee member has an opinion pursuant to the provisions of Article 342-2, paragraph (1) of the Act, a summary of the content of that opinion;
  - (vi) if a contract under Article 427, paragraph (1) of the Act has been concluded, or is concluded, between a candidate and the stock company, a summary of the content of that contract.
- (2) In the case prescribed in the preceding paragraph, if the stock company is a public company, the reference documents for the shareholder meeting must state the following:
- (i) the number of shares of the stock company held by the candidates (in the case of a company with multiple-class shares, the classes of shares and the number per class);
  - (ii) if a fact exists that falls under an important concurrent holding of positions as prescribed in Article 121, item (viii) and a candidate were to assume office as a director who is an audit and supervisory committee member of the stock company, that fact;
  - (iii) if a candidate currently is a director who is an audit and supervisory committee member of the stock company, the position and assignment at the stock company.
- (3) In the case prescribed in paragraph (1), if the stock company is a public company and is a subsidiary company, etc. of another corporation, the reference documents for the shareholder meeting must state the following:

- (i) if a candidate is currently is the relevant other corporation (limited to a natural person), that fact;
  - (ii) if a candidate is currently an executive of the relevant other corporation (including a subsidiary company, etc. (excluding the stock company) of the relevant other corporation; hereinafter the same applies in this paragraph), the position and assignment of the relevant other corporation;
  - (iii) if the stock company is aware that a candidate was an executive of the relevant other corporation in the past five years, the position and assignment at the relevant other corporation.
- (4) In the case prescribed in paragraph (1), if a candidate is a candidate for outside director, the reference documents for the shareholder meeting must state the following (excluding the particulars in item (iii) through item (vii) if the stock company is not a public company):
- (i) the fact that the candidate is a candidate for outside director;
  - (ii) the reason why the candidate is designated as a candidate for outside director;
  - (iii) if the candidate currently is an outside director of the stock company (limited to an outside officer; hereinafter the same applies in this paragraph), and a fact that a violation of laws and regulations or the articles of incorporation or other unfair execution of business occurred at the stock company during the term in office after the candidate was most recently elected (excluding those unimportant), that fact and a summary of the actions taken by the candidate to prevent its occurrence and the actions taken in response;
  - (iv) if the candidate has held office in the past five years as a director, executive officer, or company auditor of another stock company, if the stock company is aware that a fact that violation of laws and regulations or the articles of incorporation or other unfair execution of business exists during the term in office at the relevant other stock company, that fact (excluding those unimportant, and including a summary of the actions taken by the candidate to prevent its occurrence and the actions taken in response after that occurrence if the candidate was an outside director or company auditor at the relevant other stock company);
  - (v) if the candidate is a person who was not involved in the past in the management of a company (including a foreign company) by a method other than serving as an outside director or outside company auditor, the reason why the stock company has determined that the candidate, having no involvement in management, is capable of properly executing the duties as an outside director;
  - (vi) if the stock company is aware that the candidate falls under any of the following, that fact:

- (a) the candidate had been an executive or an officer (excluding an executive; the same applies in (c) and (e), 2.) of the stock company or its subsidiary company in the past;
- (b) the candidate is a parent company, etc. (limited to a natural person; the same applies in (b) and (e), 1.) of the stock company, or had been a parent company, etc. of the stock company in the past five years;
- (c) the candidate is an executive or an officer of a specified associated service provider of the stock company, or had been an executive or an officer of a specified associated service provider (excluding a subsidiary company of the stock company) of the stock company in the past five years;
- (d) the candidate is to receive, or has received in the past two years, a large amount of money or other assets from the stock company or a specified associated service provider of the stock company (excluding remuneration as their director, accounting advisor, company auditor, executive officer, or other corporation similar thereto);
- (e) the candidate is a spouse or a relative within the third degree of kinship, or other corporation equivalent thereto, of any of the following persons (excluding those that are unimportant):
  1. a parent company, etc. of the stock company;
  2. an executive or an officer of the stock company or a specified associated service provider of the stock company;
- (f) in cases where the stock company has succeeded to or received assignment of rights and obligations held by another stock company in relation to its business undertakings due to a merger, etc. in the past two years, the candidate was not an outside director or company auditor of the stock company, and was an executive of the relevant other stock company immediately prior to the merger, etc.;
- (vii) if the candidate is currently an outside director or company auditor of the stock company, the number of years since assuming these offices;
- (viii) if the candidate has an opinion regarding the statements on particulars listed in the preceding items, the content of that opinion.

(Proposals on Election of Accounting Advisors)

Article 75 If a director submits a proposal on the election of accounting advisor, the reference documents for the shareholder meeting must state the following:

- (i) the particulars prescribed in (a) or (b) in accordance with the categories of the cases listed in (a) and (b) below:
  - (a) if the candidate is a certified public accountant (including foreign certified public accountants as provided in Article 16-2, paragraph (5) of the Certified Public Accountants Act (Act No. 103 of 1948); the same applies hereinafter) or a tax accountant: The candidate's name, location of

- their office, date of birth, and brief biographical outline;
- (b) if the candidate is an audit corporation or a tax accountancy corporation:  
The candidate's name, location of their principal office, and corporate history;
- (ii) if the person has not yet received consent to assume the accounting advisor position, that fact;
- (iii) if the accounting advisor has an opinion pursuant to the provisions of Article 345, paragraph (1) of the Act, a summary of the content of that opinion;
- (iv) if a contract under Article 427, paragraph (1) of the Act has been concluded, or is concluded, between a candidate and the stock company, a summary of the content of that contract;
- (v) if the candidate has been subject to the disposition for the suspension of business within past two years, among the particulars in relation to the disposition, particulars that the stock company has determined appropriate to state in the reference documents for the shareholder meeting.

(Proposal Related to Election of Company Auditors)

- Article 76 (1) If a director submits a proposal on election of company auditors, the reference documents for the shareholder meeting must state the following:
- (i) the names, dates of birth, and brief biographical outlines of candidates;
  - (ii) if a relationship exists between a candidate and the stock company wherein either is a specially interested party, a summary of the facts;
  - (iii) if the person has not yet received consent to assume the auditor position, that fact;
  - (iv) if the proposal has been submitted due to a request pursuant to Article 343, paragraph (2) of the Act, that fact;
  - (v) if the company auditor has an opinion pursuant to the provisions of Article 345, paragraph (1) of the Act, as applied *mutatis mutandis* pursuant to paragraph (4) of that Article, a summary of the content of that opinion;
  - (vi) if a contract under Article 427, paragraph (1) of the Act has been concluded, or is concluded, between a candidate and the stock company, a summary of the content of that contract.
- (2) In the case prescribed in the preceding paragraph, if the stock company is a public company, the reference documents for the shareholder meeting must state the following:
- (i) the number of shares of the stock company held by the candidates (in the case of a company with multiple-class shares, the classes of shares and the number per class);
  - (ii) if a fact exists that falls under an important concurrent holding of positions as prescribed in Article 121, item (viii) and a candidate were to assume office

- as a company auditor of the stock company, that fact;
- (iii) if a candidate currently is a company auditor of the stock company, the position at the stock company.
- (3) In the case prescribed in paragraph (1), if the stock company is a public company and is a subsidiary company, etc. of another corporation, the reference documents for the shareholder meeting must state the following:
- (i) if a candidate currently is the relevant other corporation (limited to a natural person), that fact;
- (ii) if a candidate is currently an executive of the relevant other corporation (including a subsidiary company, etc. (excluding the stock company) of the relevant other corporation; hereinafter the same applies in this paragraph), the position and assignment at the relevant other corporation;
- (iii) if the stock company is aware that a candidate was an executive of the relevant other corporation in the past five years, the position and assignment at the relevant other corporation.
- (4) In the case prescribed in paragraph (1), if a candidate is a candidate for an outside company auditor, the reference documents for the shareholder meeting must state the following (excluding the particulars listed in item (iii) through item (vii) if the stock company is not a public company):
- (i) the fact that the candidate is a candidate for an outside company auditor;
- (ii) the reason why the candidate is designated as a candidate for an outside company auditor;
- (iii) if the candidate currently is an outside company auditor of the stock company (limited to an outside officer; hereinafter the same applies in this paragraph), if the fact that a violation of laws and regulations or the articles of incorporation or other unfair execution of business exists at the stock company during the term in office after the candidate was most recently elected (excluding those unimportant), that fact and a summary of the actions taken by the candidate to prevent its occurrence and the actions taken in response;
- (iv) if the candidate has held office in the past five years as a director, executive officer, or company auditor of another stock company, if the stock company is aware of the fact that a violation of laws and regulations or the articles of incorporation or other unfair execution of business during the term in office at the relevant other stock company exists, that fact (excluding those unimportant, and including a summary of the actions taken by the candidate to prevent its occurrence and the actions taken in response if the candidate was an outside director (limited to an outside officer) or company auditor at the relevant other stock company);
- (v) if the candidate is a person who was not involved in the past in the management of a company (including a foreign company) by means other

- than serving as outside director or outside company auditor, the reason why the stock company has determined that the candidate, having no involvement in management, is capable of properly executing duties as an outside company auditor;
- (vi) if the stock company is aware that the candidate falls under any of the following, that fact:
    - (a) the candidate had been an executive or an officer (excluding an executive; the same applies in (c) and (e), 2.) of the stock company or its subsidiary company in the past;
    - (b) the candidate is a parent company, etc. (limited to a natural person; the same applies in (b) and (e), 1.) of the stock company, or had been a parent company, etc. of the stock company in the past five years;
    - (c) the candidate is an executive or an officer of a specified associated service provider of the stock company, or had been an executive or an officer of a specified associated service provider (excluding a subsidiary company of the stock company) of the stock company in the past five years;
    - (d) the candidate is to receive, or has received in the past two years, a large amount of money or other assets (excluding remuneration as a company auditor) from the stock company or a specified associated service provider of the stock company;
    - (e) the candidate is a spouse or a relative within the third degree of kinship, or other corporation equivalent thereto, of any of the following persons (excluding those unimportant):
      - 1. a parent company, etc. of the stock company;
      - 2. an executive or an officer of the stock company or a specified associated service provider of the stock company;
    - (f) in cases where the stock company has succeeded to or received assignment of rights and obligations held by another stock company in relation to its business undertakings due to a merger, etc. in the past two years, the candidate was not an outside company auditor of the stock company, and was an executive of the relevant other stock company immediately prior to the merger, etc.;
  - (vii) if the candidate is currently a company auditor of the stock company, the number of years since assuming the office of company auditor;
  - (viii) if the candidate has an opinion on the statements regarding particulars listed in the preceding items, the content of that opinion.

(Proposals Regarding Election of Financial Auditors)

Article 77 If a director submits a proposal on the election of financial auditor, the reference documents for the shareholder meeting must state the following:

- (i) the particulars prescribed in (a) or (b) in accordance with the categories of

the cases listed in (a) or (b) below:

- (a) if the candidate is a certified public accountant: The candidate's name, location of their office, date of birth and brief biographical outline;
- (b) if the candidate is an audit corporation: The candidate's name, location of their principal office, and corporate history;
- (ii) if the person has not yet received consent to assume the financial auditor position, that fact;
- (iii) the reason why the company auditors (the board of company auditors in the case of a company with a board of company auditors, the audit and supervisory committee in the case of a company with an audit and supervisory committee, or the audit committee in the case of a company with a nominating committee, etc.) designated the candidate as a candidate for a financial auditor;
- (iv) if the financial auditor has an opinion pursuant to the provisions of Article 345, paragraph (1) of the Act, as applied mutatis mutandis pursuant to paragraph (5) of that Article, a summary of the content of that opinion;
- (v) if a contract under Article 427, paragraph (1) of the Act has been concluded, or is concluded, between a candidate and the stock company, a summary of the content of that contract;
- (vi) if the candidate is a person actually subject to a ruling of the suspension of business for whom the period of that suspension has not yet elapsed, particulars in relation to that ruling;
- (vii) if the candidate has been subject to a ruling for the suspension of business within past two years, among the particulars in relation to that ruling, particulars that the stock company has determined appropriate to state in the reference documents for the shareholder meeting;
- (viii) if the stock company is a public company, and the candidate is to receive, or has received in the past two years, from any of the persons prescribed in (a) or (b) in accordance with the categories of the cases listed in (a) or (b) below, a large monetary or other economic benefit (excluding remuneration received from these entities as a financial auditor (including a person equivalent thereto pursuant to the provisions of laws and regulations other than the Act) and payment for business as provided in Article 2, paragraph (1) of the Certified Public Accountants Act), the content of that benefit:
  - (a) in cases where the stock company has a parent company, etc.: the stock company, the parent company, etc., or a subsidiary company, etc. (excluding the stock company) or an affiliated company (including an equivalent of an affiliated company if the parent company, etc. is not a company) of the parent company, etc.;
  - (b) in cases where the stock company has no parent company, etc.: the stock company or a subsidiary company or an affiliated company of the stock

company.

### **Division 3 Dismissal of Officers**

(Proposals on the Dismissal of a Director)

Article 78 If a director submits a proposal regarding dismissal of a director (if the stock company is a company with an audit and supervisory committee, excluding a director who is an audit and supervisory committee member; the same applies in item (i)), the reference documents for the shareholder meeting must state the following:

- (i) the name of the director;
- (ii) the reason for dismissal;
- (iii) if the stock company is a company with an audit and supervisory committee, if the audit and supervisory committee has an opinion pursuant to the provisions of Article 342-2, paragraph (4) of the Act, a summary of the content of that opinion.

(Proposal Regarding Dismissal of a Director Who Is an Audit and Supervisory Committee Member)

Article 78-2 If a director submits a proposal regarding dismissal of a director who is an audit and supervisory committee member, the reference documents for the shareholder meeting must state the following:

- (i) the name of the director who is an audit and supervisory committee member;
- (ii) the reason for dismissal;
- (iii) if the director who is an audit and supervisory committee member has an opinion pursuant to the provisions of Article 342-2, paragraph (1) of the Act, a summary of the content of that opinion.

(Proposals on Dismissing Accounting Advisors)

Article 79 If a director submits a proposal for dismissing an accounting advisor, the reference documents for the shareholder meeting must state the following:

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

(Proposals on Dismissing of Company Auditors)

Article 80 If a director submits a proposal for dismissing a company auditor, the reference documents for the shareholder meeting must state the following:

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

(Proposals on Dismissing or Refusing to Reelect Financial Auditors)

Article 81 If a director presents a proposal on dismissing or refusing to reelect a financial auditor, the reference documents for the shareholder meeting must state the following:

- (i) the name of the financial auditor;
- (ii) the reason why the company auditors (the board of company auditors in the case of a company with a board of company auditors, the audit and supervisory committee in the case of a company with an audit and supervisory committee, or the audit committee in the case of a company with a nominating committee, etc.) determined the content of the proposal;
- (iii) if the financial auditor has an opinion pursuant to the provisions of Article 345, paragraph (1) of the Act, as applied mutatis mutandis pursuant to paragraph (5) of that Article, a summary of the content of that opinion.

#### **Division 4 Remuneration of Officers**

(Proposals on Remuneration of Directors)

Article 82 (1) If a director submits a proposal on remuneration of directors (if the stock company is a company with an audit and supervisory committee, excluding directors who are audit and supervisory committee members; the same applies in this paragraph and paragraph (3)), the reference documents for the shareholder meeting must state the following:

- (i) the criteria for calculation of the particulars listed in the items of Article 361, paragraph (1) of the Act;
- (ii) if the proposal makes a change to one of the particulars listed in the items of Article 361, paragraph (1) of the Act already prescribed, the reason for the change;
- (iii) if the proposal has a provision regarding two or more directors, the number of directors in relation to the provision;
- (iv) if the proposal relates to a retirement allowance, a brief biographical outline of each retiring director.
- (v) if the stock company is a company with an audit and supervisory committee, if the audit and supervisory committee has an opinion pursuant to the provisions of Article 361, paragraph (6) of the Act, a summary of the content of that opinion.

- (2) In the case prescribed in item (iv) of the preceding paragraph, if the proposal is to leave to the discretion of directors, company auditors, or other third parties the determination of the amount of the retirement allowance in accordance with specified criteria, the reference documents for the shareholder meeting must state the content of the specified criteria; provided, however, that this does not apply if appropriate measures are taken to enable each shareholder to know the criteria.
- (3) In the case prescribed in paragraph (1), if the stock company is a public company and a portion of the directors consists of outside directors (excluding audit and supervisory committee members, and limited to outside officers; hereinafter the same applies in this paragraph), the reference documents for the shareholder meeting must state the particulars listed from item (i) through item (iii) of paragraph (1) related to outside directors, stating separately directors other than outside directors.

(Proposals on Remuneration of Directors Who Are Audit and Supervisory Committee Members)

Article 82-2 (1) If a director submits a proposal on the remuneration of directors who are audit and supervisory committee members, the reference documents for the shareholder meeting must state the following:

- (i) the criteria for calculation of the particulars listed in the items of Article 361, paragraph (1) of the Act;
  - (ii) if the proposal makes a change to one of the particulars listed in the items of Article 361, paragraph (1) of the Act already prescribed, the reason for the change;
  - (iii) if the proposal has a provision regarding two or more directors who are audit and supervisory committee members, the number of directors who are audit and supervisory committee members in relation to the provision;
  - (iv) if the proposal relates to a retirement allowance, a brief biographical outline of each retiring director who is an audit and supervisory committee member;
  - (v) if a director who is an audit and supervisory committee member has an opinion pursuant to the provisions of Article 361, paragraph (5) of the Act, a summary of the content of that opinion.
- (2) In the case prescribed in item (iv) of the preceding paragraph, if the proposal is to leave to the discretion of directors or other third parties the determination of the amount of the retirement allowance in accordance with specified criteria, the reference documents for the shareholder meeting must state the content of the specified criteria; provided, however, that this does not apply in cases where appropriate measures are taken to enable each shareholder to know the criteria.

(Proposals on Remuneration of Accounting Advisors)

Article 83 (1) If a director submits a proposal related to the remuneration of accounting advisor, the reference documents for the shareholder meeting must state the following:

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

(Proposals on Remuneration of Company Auditors)

Article 84 (1) If a director presents a proposal on remuneration of company auditors, the reference documents for the shareholder meeting must state the following:

- (i) the criteria for calculation as provided in Article 387, paragraph (1) of the Act;
  - (ii) if a proposal makes a change to one of the particulars listed in the items of Article 387, paragraph (1) of the Act already prescribed, the reason for the change;
  - (iii) if a proposal has a provision regarding two or more company auditors, the number of company auditors in relation to the provision;
  - (iv) if a proposal relates to a retirement allowance, a brief biographical outline of each retiring company auditor;
  - (v) if the company auditor has an opinion pursuant to the provisions of Article 387, paragraph (3) of the Act, a summary of the content of that opinion.
- (2) In the case prescribed in item (iv) of the preceding paragraph, if the proposal

is to leave to the discretion of directors, company auditors, or other third parties the determination of the amount of the retirement allowance in accordance with specified criteria, the reference documents for the shareholder meeting must state the content of the specified criteria; provided, however, that this does not apply in cases where appropriate measures are taken to enable each shareholder to know the criteria.

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

Article 84-2 In the cases listed in following items, is a director submits a proposal related to a resolution for approval as provided in Article 425, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 426, paragraph (8) and Article 427, paragraph (5) of the Act), the reference documents for the shareholder meeting must state the amount as provided in the items of Article 114 obtained by any officer, etc. deemed exempt from liability or to not bear liability, and the content as provided in the items of Article 115 awarded to the officer, etc.:

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

**Division 5 Approval of Accounting Documents**

Article 85 If a director submits a proposal related to approval of accounting documents, the reference documents for the shareholder meeting must state the following at the times listed below:

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

**Division 5-2 Acquisition of Shares Subject to a Class-Wide Call**

Article 85-2 If a director submits a proposal regarding acquisition of shares subject to a class-wide call, the reference documents for the shareholder

meeting must state the following:

- (i) the reason for carrying out the acquisition of shares subject to class-wide call;
- (ii) the content of the particulars listed in the items of Article 171, paragraph (1) of the Act;
- (iii) if the particulars listed in the items of Article 33-2, paragraph (1) (excluding item (iv)) are present on the date the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars.

### **Division 5-3 Consolidation of Shares**

Article 85-3 If a director submits a proposal on the consolidation of shares (meaning the consolidation of shares as provided in Article 182-2, paragraph (1) of the Act; the same applies in Article 93, paragraph (1), item (v), (b)), the reference documents for the shareholder meeting must state the following:

- (i) the reason for carrying out the consolidation of shares;
- (ii) the content of the particulars listed in the items of Article 180, paragraph (2) of the Act;
- (iii) if the particulars listed in Article 33-9, item (i) and item (ii) are present on the date when the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars.

### **Division 6 Approval of Merger Agreements**

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

Article 86 If a director submits a proposal related to approval of an absorption-type merger agreement, the reference documents for the shareholder meeting must state the following:

- (i) the reason for carrying out the absorption-type merger;
- (ii) a summary of the content of the absorption-type merger agreement;
- (iii) if the stock company is the stock company disappearing in the absorption-type merger, and the particulars listed in the items of Article 182, paragraph (1) (excluding item (v) and item (vi)) are present on the date and the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars;
- (iv) if the stock company is the stock company surviving an absorption-type merger, and the particulars listed in the items of Article 191, paragraph (1) (excluding item (vi) and item (vii)) are present on the date that the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars.

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

Article 87 If a director submits a proposal related to approval of an absorption-type company split agreement, the reference documents for the shareholder meeting must state the following:

- (i) the reason for carrying out the absorption-type company split;
- (ii) a summary of the content of the absorption-type company split agreement;
- (iii) if the stock company is to be the stock company splitting in the absorption-type split, and the particulars listed in the items of Article 183 (excluding item (ii), item (vi), and item (vii)) are present on the date the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars;
- (iv) if the stock company is a stock company succeeding in the absorption-type split, and the particulars listed in the items of Article 192 (excluding item (ii), item (vii) and item (viii)) are present on the date that the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars.

(Proposals Related to Approval of a Share Exchange Agreement)

Article 88 If a director submits a proposal related to approval of a share exchange agreement, the reference documents for the shareholder meeting must state the following:

- (i) the reason for carrying out the share exchange;
- (ii) a summary of the content of the share exchange agreement;
- (iii) if the stock company is a wholly-owned subsidiary company resulting from a share exchange, and the particulars listed in the items of Article 184, paragraph (1) (excluding item (v) and item (vi)) are present on the date that the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars;
- (iv) if the stock company is the wholly-owning parent stock company resulting from a share exchange, and the particulars listed in the items of Article 193 (excluding item (v) and item (vi)) are present on the date that the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars.

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

Article 89 If a director submits a proposal related to approval of a consolidation-type merger agreement, the reference documents for the shareholder meeting must state the following:

- (i) the reason for carrying out the consolidation-type merger;

- (ii) a summary of the content of the consolidation-type merger agreement;
- (iii) if the stock company is a stock company disappearing in the consolidation-type merger, and the particulars listed in the items of Article 204 (excluding item (vi) and item (vii)) are present on the date that the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars;
- (iv) particulars as provided in Article 74 regarding persons who are come the directors of a stock company incorporated in a consolidation-type merger (if the stock company incorporated in a consolidation-type merger is a company with an audit and supervisory committee, excluding directors who are to become audit and supervisory committee members of the stock company incorporated in a consolidation-type merger);
- (v) if the stock company incorporated in a consolidation-type merger is a company with accounting advisor, the particulars as provided in Article 74-3 regarding persons who are to become directors who are audit and supervisory committee members of the stock company incorporated in a consolidation-type merger;
- (vi) if a stock company incorporated in a consolidation-type merger is a company with accounting advisor, the particulars as provided in Article 75 regarding persons who are to become accounting advisor of the stock company incorporated in the consolidation-type merger;
- (vii) if a stock company incorporated in a consolidation-type merger is a company with company auditor (including stock companies the articles of incorporation of which contain provisions to the effect of limiting the scope of audits by company auditors to particulars related to accounting), the particulars as provided in Article 76 regarding the persons who are to become company auditors of the stock company incorporated in the consolidation-type merger;
- (viii) if a stock company incorporated in a consolidation-type merger is a company with financial auditor, the particulars as provided in Article 77 regarding the persons who are to become financial auditor of the stock company incorporated in the consolidation-type merger.

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

Article 90 If a director submits a proposal on approval of an incorporation-type company split plan, the reference documents for the shareholder meeting must state the following:

- (i) the reason for carrying out the incorporation-type company split;
- (ii) a summary of the content of the incorporation-type company split plan;
- (iii) if the stock company is to be the stock company splitting in the incorporation-type split, when the particulars listed in the items of Article

205 (excluding item (vii) and item (viii)) are present on the date when the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars.

(Proposals Related to Approval of a Share Transfer Plan)

Article 91 If a director submits a proposal related to approval of a share transfer plan, the reference documents for the shareholder meeting must state the following:

- (i) the reason for carrying out the share transfer;
- (ii) a summary of the content of the share transfer plan;
- (iii) if the stock company is the wholly-owned subsidiary company resulting from the share transfer, when the particulars listed in the items of Article 206 (excluding item (v) and item (vi)) are present on the date when the decisions under Article 298, paragraph (1) of the Act were made, a summary of the content of the particulars;
- (iv) the particulars as provided in Article 74 regarding the persons who are come directors of the wholly-owning parent company incorporated in the share transfer (if the wholly-owning parent company incorporated in the share transfer is a company with an audit and supervisory committee, excluding directors who are to become audit and supervisory committee members of the wholly-owning parent company incorporated in the share transfer);
- (v) if the wholly-owning parent company incorporated in the share transfer is a company with accounting advisor, the particulars as provided in Article 74-3 regarding persons who are to become directors who are audit and supervisory committee members of the wholly-owning parent company incorporated in the share transfer;
- (vi) if a wholly-owning parent company incorporated in a share transfer is a company with accounting advisor, the particulars as provided in Article 75 regarding the persons who are come accounting advisor of the wholly-owning parent company incorporated in the share transfer;
- (vii) if a wholly-owning parent company incorporated in a share transfer is a company with company auditor (including stock companies the articles of incorporation of which contain provisions to the effect of limiting the scope of audits by company auditors to particulars related to accounting), the particulars as provided in Article 76 regarding persons to become company auditor of the wholly-owning parent company incorporated in the share transfer;
- (viii) if a wholly-owning parent company incorporated in a share transfer is a company with financial Auditor, the particulars as provided in Article 77 regarding persons to become financial auditor of the wholly-owning parent

company incorporated in the share transfer.

(Proposals for Approval of an Agreement on Business Transfers)

Article 92 If a director submits a proposal related to approval of an agreement in relation to business transfer, etc., the reference documents for the shareholder meeting must state the following:

- (i) the reason for carrying out the business transfer, etc.;
- (ii) a summary of the content of the agreement in relation to the business transfer, etc.;
- (iii) a summary of particulars regarding appropriateness of the calculation of the price the stock company is to receive or the price for delivery to the other party to the agreement pursuant to the agreement.

#### **Division 7 Particulars Stated in Shareholder Proposals**

Article 93 (1) If a proposal is related to a submission by a shareholder, the reference documents for the shareholder meeting must state the following (if the particulars listed in items (iii) through (v) are composed of a large number of characters, marks, or other script such that stating their entirety in reference documents for a shareholder meeting is not appropriate (including cases where the amount prescribed as appropriate for stating the entirety by the stock company is exceeded), a summary of the particulars):

- (i) the fact that the proposal relates to a submission by a shareholder;
- (ii) if a director (in the case of a company with a board of directors, the board of directors) has an opinion with respect to a proposal, a summary of the content of that opinion;
- (iii) if a shareholder notified a stock company of a reason for the proposal at a request pursuant to the provisions of Article 305, paragraph (1) of the Act (excluding cases and the reason for the proposal is clearly false, or reasons for the proposal in cases recognized as for the purpose of merely damaging the reputation of or insulting a person), that reason;
- (iv) if a proposal is on the election of one of the persons listed in (a) through (e) below, when the shareholder has notified the stock company of the particulars prescribed in the (a) through (e) at the request pursuant to the provisions of Article 305, paragraph (1) of the Act (excluding the particulars if those particulars are clearly false), the content of these particulars:
  - (a) director (if the stock company is a company with an audit and supervisory committee, excluding directors who are audit and supervisory committee members): The particulars as provided in Article 74;
  - (b) director who is audit and supervisory committee members: The particulars as provided in Article 74-3;

- (c) accounting advisor: The particulars as provided in Article 75;
- (d) company auditor: The particulars as provided in Article 76;
- (e) financial auditor: The particulars as provided in Article 77;
- (v) if a proposal is on particulars listed in (a) or (b) below, and the shareholder has notified the stock company of the particulars prescribed in the (a) or (b) at the request pursuant to the provisions of Article 305, paragraph (1) of the Act (excluding the particulars if they are clearly false), the content of these particulars:
  - (a) acquisition of shares subject to class-wide call: The particulars as provided in Article 85-2;
  - (b) consolidation of shares: The particulars as provided in Article 85-3.
- (2) In cases where two or more shareholders have submitted a proposal with the same purpose, the reference documents for the shareholder meeting need not separately state that proposal and the content of the opinions of directors (in the case of a company with a board of directors, the board of directors) on the proposals; provided, however, that the fact that two or more shareholders have submitted proposals with the same purpose must be stated.
- (3) In cases where reasons have been submitted by two or more shareholders for proposals with the same purpose, the reference documents for the shareholder meeting need not separately state the reasons for those proposals.

#### **Division 8 Special Provisions on Statements in Reference Documents for Shareholder Meetings**

Article 94 (1) In cases where measures are taken to make information in relation to particulars stated in reference documents for a shareholder meeting (excluding the particulars listed below) available for provision to shareholders continuously by electronic or magnetic means from the time of dispatch of the notice of convocation in relation to the relevant shareholder meeting until the date on which three months have elapsed from the date of the shareholder meeting (of the methods listed in Article 222, paragraph (1), item (i), (b), limited to those performed by a method using an automatic public transmission server (meaning an apparatus that has the function that automatically publicly transmits information recorded on the part for automatic public transmission use, among the recording media thereof, or input to the apparatus, by being connected to a telecommunications line for public use; the same applies hereinafter) connected to the internet; the same applies in paragraph (3)), the particulars are deemed to have been provided to shareholders in the reference documents for the shareholder meeting in which the particulars are stated; provided, however, this is limited to cases where the articles of incorporation contain provisions for taking the measures of this paragraph:

- (i) proposals;
  - (ii) particulars stated in reference documents for a shareholder meeting pursuant to the provisions of Article 74-2, paragraph (1);
  - (iii) the particulars if the particulars listed in Article 133, paragraph (3), item (i) of the Act are stated in reference documents for a shareholder meeting;
  - (iv) particulars stated in reference documents for a shareholder meeting pursuant to the provisions of the following paragraph;
  - (v) particulars if the company auditor, audit and supervisory committee, or audit committee states an objection with regard to taking the measures of this paragraph with respect to particulars stated in reference documents for a shareholder meeting (excluding the particulars listed in the preceding items).
- (2) In the case of the preceding paragraph, the reference documents for a shareholder meeting provided to shareholders must state the codes, including characters and marks or combinations thereof, for identifying on the internet the relevant part of the automatic public transmission server utilized in the measures of the same paragraph that was used for the purposes of undertaking the measures that allow the receiver of information to inspect the contents of the information and record the information in files stored in a computer through direct input into the computer used by the person.
- (3) The provisions of paragraph (1) do not preclude taking measures to also make information in relation to the particulars listed in the items of the same paragraph available for provision to shareholders by electronic or magnetic means.

### **Subsection 3 General Meetings of Multiple-Class Shareholders**

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

- (i) Article 63 (excluding item (i)): The particulars prescribed by Ministry of Justice Order as provided in Article 298, paragraph (1), item (v) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;
- (ii) Article 64: The particulars prescribed by Ministry of Justice Order as provided in Article 298, paragraph (2) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;
- (iii) Article 65 and the preceding Subsection: Reference documents for the general meeting of multiple-class shareholders;
- (iv) Article 66: Voting forms for a general meeting of multiple-class shareholders;
- (v) Article 67: The shareholders prescribed by Ministry of Justice Order as provided in Article 308, paragraph (1) of the Act, as applied mutatis

- mutandis pursuant to Article 325 of the Act;
- (vi) Article 69: The time prescribed by Ministry of Justice Order as provided in Article 311, paragraph (1) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;
  - (vii) Article 70: The time prescribed by Ministry of Justice Order as provided in Article 312, paragraph (1) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;
  - (viii) Article 71: The cases prescribed by Ministry of Justice Order as provided in Article 314 of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act;
  - (ix) Article 72: The preparation of minutes pursuant to the provisions of Article 318, paragraph (1) of the Act, as applied mutatis mutandis pursuant to Article 325 of the Act.

## **Section 2 Election of Company Officers**

(Election of Substitute Company Officers)

- Article 96 (1) The election of substitute company officers (excluding executive officers; and in the case of a company with an audit and supervisory committee, the election of directors who are audit and supervisory committee members or other directors, or accounting advisor; hereinafter the same applies in this Article) pursuant to the provisions of Article 329, paragraph (3) of the Act is governed by the provisions of this Article.
- (2) If a substitute company officer is elected pursuant to a resolution as provided in Article 329, paragraph (3) of the Act, the following particulars must be decided together with the election:
- (i) the fact that the candidate is a substitute company officer;
  - (ii) if the candidate is elected as a substitute outside director, that fact;
  - (iii) if the candidate is elected as a substitute outside company auditor, that fact;
  - (iv) if the candidate is elected as a substitute company officer for one special company officer or for two or more special company officers, that fact and the name of the special company officer (in the case of an accounting advisor, the name);
  - (v) if two or more substitute company officers are elected as substitutes for the same company officer (in the case of election as substitutes for two or more company officers, the two or more company officers), the priority order between the substitute company officers;
  - (vi) if a rescission of the election is performed prior to a substitute company officer's assumption of the position, that fact and the procedure for performing the rescission.

(3) The period during which a resolution in relation to the election of a substitute company officer is effective is until the time of the start of the first annual shareholder meeting held after the resolution, unless otherwise as provided in the articles of incorporation; provided, however, shortening of that period by a resolution of a shareholder meeting (in the case of election of the substitute company officer by a resolution at a general meeting of multiple-class shareholders in accordance with the provisions concerning particulars listed in Article 108, paragraph (1), item (ix) of the Act, the general meeting of multiple-class shareholders) will not be precluded.

(Election of Directors by Cumulative Vote)

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

(2) If a request has been made pursuant to the provisions of Article 342, paragraph (1) of the Act, a director (the chairperson of the shareholder meeting, if any; or the shareholder making the request, if no director or chairperson exists) must disclose prior to a resolution of election of directors (in the case of a company with an audit and supervisory committee, directors who are audit and supervisory committees or other directors; hereinafter the same applies in this Article) at a shareholder meeting of the same paragraph that directors will be elected as provided in Article 342, paragraph (3) through paragraph (5) of the Act.

(3) In the case set forth in Article 342, paragraph (4) of the Act, if, in electing directors at a shareholder meeting under paragraph (1) of that Article, it is not possible to reach the number to be determined at the shareholders meeting through the election of the directors in the order of number of votes obtained by the respective candidates due to the fact that two or more candidates have obtained the same number of votes, the number of directors can be less than the determined number, within the scope of the number to be determined through the election of the directors in the order of number of votes obtained by the respective candidates.

(4) In the case as provided in the preceding paragraph, directors in the number obtained by subtracting the number of those regarded as having been elected as directors pursuant to the provisions of the preceding paragraph from the number of directors to be elected at a shareholder meeting under Article 342, paragraph (1) of the Act are elected by a resolution of the shareholder meeting, without complying with the provisions of paragraph (3) and paragraph (4) of that Article.

### **Section 3 Directors**

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

- (i) systems regarding retention and management of information in relation to the execution of the duties of a director of the stock company;
- (ii) rules and other systems related to management of the risk of loss of the stock company;
- (iii) systems to ensure that the execution of the duties of a director of the stock company is performed efficiently;
- (iv) systems to ensure that the execution of the duties of an employee of the stock company complies with laws and regulations and the articles of incorporation;
- (v) the following systems and other systems to ensure proper business activities in a business group comprised of the stock company and any parent company or subsidiary companies thereof:
  - (a) systems related to reporting of particulars regarding the execution of the duties of a director, executive officer, member who executes the business, person who is to perform the duties of Article 598, paragraph (1) of the Act, and other corporations equivalent thereto (referred to as a "director, etc." in (c) and (d)) of a subsidiary company of the stock company;
  - (b) rules and other systems related to management of the risk of loss of a subsidiary company of the stock company;
  - (c) systems to ensure that the execution of the duties of a director, etc. of a subsidiary company of the stock company is performed efficiently;
  - (d) systems to ensure that the execution of the duties of a director, etc. or an employee of a subsidiary company of the stock company complies with laws and regulations and the articles of incorporation.
- (2) In the case of a stock company having two or more directors, the systems as provided in the preceding paragraph are to include systems for ensuring that business decisions are carried out properly.
- (3) In the case of a stock company other than a company with company auditor, the systems as provided in paragraph (1) are to include systems for ensuring that directors report to shareholders on particulars reported.
- (4) In the case of a company with company auditor (including stock companies the articles of incorporation of which contain provisions to the effect of limiting the scope of audits by company auditors to particulars related to accounting), the systems as provided in paragraph (1) are to include the following systems:
  - (i) if a company auditor of the company with company auditors has requested that an employee be appointed to assist with the duties of the auditor, particulars related to the employee;

- (ii) particulars regarding independence of the employee of the preceding item from the directors of the company with company auditor;
- (iii) particulars related to ensuring the effectiveness of instructions given by a company auditor of the company with company auditor to the employee set forth in item (i);
- (iv) the following systems and other systems related to reporting to the company auditor of the company with company auditor:
  - (a) systems for the directors, accounting advisor, and employees of the company with company auditor to report to the company auditor of the company with company auditor;
  - (b) systems for the directors, accounting advisor, company auditors, executive officers, members who execute the business, those who are to perform the duties of Article 598, paragraph (1) of the Act, and other corporations equivalent thereto, and employees of a subsidiary company of the company with company auditor or persons who receive reports from them to report to the company auditor of the company with company auditor;
- (v) systems for ensuring that persons who make a report under the preceding item are not treated disadvantageously due to making the report;
- (vi) particulars related to policies concerning the procedure for advance payment or reimbursement of expenses that arise with regard to execution of the duties of the company auditor of the company with company auditor or any other processing of expenses or obligations that arise with regard to execution of the duties;
- (vii) other systems to ensure that audits by the company auditor of the company with company auditors are performed effectively.

#### **Section 4 Boards of Directors**

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

Article 99 (1) The particulars prescribed by Ministry of Justice Order as provided in Article 362, paragraph (4), item (v) of the Act are as follows:

- (i) if the determination of the listed in the items of Article 676 of the Act in relation to two or more solicitations (meaning the solicitation of Article 676; hereinafter the same applies in this Article) is delegated, that fact;
- (ii) the maximum total amount of bonds for subscription (in the case as provided in the preceding item, the aggregate total of the maximum total amounts of bonds for subscription in relation to each solicitation);
- (iii) the maximum interest rate on bonds for subscription and an outline of other particulars regarding interest rate;

- (iv) the minimum amount of the total amount to be paid in for bonds for subscription (meaning the amount to be paid in as provided in Article 676, item (ix); hereinafter the same applies in this item) and an outline of other particulars regarding the amount to be paid in.
- (2) Notwithstanding the provisions of the preceding paragraph, if the determination of the particulars listed in the items of Article 676 of the Act in relation to the solicitation of trust bonds (limited to those bearing liability for performance of debt obligations related to the trust bonds only with respect to property that is part of the trust property) is delegated, the matter prescribed by Ministry of Justice Order as provided in Article 362, paragraph (4), item (v) is the fact that the determination is delegated.

(Systems for Ensuring Proper Business Activities)

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

- (i) systems regarding retention and management of information in relation to the execution of the duties of a director of the stock company;
- (ii) rules and other systems related to management of the risk of loss of the stock company;
- (iii) systems to ensure that the execution of the duties of a director of the stock company is performed efficiently;
- (iv) systems to ensure that the execution of the duties of an employee of the stock company complies with laws and regulations and the articles of incorporation;
- (v) the following systems and other systems to ensure proper business activities in a business group comprised of the stock company and any parent company or subsidiary companies thereof:
  - (a) systems related to reporting of particulars regarding the execution of the duties of a director, executive officer, member who executes the business, person who is to perform the duties of Article 598, paragraph (1) of the Act, and other corporations equivalent thereto (referred to as a "director, etc." in (c) and (d)) of a subsidiary company of the stock company;
  - (b) rules and other systems related to management of the risk of loss of a subsidiary company of the stock company;
  - (c) systems to ensure that the execution of the duties of a director, etc. of a subsidiary company of the stock company is performed efficiently;
  - (d) systems to ensure that the execution of the duties of a director, etc. or an employee of a subsidiary company of the stock company complies with laws and regulations and the articles of incorporation.
- (2) In the case of a stock company other than a company with company auditor,

the systems as provided in the preceding paragraph are to include systems for directors to report to shareholders on particulars reported.

- (3) In the case of a company with company auditor (including stock companies the articles of incorporation of which contain provisions to the effect of limiting the scope of audits by company auditor to particulars related to accounting), the systems as provided in paragraph (1) are to include the following systems:
- (i) if a company auditor of the company with company auditor has requested that an employee be appointed to assist with the duties of the auditor, particulars related to the employee;
  - (ii) particulars regarding independence of the employee of the preceding item from the directors of the company with company auditor;
  - (iii) particulars related to ensuring the effectiveness of instructions given by a company auditor of the company with company auditor to the employee set forth in item (i);
  - (iv) the following systems and other systems related to reporting to the company auditor of the company with company auditor:
    - (a) systems for the directors, accounting advisor, and employees of the company with company auditor to report to the company auditor of the company with company auditor;
    - (b) systems for the directors, accounting advisor, company auditors, executive officers, members who execute the business, those who are to perform the duties of Article 598, paragraph (1) of the Act, and other corporations equivalent thereto, and employees of a subsidiary company of the company with company auditor or persons who receive reports from them to report to the company auditor of the company with company auditor;
  - (v) systems for ensuring that persons who make a report under the preceding item are not treated disadvantageously due to making the report;
  - (vi) particulars related to policies concerning the procedure for advance payment or reimbursement of expenses that arise with regard to execution of the duties of the company auditor of the company with company auditor or any other processing of expenses or obligations that arise with regard to execution of the duties;
  - (vii) other systems to ensure that audits by the company auditor of the company with company auditor are performed effectively.

(Minutes of Board of Directors Meeting)

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

(2) Minutes of the board of directors meetings must be prepared in writing or as

electronic or magnetic records.

- (3) Minutes of the board of directors meetings must have the following as content:
- (i) the date, time, and location if the board of directors meeting was held (including the method of the attendance if directors (in the case of a company with an audit and supervisory committee, director who is audit and supervisory committee members or other director), executive officer, accounting advisor, company auditor, financial auditor, or shareholders not at the place were in attendance at the board of directors meeting);
  - (ii) if the board of directors meeting is the board of directors meeting of Article 373, paragraph (2) of the Act, that fact;
  - (iii) if the board of directors meeting falls under any of the following, that fact:
    - (a) the meeting was convened at the request of a director pursuant to the provisions of Article 366, paragraph (2) of the Act;
    - (b) the meeting was convened by a director pursuant to the provisions of Article 366, paragraph (3) of the Act;
    - (c) the meeting was convened at the request of a shareholder pursuant to the provisions of Article 367, paragraph (1) of the Act;
    - (d) the meeting was convened by a shareholder pursuant to the provisions of Article 366, paragraph (3) of the Act, as applied mutatis mutandis pursuant to Article 367, paragraph (3) of the Act;
    - (e) the meeting was convened at the request of a company auditor pursuant to the provisions of Article 383, paragraph (2) of the Act;
    - (f) the meeting was convened by a company auditor pursuant to the provisions of Article 383, paragraph (3) of the Act;
    - (g) the meeting was convened by an audit and supervisory committee member appointed by the audit and supervisory committee pursuant to the provisions of Article 399-14 of the Act;
    - (h) the meeting was convened by a person appointed from a nominating committee, etc. pursuant to the provisions of Article 417, paragraph (1) of the Act;
    - (i) the meeting was convened at the request of an executive officer pursuant to the provisions of the first sentence of Article 417, paragraph (2) of the Act;
    - (j) the meeting was convened by an executive officer pursuant to the provisions of the second sentence of Article 417, paragraph (2) of the Act;
  - (iv) a summary of the progress of the agenda of the board of directors meeting and the results thereof;
  - (v) if a director is a specially-interested party regarding a matter requiring a resolution, the name of the director;
  - (vi) if opinions or oral statements are offered at the board of directors meeting

pursuant to the following provisions, a summary of those opinions or oral statements:

- (a) Article 365, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 419, paragraph (2) of the Act);
  - (b) Article 367, paragraph (4) of the Act;
  - (c) Article 376, paragraph (1) of the Act;
  - (d) Article 382 of the Act;
  - (e) Article 383, paragraph (1) of the Act;
  - (f) Article 399-4 of the Act;
  - (g) Article 406 of the Act;
  - (vii) the names of executive officers, accounting advisor, financial auditor, and shareholders in attendance at the board of directors meeting;
  - (viii) the name of the chairperson of the board of directors meeting, if any.
- (4) In the cases listed in the following items, the minutes of the board of directors meeting are to have the particulars prescribed in each item as content:
- (i) if a resolution is deemed to have been adopted at the board of directors meeting pursuant to the provisions of Article 370 of the Act: The following:
    - (a) the content of the particulars about which a resolution is deemed to have been adopted at the board of directors meeting;
    - (b) the name of the director proposing the matter of (a);
    - (c) the date on which the resolution is deemed to have been adopted at the board of directors meeting;
    - (d) the name of the director performing duties in relation to preparation of the minutes;
  - (ii) in the case when a report to the board of directors is deemed unnecessary pursuant to the provisions of Article 372, paragraph (1) of the Act (including as applied following the deemed replacement of terms pursuant to the provisions of paragraph (3) of that Article): The following:
    - (a) the content of the particulars about which a report to the board of directors is deemed unnecessary;
    - (b) the date on which the report to the board of directors was deemed unnecessary;
    - (c) the name of the director performing duties in relation to preparation of the minutes.

## **Section 5 Accounting Advisors**

(Content of Accounting Advisor Reports)

Article 102 Accounting advisor reports prepared pursuant to the provisions of Article 374, paragraph (1) of the Act must include the following:

- (i) main particulars agreed upon by a company with accounting advisor

- regarding the performance of duties by accounting advisor;
- (ii) types of accounting documents prepared jointly by directors or executive officers, and accounting advisor;
- (iii) the following particulars related to accounting policies (meaning the accounting policies as provided in Article 2, paragraph (3), (lviii) of the Regulations on Corporate Accounting) (excluding those with little importance):
  - (a) the valuation criteria and means of valuation of assets;
  - (b) the means of depreciation of fixed assets;
  - (c) the recording criteria for allowances and provisions;
  - (d) the recording criteria for profits and expenses;
  - (e) other important basic particulars for preparation of accounting documents;
- (iv) types of materials used in preparation of accounting documents and other processes and means of preparation of accounting documents;
- (v) if the materials as provided in the preceding item fall under the following grounds, that fact and the reason thereof:
  - (a) if the materials were prepared extremely late;
  - (b) if false statements were made regarding important particulars in the materials;
- (vi) if materials required for preparation of accounting documents have not been prepared or have not been appropriately retained, that fact and the reason thereof;
- (vii) collection of any report made by the accounting advisor for the preparation of accounting documents and the results of any investigation;
- (viii) main particulars about which the accounting advisor consulted with directors or executive officers in the preparation of accounting documents.

(Retention of Financial Statements)

- Article 103 (1) If an accounting advisor prescribes pursuant to the provisions of Article 378, paragraph (1) of the Act a place for keeping the materials listed in the items of the same paragraph (hereinafter referred to as "location for retention of the accounting advisor report, etc." in this Article), the provisions are governed by the provisions of this Article.
- (2) The accounting advisor must prescribe a location for retention of the accounting advisor report, etc. from among the offices of the certified public accountant or the audit corporation, or the tax accountant or the tax accountant corporation that is the accounting advisor (if the accounting advisor is a person who works at a tax accountant office of a tax accountant or belongs to a tax accountant corporation and engages in the business as provided in Article 2, paragraph (3) of the Certified Public Tax Accountant Act (Act No. 237

of 1951) as an assistant to the tax accountant or the tax accounting corporation pursuant to the provisions of the same paragraph, the tax accountant office or an office of the tax accounting corporation where the person works).

- (3) The accounting advisor must prescribe a place differing from the head office or branch office of a company with accounting advisor as the location for retention of the accounting advisor report, etc.
- (4) If the accounting advisor prescribes the location for retention of the accounting advisor report, etc., the location for retention of the accounting advisor report, etc. is disclosed without delay to the company with accounting advisor.

(Inspection of Financial Statements)

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

## **Section 6 Company Auditors**

(Preparation of Audit Reports)

Article 105 (1) The particulars prescribed by Ministry of Justice Order pursuant to the provisions of Article 381, paragraph (1) of the Act are governed by the provisions of this Article.

- (2) The company auditor must, in order to properly execute the duties of the auditor, endeavor to communicate with as follows persons and to improve the collection of information and the audit environment. In this case, a director or the board of directors must take care in the development of a system necessary for the execution of the duties of the company auditor:
  - (i) directors, accounting advisor, and employees of the stock company;
  - (ii) directors, accounting advisor, executive officers, members who execute the business, those who are to perform the duties of Article 598, paragraph (1) of the Act and other corporations equivalent thereto, and employees of subsidiary companies of the stock company;
  - (iii) others with whom to communicate in the appropriate execution of duties by company auditors.
- (3) The provisions of the preceding paragraph must not be construed as recognizing the creation and maintenance of relationships that carry risk that the company auditor will become unable to maintain an attitude of fairness and impartiality and an independent standpoint.
- (4) The company auditor must endeavor to communicate and exchange information with other company auditors of the stock company, and with

company auditors and other corporations equivalent thereto of the parent company and subsidiary companies of the stock company as needed in the execution of the duties of company auditor.

(Targets of Investigation by Company Auditors)

Article 106 The material prescribed by Ministry of Justice Order as provided in Article 384 of the Act is electronic or magnetic records and other material.

(Preparation of Audit Reports)

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

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

(i) director, accounting advisor, and employees of the stock company;

(ii) director, accounting advisor, executive officer, members who execute the business, those who is to perform the duties of Article 598, paragraph (1) of the Act and other corporations equivalent thereto, and employees of subsidiary companies of the stock company;

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

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

(4) The company auditor must endeavor to communicate and exchange information with other company auditors of the stock company, and with company auditors and other corporations equivalent thereto of the parent company and subsidiary companies of the stock company as needed in the execution of the duties of company auditor.

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

Article 108 Those prescribed by Ministry of Justice Order as provided in Article 389, paragraph (3) of the Act are as follows:

(i) accounting documents;

(ii) the following proposals if the proposals are submitted to the shareholder meeting:

(a) proposals regarding acquisition of shares of the stock company (limited to

- the portion in relation to the total amount of monies, etc. delivered at the acquisition);
- (b) proposals regarding dividends from surplus (limited to the portion in relation to the total amount of monies, etc. delivered at the division of surplus);
  - (c) proposals related to reduction of the amount of stated capital of Article 447, paragraph (1) of the Act;
  - (d) proposals related to reduction of the amount of reserves of Article 448, paragraph (1) of the Act;
  - (e) proposals related to increase in the amount of stated capital of Article 450, paragraph (1) of the Act;
  - (f) proposals related to increase in the amount of reserves of Article 451, paragraph (1) of the Act;
  - (g) proposals related to appropriation of surplus of Article 452 of the Act;
- (iii) the following particulars if proposals including those particulars are submitted to the shareholder meeting:
- (a) particulars regarding the increased stated capital and capital reserve of Article 199, paragraph (1), item (v) of the Act;
  - (b) particulars regarding the increased stated capital and capital reserve of Article 236, paragraph (1), item (v) of the Act;
  - (c) particulars regarding the amount of stated capital and reserves of Article 749, paragraph (1), item (ii), (a) of the Act;
  - (d) particulars regarding the amount of stated capital and reserves of Article 753, paragraph (1), item (vi) of the Act;
  - (e) particulars regarding the amount of stated capital and reserves of Article 758, item (iv), (a) of the Act;
  - (f) particulars regarding the amount of stated capital and reserves of Article 763, paragraph (1), item (vi) of the Act;
  - (g) particulars regarding the amount of stated capital and reserves of Article 768, paragraph (1), item (ii), (a) of the Act;
  - (h) particulars regarding the amount of stated capital and reserves of Article 773, paragraph (1), item (v) of the Act;
- (iv) beyond what is set forth in the preceding three items, particulars equivalent thereto.

### **Section 7 Boards of Company Auditors**

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

writing or as electronic or magnetic records.

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

## **Section 8 Financial Auditors**

Article 110 (1) The particulars prescribed by Ministry of Justice Order pursuant to the provisions of the second sentence of Article 396, paragraph (1) of the Act

are governed by the provisions of this Article.

- (2) The financial auditor must, in order to properly execute the duties of the financial auditor, endeavor to communicate with the following persons and to improve the collection of information and the audit environment; provided, however, this must not be construed as recognizing the creation and maintenance of relationships that has risk that the financial auditor will become unable to maintain an attitude of fairness and impartiality and an independent standpoint:
- (i) director, accounting advisor, and employees of the stock company;
  - (ii) director, Accounting Advisor, executive officers, members who execute the business, those who is to perform the duties of Article 598, paragraph (1) of the Act and other corporations equivalent thereto, and employees of subsidiary companies of the stock company;
  - (iii) others with whom to communicate in the appropriate execution of duties by financial auditor.

### **Section 8-2 Audit and Supervisory Committee**

(Items Subject to Reporting by Audit and Supervisory Committee Members)

Article 110-2 The items prescribed by Ministry of Justice Order as provided in Article 399-5 of the Act are electronic or magnetic records and other materials.

(Minutes of Audit and Supervisory Committee Meetings)

Article 110-3 (1) The preparation of minutes of audit and supervisory committee meetings pursuant to the provisions of Article 399-10, paragraph (3) of the Act is governed by the provisions of this Article.

- (2) Minutes of the audit and supervisory committee meetings must be prepared in writing or as electronic or magnetic records.
- (3) Minutes of the audit and supervisory committee meetings must include the following:
- (i) the date, time, and place where the audit and supervisory committee meeting was held (including the means of attendance if audit and supervisory committee members, directors (excluding those who are audit and supervisory committee members), accounting advisor, or financial auditor not at the place were in attendance at the audit and supervisory committee meeting);
  - (ii) summary of the progress of the agenda of the audit and supervisory committee meeting and the results thereof;
  - (iii) if an audit and supervisory committee member is a specially interested party regarding a matter requiring resolution, the name of that audit and supervisory committee member;

- (iv) if opinions or oral statements are offered at the audit and supervisory committee meeting pursuant to the following provisions, a summary of those opinions or oral statements:
    - (a) Article 357, paragraph (1) of the Act, as applied following the deemed replacement of terms pursuant to the provisions of paragraph (3) of that Article;
    - (b) Article 375, paragraph (1) of the Act, as applied following the deemed replacement of terms pursuant to the provisions of paragraph (3) of that Article;
    - (c) Article 397, paragraph (1) of the Act, as applied following the deemed replacement of terms pursuant to the provisions of paragraph (4) of that Article;
  - (v) the names of directors (excluding those who are audit and supervisory committee members), accounting advisor, and financial auditor in attendance at the audit and supervisory committee meeting;
  - (vi) the name of the chairperson of the audit and supervisory committee meeting, if any.
- (4) If a report to the audit and supervisory committee is deemed unnecessary pursuant to the provisions of Article 399-12 of the Act, the minutes of the audit and supervisory committee meeting are to have the following particulars as content:
- (i) the content of the particulars about which a report to the audit and supervisory committee is deemed unnecessary;
  - (ii) the date on which the report to the audit and supervisory committee was deemed unnecessary;
  - (iii) the name of the audit and supervisory committee member performing duties in relation to preparation of the minutes.

(Systems for Ensuring Proper Business Activities)

Article 110-4 (1) Those prescribed by Ministry of Justice Order as provided in Article 399-13, paragraph (1), item (i), (b) of the Act are as follows:

- (i) particulars related to directors and employees to assist with the duties of the audit and supervisory committee;
- (ii) particulars regarding independence of the directors and employees of the preceding item from other directors of the stock company (excluding directors who are audit and supervisory committee members);
- (iii) particulars related to ensuring the effectiveness of instructions given by the audit and supervisory committee of the stock company to the directors and employees set forth in item (i);
- (iv) the following systems and other systems related to reporting to the audit and supervisory committee of the stock company:

- (a) systems for the directors (excluding directors who are audit and supervisory committee members), accounting advisor, and employees of the stock company to report to the audit and supervisory committee of the stock company;
  - (b) systems for the directors, accounting advisor, company auditors, executive officers, members who execute the business, those who are to perform the duties of Article 598, paragraph (1) of the Act, and other corporations equivalent thereto, and employees of a subsidiary company of the stock company or persons who receive reports from them to report to the audit and supervisory committee of the stock company;
  - (v) systems for ensuring that persons who make a report under the preceding item are not treated disadvantageously due to making the report;
  - (vi) particulars related to policies concerning the procedure for advance payment or reimbursement of expenses that arise with regard to execution of the duties of the audit and supervisory committee members of the stock company (limited to those related to execution of the duties of the audit and supervisory committee) or any other processing of expenses or obligations that arise with regard to execution of those duties;
  - (vii) other systems to ensure that audits by the audit and supervisory committee of the stock company are performed effectively.
- (2) The systems prescribed by Ministry of Justice Order as provided in Article 399-13, paragraph (1), item (i), (c) of the Act are as follows:
- (i) systems for the retention and management of information in relation to the execution of the duties of a director of the stock company;
  - (ii) rules and other systems related to management of the risk of loss of the stock company;
  - (iii) systems to ensure that the execution of the duties of a director of the stock company is performed efficiently;
  - (iv) systems to ensure that the execution of the duties of an employee of the stock company complies with laws and regulations and the articles of incorporation;
  - (v) the following systems and other systems to ensure proper business activities in a business group comprised of the stock company and any parent company or subsidiary companies thereof:
    - (a) systems related to reporting of particulars regarding the execution of the duties of a director, executive officer, member who executes the business, person who is to perform the duties of Article 598, paragraph (1) of the Act, and other corporations equivalent thereto (referred to as a "director, etc." in (c) and (d)) of a subsidiary company of the stock company;
    - (b) rules and other systems related to management of the risk of loss of a subsidiary company of the stock company;

- (c) systems to ensure that the execution of the duties of a director, etc. of a subsidiary company of the stock company is performed efficiently;
- (d) systems to ensure that the execution of the duties of a director, etc. or an employee of a subsidiary company of the stock company complies with laws and regulations and the articles of incorporation.

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

Article 110-5 (1) The particulars prescribed by Ministry of Justice Order as provided in Article 399-13, paragraph (4), item (v) of the Act are as follows:

- (i) if determination of the particulars listed in the items of Article 676 of the Act in relation to two or more solicitations (meaning the solicitation of Article 676; hereinafter the same applies in this Article) is delegated, that fact;
  - (ii) the maximum total amount of bonds for subscription (in the case as provided in the preceding item, the aggregate total of the maximum total amounts of bonds for subscription in relation to each solicitation);
  - (iii) the maximum interest rate on bonds for subscription and an outline of other particulars in relation to interest rate;
  - (iv) the minimum amount of the total amount to be paid in for bonds for subscription (meaning the amount to be paid in as provided in Article 676, item (ix) of the Act; hereinafter the same applies in this item) and an outline of other particulars in relation to the amount to be paid in.
- (2) Notwithstanding the provisions of the preceding paragraph, if the determination of the matters listed in the items of Article 676 of the Act in relation to the solicitation of trust bonds (limited to those bearing liability for performance of debt obligations related to the trust bonds only with respect to property that is part of the trust property) is delegated, the matter prescribed by Ministry of Justice Order as provided in Article 399-13, paragraph (4), item (v) is the fact that the determination is delegated.

## **Section 9 Nominating Committees and Executive Officers**

(Minutes of Nominating Committee Meetings)

- Article 111 (1) The preparation of minutes of nominating committee, etc. meetings pursuant to the provisions of Article 412, paragraph (3) of the Act is governed by the provisions of this Article.
- (2) Minutes of nominating committee, etc. meetings must be prepared in writing or as electronic or magnetic records.
  - (3) Minutes of nominating committee, etc. meetings must include the following:
    - (i) the time, date, and place where the nominating committee, etc. meeting was

- held (including the manner of attendance if directors, executive officers, accounting advisor, or financial auditor not at the location were in attendance at the nominating committee, etc. meeting);
- (ii) a summary of the progress of the agenda of the nominating committee, etc. meeting and the results thereof;
  - (iii) if a committee member is a specially-interested party regarding a matter requiring a resolution, the name of the committee member;
  - (iv) if the nominating committee, etc. is the audit committee, and the following opinions or oral statements are offered, a summary of those opinions or oral statements:
    - (a) opinions and oral statements made at an audit committee meeting pursuant to the provisions of Article 375, paragraph (1) of the Act, as applied following the deemed replacement of terms pursuant to the provisions of paragraph (4) of that Article;
    - (b) opinions and oral statements made at an audit committee meeting pursuant to the provisions of Article 397, paragraph (1) of the Act, as applied following the deemed replacement of terms pursuant to the provisions of paragraph (5) of that Article;
    - (c) opinions and oral statements in relation to a report if the report to audit committee members carried out in the audit committee is to be carried out pursuant to the provisions of Article 419, paragraph (1) of the Act;
    - (v) the names of directors (excluding those who are members of the nominating committee, etc.) executive officers, accounting advisor, and financial auditor in attendance at the nominating committee, etc. meeting;
  - (vi) the name of the chairperson of the nominating committee, etc. meeting, if any.
- (4) In the case when a report to the nominating committee, etc. is deemed unnecessary pursuant to the provisions of Article 414 of the Act, the minutes of the nominating committee, etc. meeting are to have the following particulars as content:
- (i) the content of the particulars about which a report to the nominating committee, etc. is deemed unnecessary;
  - (ii) the date on which the report to the nominating committee, etc. was deemed unnecessary;
  - (iii) the name of the committee member performing duties in relation to preparation of the minutes.

(Systems for Ensuring Proper Business Activities)

Article 112 (1) Those prescribed by Ministry of Justice Order as provided in Article 416, paragraph (1), item (i), (b) of the Act are as follows:

- (i) particulars related to directors and employees to assist with the duties of

- the audit committee of the stock company;
  - (ii) particulars regarding independence of the directors and employees of the preceding item from the executive officers of the stock company;
  - (iii) particulars related to ensuring the effectiveness of instructions given by the audit committee of the stock company to the directors and employees set forth in item (i);
  - (iv) the following systems and other systems related to reporting to the audit committee of the stock company:
    - (a) systems for the directors (excluding directors who are audit committee members), executive officers, accounting advisor, and employees of the stock company to report to the audit committee of the stock company;
    - (b) systems for the directors, accounting advisor, company auditors, executive officers, members who execute the business, those who are to perform the duties of Article 598, paragraph (1) of the Act, and other corporations equivalent thereto, and employees of a subsidiary company of the stock company or persons who receive reports from them to report to the audit committee of the stock company;
  - (v) systems for ensuring that persons who make a report under the preceding item are not treated disadvantageously due to making the report;
  - (vi) particulars related to policies concerning the procedure for advance payment or reimbursement of expenses that arise with regard to execution of the duties of the audit committee members of the stock company (limited to those related to execution of the duties of the audit committee) or any other processing of expenses or obligations that arise with regard to execution of the duties;
  - (vii) other systems to ensure that audits by the audit committee are performed effectively.
- (2) The systems prescribed by Ministry of Justice Order as provided in Article 416, paragraph (1), item (i), (e) of the Act are as follows systems of the stock company:
- (i) systems regarding retention and management of information in relation to the execution of the duties of an executive officer of the stock company;
  - (ii) rules and other systems related to management of the risk of loss of the stock company;
  - (iii) systems to ensure that the execution of the duties of an executive officer of the stock company is performed efficiently;
  - (iv) systems to ensure that the execution of the duties of an employee of the stock company complies with laws and regulations and the articles of incorporation;
  - (v) the following systems and other systems to ensure proper business activities in a business group comprised of the stock company and any parent

company or subsidiary companies thereof:

- (a) systems related to reporting of particulars regarding the execution of the duties of a director, executive officer, member who executes the business, person who is to perform the duties of Article 598, paragraph (1) of the Act, and other corporations equivalent thereto (referred to as a "director, etc." in (c) and (d)) of a subsidiary company of the stock company;
- (b) rules and other systems related to management of the risk of loss of a Subsidiary company of the stock company;
- (c) systems to ensure that the execution of the duties of a director, etc. of a subsidiary company of the stock company is performed efficiently;
- (d) systems to ensure that the execution of the duties of a director, etc. or an employee of a subsidiary company of the stock company complies with laws and regulations and the articles of incorporation.

### **Section 10 Liability of Officers for Damages**

(Means of Calculating the Amount of Remuneration)

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

- (i) the greatest amount of the total amounts for each business year (limited to a business year including one of the days prescribed in (a) through (c) below and each prior business year, in accordance with the categories of the cases listed in (a) through (c) below) (if the period of the business year is not one year, the amount when the total amount is converted to the amount per one year) of the amount of economic benefits that an officer, etc. receives or is to receive from a stock company as remuneration, bonuses, and other consideration for performance of duties while they are in office (excluding those prescribed in the following item) (including remuneration, bonuses, and other consideration for performance of duties as a director, executive officer, manager, or other employee if the officer, etc. concurrently acts as a director, executive officer, manager, or other employee of the stock company):
  - (a) if a resolution was adopted at a shareholder meeting under Article 425, paragraph (1) of the Act: The date of the resolution at the shareholder meeting (if a stock company has an ultimate, wholly-owning parent company, etc., and the liabilities to be exempted pursuant to the provisions of the paragraph are specific liabilities, the shareholder meeting of the stock company);
  - (b) in cases where consent is given for exemption from liability under the provisions of the articles of incorporation pursuant to the provisions of Article 426, paragraph (1) of the Act (in the case of a company with a board

- of directors, a resolution of the board of directors; the same applies in (b)):  
The date on which the consent was given;
- (c) if a contract under Article 427, paragraph (1) of the Act was concluded:  
The date on which the fact that serves as the cause for liability occurred  
(in the case of two or more days, the latest day);
- (ii) the amount obtained by dividing the amount listed in (a) by the number  
listed in (b):
- (a) the total of the following amounts:
1. the amount of retirement allowance received by the officer, etc. from the  
stock company;
  2. if the officer, etc. concurrently acted as a director, executive officer,  
manager, or other employee of the stock company, from out of the  
amount of the retirement allowance as a director, executive officer,  
manager, or other employee, the amount of the portion of consideration  
for performance of duties during the period during which that Officer,  
etc. concurrently acted as an officer, etc.;
  3. the amount of any economic benefits having the nature listed in 1. or 2.;
- (b) the number of years the officer, etc. held the position with those duties  
(for officers, etc. who fall under the following categories, if the number  
prescribed below exceeds the number of years, the number prescribed  
below):
1. representative director or representative executive officer: 6;
  2. a director other than a representative director (limited to such director  
who is an executive director, etc.) or an executive officer other than a  
representative executive officer: 4;
  3. director (excluding those listed in 1. and 2.), accounting advisor,  
company auditor, or financial auditor: 2.

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

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

- (i) if the officer, etc. exercises the share options after assuming office  
(excluding those received by the officer, etc. from the stock company as  
consideration for performance of duty; hereinafter the same applies in this  
Article): An amount obtained by multiplying the amount listed in (a) minus  
the amount listed in (b) (if less than zero, then zero) by the number of shares  
of the stock company delivery of which was received by the officer, etc. by  
execution of the share options:

- (a) market value per share of the shares at the time of execution of the share options;
- (b) the value of Article 236, paragraph (1), item (ii) of the Act with respect to the share options, and the amount per one share which is the objective of the share options of the total amount to be paid in of Article 238, paragraph (1), item (iii) of the Act;
- (ii) if the officer, etc. transfers the share options after assuming office: The amount that multiplied the amount obtained by subtracting the amount to be paid in of Article 238, paragraph (1), item (iii) of the Act from the transfer price of the share options by the number of the share options.

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

Article 115 The economic benefit prescribed in Ministry of Justice Order as provided in Article 425, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 426, paragraph (8) and Article 427, paragraph (5) of the Act) is the following:

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

## **Chapter V Accounting**

### **Section 1 Accounting Documents**

Article 116 The particulars to be prescribed by Ministry of Justice Order as listed in the following provisions are governed by the Regulations on Corporate Accounting (excluding particulars in relation to business reports and detailed statements in the annex of those reports):

- (i) Article 432, paragraph (1) of the Act;
- (ii) Article 435, paragraph (1) and paragraph (2) of the Act;
- (iii) Article 436, paragraph (1) and paragraph (2) of the Act;
- (iv) Article 437 of the Act;
- (v) Article 439 of the Act;
- (vi) Article 440, paragraph (1) and paragraph (3) of the Act;
- (vii) Article 441, paragraph (1), paragraph (2), and paragraph (4) of the Act;

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

**Section 2 Business Reports**  
**Subsection 1 General Rules**

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

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

**Subsection 2 Content of Business Reports**  
**Division 1 General Rules**

Article 118 Business reports must contain the following:

- (i) important particulars regarding status of the stock company (excluding particulars that are content of financial statements and attached detailed statements, and of consolidated financial statements);
- (ii) if a determination or resolution exists in regard to development of the systems as provided in Article 348, paragraph (3), item (iv), Article 362, paragraph (4), item (vi), Article 399-13, paragraph (1), item (i), (b) and (c), and Article 416, paragraph (1), item (i), (b) and (e) of the Act, a summary of the content of that determination or resolution and the outline of the operation of the systems;
- (iii) if a stock company has prescribed basic policies regarding way a person is to control the determination of financial and business policies of the stock company (hereinafter referred to as "basic policies" in this item), the following particulars:
  - (a) summary of the content of the basic policies;
  - (b) summary of the specific content of the following efforts:
    1. special efforts contributing to the effective utilization of the assets of the

- stock company, the formation of appropriate business groups, and otherwise to the realization of the basic policies;
2. efforts to prevent the determination of financial and business policies of the stock company from being controlled by an inappropriate person in light of the basic policies;
- (c) the judgment of the directors (in the case of a company with a board of directors, the board of directors) of the stock company regarding pertinence of the efforts of (b) to the following requirements, and the reasons therefor (excluding the particulars if the reason is only a matter regarding existence or non-existence of outside officers):
1. the effort is consistent with the basic policies;
  2. the effort does not harm the common interests of shareholders of the stock company;
  3. the effort does not have as an objective the maintenance of the position of company officers of the stock company;
- (iv) if the stock company (excluding one that has a wholly-owning parent company, etc. as of the last day of the relevant business year) has a specified wholly-owned subsidiary company (meaning one of the stock company's wholly-owned subsidiary companies, etc. (including a corporation that is deemed to be such a wholly-owned subsidiary company, etc. pursuant to the provisions of Article 847-3, paragraph (3) of the Act; hereinafter the same applies in this item) (limited to a stock company) if the book value of the shares of the wholly-owned subsidiary company, etc. held by the stock company and its wholly-owned subsidiary companies, etc. exceeds one-fifth (if a proportion less than one-fifth is prescribed in the articles of incorporation pursuant to the provisions of Article 847-3, paragraph (4) of the Act, such proportion) of the total sum of the amounts recorded in the section on assets of the balance sheet of the stock company for the relevant business year as of the last day of the relevant business year; hereinafter the same applies in this item), as follows:
- (a) the name and address of the specified wholly-owned subsidiary company;
  - (b) the total sum of the book value of the shares of the specified wholly-owned subsidiary company held by the stock company and its wholly-owned subsidiary companies, etc. as of the last day of the relevant business year;
  - (c) the total sum of the amounts recorded in the section on assets of the balance sheet of the stock company for the relevant business year;
- (v) if there is any transaction between the stock company and its parent company, etc. (including a transaction between the stock company and a third party that results in a conflict of interest between the stock company and its parent company, etc.) that requires the notes prescribed in Article

112, paragraph (1) of the Regulations on Corporate Accounting to be included in the tables of explanatory notes on unconsolidated financial statements of the stock company for the relevant business year (excluding a transaction for which the particulars set forth in items (iv) through (vi) and (viii) of the paragraph are to be omitted pursuant to the proviso to the paragraph), the following particulars relating to the transaction:

- (a) particulars to be given due consideration so as not to harm the interests of the stock company in carrying out the transaction (if those particulars do not exist, that fact);
- (b) the judgment of the directors of the stock company (in the case of a company with a board of directors, the board of directors; the same applies in (c)) related to whether or not the transaction harms the interests of the stock company, and the reason therefor;
- (c) in the case of a stock company which has outside directors, if the judgment of the board of directors under (b) differs from the opinion of the outside directors, such opinion.

## **Division 2 Content of the Business Reports of Public Companies**

(Special Provisions on Public Companies)

Article 119 If a stock company is a public company on the last day of the business year, the following particulars must be included in the business report:

- (i) particulars regarding the current status of the stock company;
- (ii) particulars regarding the stock company's officers;
- (iii) particulars regarding the stock company's shares;
- (iv) particulars regarding the stock company's share options, etc.

(Particulars Regarding the Current Status of the Stock Company)

Article 120 (1) The "particulars regarding current status of the stock company" as provided in item (i) of the preceding Article are the following particulars (if the business undertakings of the stock company are divided into two or more divisions, the particulars categorized by division, except if categorizing these by division is difficult):

- (i) the principal content of business undertakings on the last day of the business year;
- (ii) the status of important business offices, factories, and employees on the last day of the business year;
- (iii) if major lenders exist on the last day of the business year, those lenders and the amount of borrowings;
- (iv) the progress of business and the results thereof during the business year;

- (v) the status of the following particulars during the business year (limited to important particulars):
    - (a) procurement of funds;
    - (b) facilities and equipment investment;
    - (c) business transfers, absorption-type company splits or incorporation-type company splits;
    - (d) acceptance of a transfer of business from other companies (including foreign companies);
    - (e) succession to rights and obligations for business undertakings of another corporation, etc. through an absorption-type merger (including a merger with an entity other than a company (limited to cases where the stock company survives the merger)) or an absorption-type company split;
    - (f) acquisition or disposal of shares or other equity interests or share options, etc. in another company (including foreign companies);
  - (vi) status of property and profits and losses for the immediately preceding three business years (in the case of a stock company for which three business years have not been completed on the last day of the business year, each business year since incorporation);
  - (vii) status of the parent company and significant subsidiary companies;
  - (viii) problems to be dealt with;
  - (ix) beyond what is set forth in the preceding items, important particulars regarding the current status of the stock company.
- (2) When the stock company prepares consolidated financial statements for a business year, the particulars listed in the items of the preceding paragraph may be stated as those regarding current status of the business group comprised of the stock company and subsidiary companies thereof. In this case, if those particulars are the content of the consolidated financial statements, they need not be included in the content of the business report.
- (3) Regarding the particulars listed in paragraph (1), item (vi), if, in the business year, the particulars in a past business year (meaning particulars to be indicated in the balance sheet, profit-and-loss statement, or statement in fluctuation in shareholders' equity, etc. in relation to a business year prior to that business year) differ from particulars approved or reported upon at the annual shareholder meeting in relation to a business year prior to that business year because of a change in accounting policies or other justifiable grounds, treating the particulars as those reflecting the amended particulars in a past business year is not precluded.

(Particulars Regarding Stock Company Officers)

Article 121 The "particulars regarding stock company officers" as provided in Article 119, item (ii) are as follows; provided, however, that a stock company

that is not a company with a nominating committee, etc. on the last day of the business year may omit the matter listed in item (vi):

- (i) name (in the case of accounting advisor, personal name or company name) of the company officer (limited to those in office on or after the day after the date of conclusion of the immediately preceding annual shareholder meeting; the same applies in as follows item and items (iii), (viii) and (ix), and in Article 128, paragraph (2));
- (ii) position and assignment of the company officer;
- (iii) if a contract under Article 427, paragraph (1) of the Act has been concluded between the company officer (limited to a director or a company auditor) and the stock company, a summary of the content of the contract (if measures are taken so that proper duties of the company officer will not be impaired by the contract, including the content thereof);
- (iv) the particulars prescribed in (a) through (c) below, in accordance with the categories of the cases listed in the (a) through (c), regarding remuneration of company officers in relation to the business year:
  - (a) if the total amount of remuneration is listed for each director (in the case of a company with an audit and supervisory committee, a director who is an audit and supervisory committee member or other director; the same applies in (a) and (c)), accounting advisor, company auditor or executive officer for all company officers: The total amount of remuneration for each director, accounting advisor, company auditor or executive officer and the number of officers;
  - (b) if the amount of remuneration is listed for each of the company officers for all company officers: The amount of remuneration for each company officer;
  - (c) if the amount of remuneration is listed for each company officer for a portion of company officers: The amount of remuneration for each company officer, and with regard to other company officers, the total amount of remuneration for each director, accounting advisor, company auditor or executive officer and the number of officers;
- (v) regarding the remuneration of company officers for which the amount received or the estimated amount to be received in the business year has become evident (excluding remuneration deemed to be content of a business report in relation to the business year pursuant to the provisions of the preceding item, and remuneration deemed to have been content of a business report in relation to a business year preceding the business year), the particulars prescribed in (a) thorough (c) of the same item, in accordance with the categories of the cases listed in the (a) through (c);
- (vi) if policies have been prescribed related to a determination on the amount of remuneration for each company officer or on the method of calculating the

- amount thereof, the manner in which the policies were determined and a summary of the content thereof;
- (vii) if there are company officers who have resigned or company officers who have been dismissed, (excluding those dismissed by resolution at a shareholder meeting or general meeting of multiple-class shareholders), the following particulars (excluding those deemed to have been the content of a business report in relation to a preceding business year):
    - (a) the name of the company officer (in the case of accounting advisor, the personal name or company name);
    - (b) if an opinion has been given under Article 342-2, paragraph (1) or (4) or Article 345, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) of that Article following the deemed replacement of terms), the content of that opinion;
    - (c) if a reason has been given under Article 342-2, paragraph (2) or Article 345, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) of that Article following the deemed replacement of terms), that reason;
  - (viii) status of important concurrent holding of positions by company officers (excluding accounting advisor) of the stock company in relation to the business year;
  - (ix) among the company officers, if the company auditors, audit and supervisory committee members, and audit committee members have considerable knowledge related to finance and accounting, that fact;
  - (x) the particulars prescribed in (a) or (b) in accordance with the categories of the cases listed in (a) or (b) below:
    - (a) if the stock company is a company with an Audit and supervisory committee as of the last day of the relevant business year: Whether or not full-time Audit and supervisory committee members were appointed, and the reasons therefor;
    - (b) if the stock company is a company with a nominating committee, etc. as of the last day of the relevant business year: Whether or not full-time audit committee members were appointed, and the reasons therefor;
  - (xi) beyond what is set forth in the preceding items, important particulars regarding company officers of the stock company.

(Particulars Regarding Stock Company Shares)

Article 122 (1) The "particulars regarding stock company's shares" as provided in Article 119, item (iii) refer to the following:

- (i) the names of the top ten shareholders in percentage of shareholdings in relation to the total number of issued shares (excluding treasury shares; hereinafter the same applies in the next paragraph), the number of shares

- held by the shareholders (in the case of a company with multiple-class shares, including the classes of shares and the number per class), and the percentage of shares held by the shareholder on the last day of the business year;
- (ii) beyond what is set forth in the preceding item, other important particulars regarding stock company shares.
- (2) if the record date prescribed in Article 124, paragraph (1) of the Act for prescribing the persons who can exercise voting rights at the annual shareholder meeting for the business year has been designated, if the record date is after the last day of the business year, the names of the top ten shareholders in percentage of share holdings in relation to the total number of issued shares on the relevant record date, the number of shares held by these shareholders (in the case of a company with class share, including the classes of shares and the number per class), and the percentage of the shares held by the shareholder may be stated as the matters set forth in item (i) of the preceding paragraph. In this case, the record date must be disclosed.

(Particulars Related to Stock Company Share Options)

Article 123 The "particulars regarding stock company's share options, etc." as provided in Article 119, item (iv) refer to the following:

- (i) if company officers of the stock company (limited to those holding office on the last day of the business year; hereinafter the same applies in this Article) hold share options, etc. of the stock company (limited to those that the stock company delivered as consideration for performance of duty; hereinafter the same applies in this item and the following item) on the last day of the business year, a summary of the features of the share options, etc. for each category of the following persons, and the number of persons holding share options, etc.:
- (a) directors of the stock company (excluding those who are audit and supervisory committee members and outside officers, including executive officers);
  - (b) outside directors of the stock company (excluding those who are audit and supervisory committee members, and limited to outside officers);
  - (c) directors who are audit and supervisory committee members of the stock company;
  - (d) company officers other than directors of the stock company (including executive officers);
- (ii) if the stock company has delivered share options, etc. to the following persons during the business year, a summary of the features of the share options, etc. for each category of the following persons and the number of persons receiving delivery:
- (a) employees of the stock company (excluding those concurrently acting as

- company officers of the stock company);
- (b) officers and employees of subsidiary companies of the stock company (excluding company officers of the stock company or those concurrently acting as those listed in (a));
- (iii) beyond what is set forth in the preceding two items, important particulars related to share options, etc. of the stock company.

(Special Provisions Related to Outside Officers)

Article 124 (1) If, among the company officers, persons who are outside officers exist, the particulars concerning the company officers of a stock company are to include the following particulars beyond the particulars as provided in Article 121:

- (i) if the fact that an outside officer (limited to those in office on or after the date of conclusion of the immediately preceding annual shareholder meeting; the same applies in the following item through item (iv)) concurrently acts as an executive of another corporation, etc. constitutes an important concurrent holding of positions as provided in Article 121, item (viii), the relationship between the stock company and the relevant other corporation, etc.;
- (ii) if the fact that an outside officer concurrently acts as an outside officer of another corporation, etc., or a person similar thereto constitutes an important concurrent holding of positions as provided in Article 121, item (viii), the relationship between the stock company and the relevant other corporation, etc.;
- (iii) if the stock company is aware that an outside officer is a spouse, or a relative within the third degree of kinship, or any other corporation similar to these of any of the following persons, that fact (excluding those unimportant):
  - (a) a parent company, etc. of the stock company (limited to a natural person);
  - (b) an executive or an officer (excluding an executive) of the stock company or a specified associated service provider of the stock company;
- (iv) status of main activities of each outside officer during the relevant business year (including the following):
  - (a) status of attendance at the board of directors meetings (if the outside officer is any of the following persons, including the particulars prescribed below; the same applies in (b)):
    1. outside company auditors of a company with a board of company auditors: The board of company auditors meeting;
    2. audit and supervisory committee members of companies with Audit and supervisory committee: audit and supervisory committee meetings;
    3. audit committee members of companies with nominating committee, etc.: meetings of the audit committee;

- (b) status of oral statements at board of directors meetings;
- (c) if the business policies or decisions in relation to business or other particulars of the stock company were changed because of the opinion of the outside officer, the content thereof (excluding those unimportant);
- (d) if a fact exists of a violation of laws and regulations or the articles of incorporation or other unfair execution of business (in the case the outside officer is an outside company auditor, wrongful execution of business) at the stock company during the relevant business year (excluding those that are unimportant), a summary of the actions taken by each outside officer to prevent the occurrence of the fact and the actions taken in response after the occurrence of the fact;
- (v) the particulars prescribed in (a) through (c) below, in accordance with the categories of cases listed in the (a) through (c), regarding remuneration of the outside officer during the relevant business year:
  - (a) if the total amount of remuneration is listed for all outside officers: The total amount of remuneration of outside officers and the number of outside officers;
  - (b) if the amount of remuneration is listed by outside officer for all of the outside officers: The amount of remuneration for each outside officer;
  - (c) if the amount of remuneration is listed by outside officer for some of the outside officers: The amount of remuneration for each outside officer and the total amount of remuneration and the number of officers with regard to other outside officers;
- (vi) regarding the remuneration of outside officers for which the amount received or the estimated amount to be received in the relevant business year has become evident (excluding remuneration deemed to be among the contents of a business report in relation to the business year pursuant to the provisions of the preceding item, and remuneration deemed to have been among the contents of a business report in relation to a business year preceding the business year), the particulars prescribed in (a) through (c) of the preceding item, in accordance with the categories of the cases listed in (a) through (c);
- (vii) if an outside officer has received remuneration as an officer during the relevant business year from the entities prescribed in (a) or (b) in accordance with the categories of the cases listed in (a) or (b) below, the total amount of the remuneration (limited to remuneration received during the period when the person was an outside officer):
  - (a) if the stock company has a parent company, etc.: The parent company, etc. or a subsidiary company, etc. (excluding the stock company) of the parent company, etc.;
  - (b) if the stock company has no parent company, etc.: A subsidiary company

- of the stock company;
- (viii) if the outside officer has given an opinion about the content of the particulars listed in the preceding items with regard to the outside officer, the content of that opinion.
- (2) If a person that is a company with a board of company auditors (limited to a large company) as of the last day of the business year and is required to submit an annual securities report to the Prime Minister with respect to shares that it issues pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act does not have an outside director, the reason why it is not appropriate to have an outside director must be included in the content of the business report, beyond the particulars prescribed in Article 121, as particulars related to company officers of the stock company.
- (3) The reason prescribed in paragraph (1) must be stated or recorded in accordance with the circumstances of the company with a board of company auditors as of the relevant business year. In this case, the reason may not solely consist of the fact that there are two or more outside directors.

### **Division 3 Content of the Business Reports of Companies with Accounting Advisor**

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

### **Division 4 Content of the Business Reports of Companies with Financial Auditor**

Article 126 If a stock company is a company with financial auditor as of the last day of its business year, the following particulars must be included in the content of its business report (if the stock company is not a public company as of the last day of the business year, excluding the particulars listed in item (ii) through item (iv)):

- (i) the name of the financial auditor;
- (ii) the amount of remuneration for each financial auditor in relation to the business year and the reason why the company auditors (the board of company auditors in the case of a company with a board of company auditors, the audit and supervisory committee in the case of a company with an audit

- and supervisory committee, or the audit committee in the case of a company with a nominating committee, etc.) gave the consent under Article 399, paragraph (1) of the Act with regard to the remuneration;
- (iii) if a financial auditor is paid consideration for services other than those under Article 2, paragraph (1) of the Certified Public Accountants Act (hereinafter referred to as "non-auditing services" in this item), the content of those non-auditing services;
  - (iv) policies for determination of dismissal of or refusal to reelect Financial Auditor;
  - (v) if a financial auditor is a person subject to a ruling for the suspension of business for whom the period of suspension has not elapsed at the time in question, particulars in relation to the disposition;
  - (vi) if a financial auditor was subject to the ruling for the suspension of business within the past two years, among the particulars in relation to the disposition, particulars that the stock company has determined appropriate to include in the content of a business report;
  - (vii) if a contract under Article 427, paragraph (1) of the Act has been concluded between a financial auditor and the stock company, a summary of the content of the contract (if measures are taken so that proper the duties of the financial auditor will not be impaired by the contract, including that content);
  - (viii) if a stock company is a large company as provided in Article 444, paragraph (3) of the Act, the following particulars:
    - (a) the total amount of monetary or other economic benefit (limited to items recorded in the consolidated profit-and-loss statement in relation to the business year) the stock company or a subsidiary company thereof is to pay to a certified public accountant (including a foreign certified public accountant as provided in Article 16-2, paragraph (5) of the Certified Public Accountants Act; hereinafter the same applies in this Article) or an audit corporation acting as the financial auditor of the stock company;
    - (b) if a certified public accountant or audit corporation other than the financial auditor of the stock company (including those having qualifications equivalent to these qualifications in a foreign country) is performing an audit (limited to those pursuant to the provisions of the Act and the Financial Instruments and Exchange Act (including foreign laws and regulations equivalent to these Acts)) of accounting documents (including documents equivalent thereto) of a subsidiary company of the stock company (limited to important particulars), that fact;
  - (ix) if financial auditor who has resigned or financial auditor who has been dismissed (excluding those dismissed by resolution of a shareholder meeting) exist, the following (excluding particulars deemed to have been content of a

business report in relation to a business year preceding the relevant business year):

- (a) the name of the financial auditor;
- (b) if a reason of Article 340, paragraph (3) of the Act exists, that reason;
- (c) if an opinion of Article 345, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article following the deemed replacement of terms exists, the content of that opinion;
- (d) if a reason or an opinion of Article 345, paragraph (2) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article following the deemed replacement of terms exists, that reason or opinion;
- (x) if the articles of incorporation contain provisions pursuant to the provisions of Article 459, paragraph (1) of the Act, policies regarding exercise of authority given to the board of directors by the provisions of the articles of incorporation.

Article 127 Deleted

#### **Division 5 Content of Detailed Statements in the Annex of Business Reports**

Article 128 (1) Detailed statements in the annex of a business report must have as their content important particulars that supplement the content of the business report.

- (2) If a stock company is a public company on the last day of the business year, the details of the status of any concurrent holding of positions (excluding those unimportant) by a company officer (excluding accounting advisor) for whom the fact of having concurrently acted as an executive director, an executive officer, a member executing the business, or a person performing the duties of Article 598, paragraph (1) of the Act or any similar person for another corporation, etc. constitutes an important concurrent holding of positions of Article 121, item (viii) must be included in the content of the detailed statement in the annex of the business report. In this case, if the business of the relevant other corporation, etc. is a business of the same line of business as the business of the stock company, that fact must be appended as a supplementary note.
- (3) If there is any transaction between a stock company and its parent company, etc. (including a transaction between the stock company and a third party that results in a conflict of interest between the stock company and its parent company, etc.) that requires the notes prescribed in Article 112, paragraph (1) of the Regulations on Corporate Accounting to be included in the tables of explanatory notes on unconsolidated financial statements of the stock company for the relevant business year (limited to a transaction for which the

particulars set forth in items (iv) through (vi) and (viii) of the paragraph are to be omitted pursuant to the proviso to the paragraph), the particulars listed in Article 118, item (v), (a) through (c) relating to the transaction must be included in the content of the detailed statement in the annex of the business report.

### **Subsection 3 Auditing of Business Reports**

(Content of Audit Reports of Company Auditors)

Article 129 (1) If the company auditor receives a business report and the detailed statement in the annex of that report, that person must prepare an audit report with the following as the content thereof (in the case of a company auditor's audit report for a company with a board of company auditors, the particulars listed from (i) through (vi)):

- (i) the means and content of the company auditor's audit (excluding those in relation to accounting documents; hereinafter the same applies in this Subsection);
- (ii) an opinion regarding whether or not the business report and the detailed statement in the annex of that report accurately represent the status of the stock company in accordance with laws and regulations or the articles of incorporation;
- (iii) if misconduct or material facts in violation of laws and regulations or the articles of incorporation are present in relation to the execution of the duties of a director of the stock company (including executive officers in the case that the stock company was a company with a nominating committee, etc. during the business year), that fact;
- (iv) if unable to perform the investigations required for audit, that fact and the reason thereof;
- (v) if the particulars listed in Article 118, item (ii) are present (excluding those not belonging to the scope of audits), and the content of the particulars is found to be inappropriate, that fact and the reason thereof;
- (vi) if the particulars as provided in Article 118, item (iii) or (v) are the content of the business report or the particulars as provided in paragraph (3) of the preceding Article are the content of the detailed statement in the annex of that business report, an opinion regarding those particulars;
- (vii) the date on which the audit report was prepared.

(2) Notwithstanding the provisions of the preceding paragraph, a company auditor of a stock company for which the articles of incorporation contain provisions to the effect of limiting the scope of audits by company auditors to particulars related to accounting, in lieu of the particulars listed in the items of the same paragraph, must prepare an audit report clarifying the fact that

the company auditor lacks the authority to audit a business report.

(Content of a Board of Company Auditor Audit Reports)

Article 130 (1) The board of company auditors must prepare an audit report of the board of company auditors (hereinafter referred to as "board of company auditors audit report" in this Article) based upon the audit report prepared by the company auditor pursuant to the provisions of paragraph (1) of the preceding Article (hereinafter referred to as "company auditor audit report" in this Article).

(2) The board of company auditors audit report must include the following. In this case, the company auditor may make a supplementary note to the board of company auditors audit report with the content of the company auditor audit report in relation to the relevant particulars if the relevant content of the board of company auditors audit report differs from the relevant content of the company auditor audit report:

- (i) the means and content of the audits of the company auditor and the board of company auditors;
- (ii) the particulars listed in paragraph (1), item (ii) through item (vi) of the preceding Article;
- (iii) the date on which the board of company auditors audit report was prepared.

(3) If the board of company auditors prepares the board of company auditors audit report, the board of company auditors must deliberate on the content (excluding the content of a supplementary note pursuant to the provisions of the second sentence of the preceding paragraph) of the board of company auditors audit report by the means of holding a conference, or by any means where opinions may be exchanged simultaneously by sending and receiving information at least once.

(Content of an Audit and Supervisory Committee Audit Reports)

Article 130-2 (1) If the audit and supervisory committee receives the business report and a detailed statement in its annex, the committee must prepare an audit report with the following particulars as content. In this case, audit and supervisory committee members may make a supplementary note to the audit report with an opinion if the relevant content of the audit report differs from the opinion of the audit and supervisory committee member:

- (i) the means and content of the audit of the audit and supervisory committee;
- (ii) the particulars listed in paragraph (1), item (ii) through item (vi) of Article 129;
- (iii) the date on which the audit report was prepared.

(2) The content of the audit report as provided in the preceding paragraph must

be prescribed by resolution of the audit and supervisory committee (excluding content of any supplementary note pursuant to the provisions of the second sentence of the same paragraph).

(Content of an Audit Committee Audit Reports)

Article 131 (1) If an audit committee receives a business report and a detailed statement in its annex, the committee must prepare an audit report having with the following particulars as content. In this case, audit committee members may make a supplementary note to the audit report with an opinion if the relevant content of the audit report differs from the opinion of the audit committee member:

- (i) the means and content of the audit of the audit committee;
- (ii) the particulars listed in paragraph (1), item (ii) through item (vi) of Article 129;
- (iii) the date on which the audit report was prepared.

(2) The content of the audit report as provided in the preceding paragraph must be prescribed by resolution of the audit committee (excluding content of any supplementary note pursuant to the provisions of the second sentence of the same paragraph).

(Notification Deadline for Company Auditor Audit Reports)

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

- (i) the day on which four weeks have elapsed from the day on which the business report was received;
- (ii) the day on which one week has elapsed from the day on which the detailed statement in the annex of the business report was received;
- (iii) the date agreed upon between the specified director and the specified company auditor.

(2) The audit by the company auditor (the audit and supervisory committee in the case of a company with an audit and supervisory committee or the audit committee in the case of a company with a nominating committee, etc.) is deemed to have been received on the date on which the specified director receives notice of the content of the audit report pursuant to the preceding paragraph with regard to the business report and detailed statement in its annex.

(3) Notwithstanding the provisions of the preceding paragraph, if the specified

company auditor does not give notice of the content of the audit report pursuant to the provisions of paragraph (1) by the date that notice should be given pursuant to the same paragraph, the audit of the company auditor (the audit and supervisory committee in the case of a company with an audit and supervisory committee or the audit committee in the case of a company with a nominating committee, etc.) is deemed to have been received for the business report and the detailed statement in its annex.

- (4) The phrase "specified director" as provided in paragraph (1) and paragraph (2) means the person prescribed in each of the following items, in accordance with the categories of cases listed below:
- (i) if the person to receive notice pursuant to the provisions of paragraph (1) is prescribed: The person prescribed to receive that notice;
  - (ii) in cases other than the case listed in the preceding item: The director or executive officer performing duties related to preparation of the business report and the detailed statement in its annex.
- (5) The "specified company auditor" as provided in paragraph (1) and paragraph (3) is the person prescribed in the following items, in accordance with the categories of companies listed in the items:
- (i) companies with company auditor (including stock companies the articles of incorporation of which contain provisions to the effect of limiting the scope of audits by company auditors to particulars related to accounting, and excluding companies with boards of company auditors): The persons prescribed in (a) through (c) below, in accordance with the categories of the cases listed in the (a) through (c):
    - (a) if two or more company auditors exist, if the company auditor to give notice of the content of the audit report pursuant to the provisions of paragraph (1) is prescribed: The company auditor prescribed as the company auditor to give the notice;
    - (b) if two or more company auditors exist, if the company auditor to give notice of the content of the audit report pursuant to the provisions of paragraph (1) is not prescribed: All company auditors;
    - (c) in cases other than the cases listed in (a) or (b): The company auditor;
  - (ii) companies with boards of company auditors: The persons prescribed in (a) or (b) below, in accordance with the categories of the cases listed in the (a) or (b):
    - (a) if the board of company auditors has prescribed a company auditor to give notice of the content of the audit report pursuant to paragraph (1): The company auditor prescribed as the company auditor to give that notice;
    - (b) in cases other than the case listed in (a): All company auditors;
  - (iii) companies with audit and supervisory committee: The persons prescribed in (a) or (b) below, in accordance with the categories of the cases listed in the

- (a) or (b):
  - (a) if the audit and supervisory committee has prescribed an audit and supervisory committee member to give notice of the content of the audit report pursuant to paragraph (1): The audit and supervisory committee member prescribed as the audit and supervisory committee member to give that notice;
  - (b) in cases other than the case listed in (a): Any audit and supervisory committee member;
- (iv) companies with nominating committee, etc.: The persons prescribed in (a) or (b) below, in accordance with the categories of the cases listed in the (a) or (b):
  - (a) if the audit committee has prescribed an audit committee member to give notice of the content of the audit report pursuant to paragraph (1): The audit committee member prescribed as the audit committee member to give that notice;
  - (b) in cases other than the case listed in (a): Any audit committee member.

#### **Subsection 4 Provision of Business Reports to Shareholders**

Article 133 (1) The provision to shareholders of the business report presented pursuant to the provisions of Article 437 of the Act (meaning the reports prescribed in the following items, in accordance with the categories of stock companies listed in each the item; hereinafter the same applies in this Article) is governed by the provisions of this Article:

- (i) stock company (excluding companies with company auditor, companies with audit and supervisory committee, and companies with nominating committee, etc.): business report;
- (ii) company with company auditor, company with an audit and supervisory committee, and company with a nominating committee, etc.: The following reports:
  - (a) business report;
  - (b) if an audit report of company auditors (the board of company auditors in the case of a company with a board of company auditors, the audit and supervisory committee in the case of a company with an Audit and supervisory committee, or the audit committee in the case of a company with a nominating committee, etc.) exists for a business report, the audit report (if the content of the audit reports of each company auditor of a stock company (excluding companies with boards of company auditors) for which there are two or more company auditors are identical (excluding the date on which the audit reports were prepared), the audit reports of one or more of the company auditors);

- (c) if it is deemed that auditing was undertaken pursuant to the provisions of paragraph (3) of the preceding Article, a document or electronic or magnetic record stating or recording that fact.
- (2) If the notice of convocation for the annual shareholder meeting (meaning the notice pursuant to the provisions of Article 299, paragraph (2) or paragraph (3) of the Act; hereinafter the same applies in this Article) is carried out by a means listed in the following items, the business report presented must be provided by the means prescribed in each respective item:
- (i) provision in writing: The means prescribed in (a) or (b) below, in accordance with the categories of the cases listed in the (a) or (b):
- (a) if the business report presented is prepared in writing: Provision of a document that states the particulars stated therein;
- (b) if the business report presented is prepared as electronic or magnetic records: Provision of a document stating the particulars recorded in the electronic or magnetic records;
- (ii) provision by electronic or magnetic means: The means prescribed in (a) or (b) below, in accordance with the categories of the cases listed in the (a) or (b):
- (a) if the business report presented is prepared in writing: Provision by electronic or magnetic means of the particulars stated in the document;
- (b) if the business report presented is prepared as electronic or magnetic records: Provision by electronic or magnetic means of the particulars stated in the electronic or magnetic records.
- (3) Regarding the application of the provisions of the preceding paragraph if measures are taken to make information in relation to particulars to be indicated in the business report (excluding the particulars listed below) available for provision to shareholders continuously by electronic or magnetic means from the time of dispatch of the notice of convocation in relation to the annual shareholder meeting until the date on which three months have elapsed from the date of the annual shareholder meeting (of the means listed in Article 222, paragraph (1), item (i), (b), limited to those performed by means of using an automatic public transmission server connected to the internet; the same applies in paragraph (7)), the particulars are deemed to have been provided to shareholders by the means prescribed in the following items, in accordance with the categories of the cases listed in each item of same paragraph with respect to the particulars; provided, however, that this is limited to the case if the articles of incorporation contain provisions for taking the measures of this paragraph:
- (i) the particulars listed in Article 120, paragraph (1), item (iv), item (v), item (vii) and item (viii) and Article 121, item (i), item (ii) and item (iv) through item (vi), and the particulars to be indicated in the business report pursuant

- to the provisions of Article 124, paragraph (2);
- (ii) particulars if the company auditor, audit and supervisory committee, or audit committee states an objection with regard to taking the measures of this paragraph with respect to particulars to be indicated in the business report (excluding the particulars listed in the preceding item).
- (4) In the case of the preceding paragraph, the directors must notify shareholders of the codes, including characters and marks or combinations thereof, for identifying on the internet the relevant part of the automatic public transmission server utilized in the measures of the same paragraph that was used for the purposes of undertaking the measures that allows the receiver of information to inspect the contents of the information and record the information in files stored in a computer through direct input into the computer used by the receiver.
- (5) If a portion of the particulars indicated in the business report pursuant to the provisions of paragraph (3) are deemed to have been provided to shareholders by means prescribed in the items of paragraph (2), if the company auditor, audit and supervisory committee, or audit committee requests of the directors to the effect that notice is to be made to the shareholders that the business report actually provided to the shareholders is a portion of the business report for which an audit was performed at the preparation of an audit report, the directors must inform the shareholders of that fact.
- (6) The directors, with respect to particulars that should be included in business reports, if circumstances have arisen in the interval between the day the notice of convocation of the annual shareholder meeting was dispatched until the day before the annual shareholder meeting that should be revised, may give notice of convocation together with notice of a means to make shareholders aware of the particulars after revision.
- (7) The provisions of paragraph (3) do not preclude taking measures to also make information in relation to the particulars listed in the items of the same paragraph available for provision to shareholders by electronic or magnetic means.

## **Chapter VI Transferring Business**

(Total Amount of Assets)

Article 134 (1) The means prescribed by Ministry of Justice Order as provided in Article 467, paragraph (1), item (ii) and item (ii)-2, (a) of the Act is a means of treating as the total amount of assets of the stock company the amount obtained by subtracting the amount listed in item (ix) from the total amount of the amounts listed in item (i) through item (viii) on the calculation reference date (meaning the date on which the contract in relation to the assignment as

provided in item (ii) or item (ii)-2, (a) of the same paragraph was concluded (if a time differing from the date on which the relevant contract was concluded is prescribed (limited to the time from after the day on which the contract was concluded until immediately prior to the time at which the assignment becomes effective), that time); hereinafter the same applies in this Article):

(i) amount of stated capital;

(ii) amount of capital reserves;

(iii) amount of retained earnings reserves;

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

(v) the amount of valuation and translation differences, etc. on the last day of the most recent business year (in the case as provided in Article 461, paragraph (2), item (ii) of the Act, the period of Article 441, paragraph (1), item (ii) of the Act (if two or more of the periods exist, the period with the latest last day); hereinafter the same applies in this paragraph) (if there is no most recent business year, the day of formation of the stock company, hereinafter the same applies in this Article);

(vi) book value of share options;

(vii) the amount recorded in the section on liabilities on the last day of the most recent business year;

(viii) if a succession to rights and obligations in relation to the business of another company occurs from an absorption-type merger or an absorption-type company split, or an acceptance of assignment of all business of another company (including foreign companies) is performed after the last date of the most recent business year, the amount of liabilities succeeded to or assigned as a result of these acts;

(ix) total book value of treasury shares and the stock company's own share options.

(2) Notwithstanding the provisions of the preceding paragraph, the means prescribed by Ministry of Justice Order as provided in Article 467, paragraph (1), item (ii) and item (ii)-2, (a) of the Act if the stock company performing an assignment as provided in item (ii) or item (ii)-2, (a) of the same paragraph is a liquidating stock company on the calculation reference date is that of treating the amount recorded in the section on assets on the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act as the total amount of the assets of the stock company.

(Amount of Net Assets)

Article 135 (1) The means prescribed by Ministry of Justice Order as provided in Article 467, paragraph (1), item (v), (b) of the Act is that of treating as the amount of net assets of the stock company the amount (if the amount is less than five million yen, five million yen) obtained by subtracting the amount

listed in item (vii) from the total amount of the amounts listed in item (i) through item (vi) on the calculation reference date (meaning the date on which the contract in relation to the acquisition as provided in the same item was concluded (if a time differing from the date on which the relevant contract was concluded is prescribed in the contract (limited to the time from the date after which the contract was concluded until immediately prior to the time at which the acquisition becomes effective), that time; hereinafter the same applies in this Article))):

- (i) amount of stated capital;
- (ii) amount of capital reserves;
- (iii) amount of retained earnings reserves;
- (iv) amount of surplus as provided in Article 446 of the Act;
- (v) the amount of valuation and translation differences, etc. on the last day of the most recent business year (in the case as provided in Article 461, paragraph (2), item (ii) of the Act, the period of Article 441, paragraph (1), item (ii) of the Act (if two or more of the periods exist, the period with the latest last day); hereinafter the same applies in this paragraph) (if there is no most recent business year, the day of formation of the stock company);
- (vi) book value of share options;
- (vii) total book value of treasury shares and the stock company's own share options.

(2) Notwithstanding the provisions of the preceding paragraph, the means prescribed by Ministry of Justice Order as provided in Article 467, paragraph (1), item (v), (b) of the Act if the stock company performing an acquisition as provided in the same item is a liquidating stock company on the calculation reference date is a means of treating as the amount of net assets of the stock company an amount obtained by subtracting the amount recorded in the section on liabilities from the amount recorded in the section on assets on the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act (if the amount is less than five million yen, five million yen).

(Special Controlling Company)

Article 136 (1) Corporations prescribed by Ministry of Justice Order as provided in Article 468, paragraph (1) of the Act are as follows:

- (i) a corporation in which another company as provided in Article 468, paragraph (1) of the Act holds all of the equity interests (except for a stock company);
- (ii) a corporation in which another company as provided in Article 468, paragraph (1) of the Act and a specified wholly-owned subsidiary corporation (meaning a stock company in which the relevant other company holds the entirety of the issued shares, and the corporation listed in the preceding

item; hereinafter the same applies in this paragraph) or a specified wholly-owned subsidiary corporation holds all of the equity interests.

- (2) With regard to the application of the provisions of item (ii) of the preceding paragraph, a corporation listed in that item is deemed to be a specified wholly-owned subsidiary corporation as provided in that item.

(Amount of Net Assets)

Article 137 (1) The means prescribed by Ministry of Justice Order as provided in Article 468, paragraph (2), item (ii) of the Act is that of treating the amount obtained by subtracting the amount listed in item (vii) (if the amount is less than five million yen, five million yen) from the total of the amounts listed in item (i) through item (vi) as of the calculation reference date (meaning the date on which the contract in relation to acceptance as provided in Article 467, paragraph (1), item (iii) of the Act was concluded (if a time differing from the day on which the contract was concluded is prescribed by that contract, the time (limited to the time from the date after which the contract was concluded until immediately prior to the time at which the acceptance becomes effective); hereinafter the same applies in this Article)) as the amount of the net assets of the stock company:

- (i) amount of stated capital;
- (ii) amount of capital reserves;
- (iii) amount of retained earnings reserves;
- (iv) amount of surplus as provided in Article 446 of the Act;
- (v) the amount of valuation and translation differences, etc. on the last day of the most recent business year (in the case as provided in Article 461, paragraph (2), item (ii) of the Act, the period of Article 441, paragraph (1), item (ii) of the Act (if two or more of the periods exist, the period with the latest last day)) (if there is no most recent business year, the day of formation of the stock company);
- (vi) book value of share options;
- (vii) total book value of treasury shares and the stock company's own share options.

- (2) Notwithstanding the provisions of the preceding paragraph, the means prescribed by Ministry of Justice Order as provided in Article 468, paragraph (2), item (ii) of the Act if the stock company performing an acceptance as provided in Article 467, paragraph (1), item (iii) of the Act is a liquidating stock company on the calculation reference date are those of treating as the amount of net assets of the stock company an amount obtained by subtracting the amount recorded in the section on liabilities from the amount recorded in the section on assets on the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act (if the amount is less than five million

yen, five million yen).

(Cases Where Approval at a Shareholder Meeting Is Required for a Business Transfer)

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

- (i) the number that added one to the number obtained by multiplying the total number of specified shares (meaning the shares that feature the fact that voting rights may be exercised at the shareholder meeting in relation to the acts as provided in Article 468, paragraph (3) of the Act; hereinafter the same applies in this Article) by one-half (if it has been provided in the articles of incorporation to the effect that shareholders holding voting rights at or above a certain ratio of the total number of voting rights of the specified shares must be in attendance as a requirement for adoption of resolutions at the shareholder meeting, the relevant ratio), and multiplying the number by one-third (if it has been provided in the articles of incorporation to the effect that a majority of at least a certain ratio of the total voting rights held by the specified shareholders (meaning shareholders of specified shares; hereinafter the same applies in this Article) in attendance at the shareholder meeting must approve as a requirement for adoption of resolutions at the shareholder meeting, the ratio obtained by subtracting the relevant ratio from one);
- (ii) if it has been provided in the articles of incorporation to the effect that approval of a certain number or more of specified shareholders is required as a requirement for adoption of resolutions in relation to the acts as provided in Article 468, paragraph (3) of the Act, the number of specified shares held by specified shareholders who gave notice of opposition to the acts if the number obtained by subtracting the number of specified shareholders who gave notice of opposition to the acts to the company from the total number of specified shareholders is less than the relevant number;
- (iii) if it has been provided in the articles of incorporation other than the provisions of the articles of incorporation of the preceding two items as a requirement for adoption of resolutions in relation to the acts as provided in Article 468, paragraph (3) of the Act, the number of specified shares held by specified shareholders who gave notice of opposition to the acts if the resolution would not be adopted if all the specified shareholders who gave notice of opposition to the acts dissented at the shareholder meeting as provided in the same paragraph;
- (iv) the number prescribed in the articles of incorporation.

## Chapter VII Dissolution

- Article 139 (1) The notice of Article 472, paragraph (1) of the Act (hereinafter referred to simply as "the notification" in this Article) must be made by written document.
- (2) The written document of the preceding paragraph must include the following, and a representative or agent of the stock company must affix the name and seal to it:
- (i) the trade name and the head office, as well as the name and the address of the representative of the stock company;
  - (ii) if the notification is given by an agent, the name and address thereof;
  - (iii) the fact that business has not been discontinued;
  - (iv) the date of the notification;
  - (v) indication of the registry office.
- (3) If the notification is given by an agent, a document certifying the authority thereof must be attached to the written document of paragraph (1).
- (4) The seal impression of the representative of the stock company who is to affix a seal to the written document of paragraph (1) or the preceding paragraph must be a seal impression submitted pursuant to the provisions of Article 20, paragraph (1) of the Commercial Registration Act (Act No. 125 of 1963); provided, however, that this does not apply if the notification is given by submitting the written document in relation to the notice pursuant to the provisions of Article 472, paragraph (2) of the Act.

## **Chapter VIII Liquidation**

### **Section 1 General Provisions**

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

- Article 140 (1) The systems prescribed by Ministry of Justice Order as provided in Article 482, paragraph (3), item (iv) of the Act are the following systems:
- (i) systems regarding retention and management of information in relation to the execution of the duties of a liquidator;
  - (ii) rules and other systems related to management of the risk of loss;
  - (iii) systems for ensuring that the execution of the duties of an employee complies with laws and regulations and the articles of incorporation.
- (2) In the case of a liquidating stock company with two or more liquidators, the systems as provided in the preceding paragraph are to include systems for ensuring that business decisions are carried out properly.
- (3) In the case of a liquidating stock company other than a company with company auditor, the systems as provided in paragraph (1) are to include systems for the liquidator to report particulars to be reported to the shareholders.

- (4) In the case of a company with company auditor (including liquidating stock companies for which the articles of incorporation contain provisions to the effect of limiting the scope of audits by company auditor to particulars related to accounting), the systems as provided in paragraph (1) are to include the following systems:
- (i) if a company auditor has requested that an employee be appointed to assist with the duties thereof, systems related to the employee;
  - (ii) particulars regarding independence of the employee of the preceding item from the liquidator;
  - (iii) particulars related to ensuring the effectiveness of instructions given by a company auditor to the employee set forth in item (i);
  - (iv) a system for the liquidator and the employee to report to the company auditor, and other systems related to reporting to the company auditor;
  - (v) systems for ensuring that persons who make a report under the preceding item are not treated disadvantageously due to making the report;
  - (vi) particulars related to policies concerning the procedure for advance payment or reimbursement of expenses that arise with regard to execution of the duties of the company auditor or any other processing of expenses or obligations that arise with regard to execution of the duties;
  - (vii) other systems for ensuring that audits by the company auditor are performed effectively.

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

Article 141 The particulars prescribed by Ministry of Justice Order as provided in Article 489, paragraph (6), item (v) of the Act are as follows:

- (i) if determination of the particulars listed in the items of Article 676 of the Act in relation to two or more solicitations (meaning the solicitation of Article 676; hereinafter the same applies in this Article) has been delegated, that fact;
- (ii) the upper limit of the total amount of bonds for subscription (in the case as provided in the preceding item, the aggregate total of the upper limit of the total amounts of bonds for subscription in relation to each solicitation);
- (iii) the upper limit of the interest rate on bonds for subscription and an outline of other particulars regarding interest rate;
- (iv) the minimum amount of the total amount to be paid in for bonds for subscription (meaning the amount paid in as provided in Article 676, item (ix) of the Act; hereinafter the same applies in this item) and an outline of other particulars regarding the amount to be paid in.

(Systems for Ensuring proper Business Activities of a Company with a Board of

Liquidators)

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

- (i) systems regarding retention and management of information in relation to the execution of the duties of a liquidator;
  - (ii) rules and other systems concerning management of the risk of loss;
  - (iii) systems for ensuring that the execution of the duties of an employee complies with laws and regulations and the articles of incorporation.
- (2) In the case of a liquidating stock company other than a company with company auditor, the systems as provided in the preceding paragraph are to include systems for the liquidator to report particulars reported to shareholders.
- (3) In the case of a company with company auditor (including liquidating stock companies the articles of incorporation of which contain provisions to the effect of limiting the scope of audits by company auditors to particulars related to accounting), the systems as provided in paragraph (1) are to include the following systems:
- (i) if a company auditor has requested that an employee be appointed to assist with the duties thereof, systems related to the employee;
  - (ii) particulars regarding independence of the employee under the preceding item from the liquidator;
  - (iii) particulars related to ensuring the effectiveness of instructions given by a company auditor to the employee set forth in item (i);
  - (iv) a system for the liquidator and the employee to report to the company auditor, and other systems related to reporting to the company auditor;
  - (v) systems for ensuring that persons who make a report under the preceding item are not treated disadvantageously due to making the report;
  - (vi) particulars related to policies concerning the procedure for advance payment or reimbursement of expenses that arise with regard to execution of the duties of the company auditor or any other processing of expenses or obligations that arise with regard to execution of the duties;
  - (vii) other systems for ensuring that audits by the company auditor are performed effectively.

(Minutes of Board of Liquidators Meetings)

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

- (2) Minutes of a board of liquidators meeting must be prepared in writing or as electronic or magnetic records.

- (3) Minutes of board of liquidators meetings must contain the following:
- (i) the date, time, and place where the board of liquidators meeting was held (including the means of the attendance if liquidators, company auditors, and shareholders not at the place were in attendance at the board of liquidators meeting);
  - (ii) if the board of liquidators meeting falls under any of the following, that fact:
    - (a) the meeting was convened in response to the request of a liquidator pursuant to the provisions of Article 490, paragraph (2) of the Act;
    - (b) the meeting was convened by a liquidator pursuant to the provisions of Article 490, paragraph (3) of the Act;
    - (c) the meeting was convened in response to the request of a shareholder pursuant to the provisions of Article 367, paragraph (1) of the Act, as applied mutatis mutandis pursuant to Article 490, paragraph (4) of the Act;
    - (d) the meeting was convened by a shareholder pursuant to the provisions of Article 490, paragraph (3) of the Act as applied mutatis mutandis following the deemed replacement of terms pursuant to of Article 367, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 490, paragraph (4) of the Act;
    - (e) the meeting was convened pursuant to the request of a company auditor pursuant to the provisions of Article 383, paragraph (2) of the Act;
    - (f) the meeting was convened by a company auditor pursuant to the provisions of Article 383, paragraph (3) of the Act;
  - (iii) summary of the progress of the agenda of the board of liquidators meeting and the results thereof;
  - (iv) if a liquidator is a specially interested party regarding a matter requiring a resolution, the name of the liquidator;
  - (v) if opinions or oral statements are offered at the board of liquidators meeting pursuant to the following provisions, a summary of those opinions or oral statements:
    - (a) Article 382 of the Act;
    - (b) Article 383, paragraph (1) of the Act;
    - (c) Article 365, paragraph (2) of the Act, as applied mutatis mutandis pursuant to Article 489, paragraph (8) of the Act;
    - (d) Article 367, paragraph (4) of the Act, as applied mutatis mutandis pursuant to Article 490, paragraph (4) of the Act;
  - (vi) the names of any company auditors or shareholders in attendance at the board of liquidators meeting;
  - (vii) the name of the chairperson of the board of liquidators meeting, if any.
- (4) In the cases listed in the following items, the minutes of the board of

liquidators meeting are to include the following particulars:

- (i) if a resolution is deemed to have been adopted at the board of liquidators meeting pursuant to the provisions of Article 370 of the Act, as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act: The following particulars:
  - (a) the content of the particulars about which a resolution is deemed to have been adopted at the board of liquidators meeting;
  - (b) the name of the liquidator who submitted the proposal of the matter of (a);
  - (c) the date on which the resolution is deemed to have been adopted at the board of liquidators meeting;
  - (d) the name of the liquidator performing duties in relation to preparation of the minutes;
- (ii) if a report to the board of liquidators is deemed unnecessary pursuant to the provisions of Article 372, paragraph (1) of the Act, as applied mutatis mutandis to pursuant to Article 490, paragraph (6) of the Act: The following particulars:
  - (a) the content of the particulars about which a report to the board of liquidators is deemed unnecessary;
  - (b) the date on which the report to the board of liquidators is deemed unnecessary;
  - (c) name of the liquidator performing duties in relation to preparation of the minutes.

(Property Inventories)

- Article 144 (1) The property inventories to be prepared pursuant to the provisions of Article 492, paragraph (1) of the Act are governed by the provisions of this Article.
- (2) Regarding property that should be recorded in the property inventory of the preceding paragraph, except if assigning the price of disposal thereof is difficult, the price of disposal on the date on which the cases listed in the items of Article 475 of the Act are satisfied must be assigned. In this case, regarding the accounting books of the liquidating stock company, the price entered in the property inventory is deemed the acquisition value.
  - (3) The property inventory of paragraph (1) must be indicated in the categories of sections listed below. In this case, the sections listed in item (i) and item (ii) may be subdivided into entries to which appropriate names indicating the content thereof are assigned:
    - (i) assets;
    - (ii) liabilities;
    - (iii) net worth.

(Balance Sheet at the Start of Liquidation)

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

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

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

(i) assets;

(ii) liabilities;

(iii) net assets.

(4) If assets exist for which assigning the price of disposal is difficult, the balance sheet of paragraph (1) must annotate the policy of property appraisal in relation to the assets.

(Balance Sheet for Each Liquidation Year)

Article 146 (1) The balance sheet to be prepared pursuant to the provisions of Article 494, paragraph (1) of the Act must be prepared based on the accounting books in relation to each liquidation year.

(2) The provisions of paragraph (3) of the preceding Article are applied mutatis mutandis to the balance sheet of the preceding paragraph.

(3) The attached detailed statement for the balance sheet prepared pursuant to the provisions of Article 494, paragraph (1) of the Act must include important particulars supplementing the content of the balance sheet.

(Administrative Report for Each Liquidation Year)

Article 147 (1) The administrative report prepared pursuant to the provisions of Article 494, paragraph (1) of the Act must include important particulars in relation to the status of execution of administration related to liquidation.

(2) The attached detailed statement for the administrative report prepared pursuant to the provisions of Article 494, paragraph (1) of the Act must include important particulars supplementing the content of the administrative report.

(Audit Report of a Liquidating Stock Company)

Article 148 (1) Audits pursuant to the provisions of Article 495, paragraph (1) of the Act are governed by the provisions of this Article.

(2) If the company auditor of a liquidating stock company receives the balance sheet, the administrative report, and the attached detailed statements thereof

in relation to each liquidation year, the company auditor must prepare an audit report including as follows particulars (in the case of a company auditor's audit report for of a company with a board of company auditors, the particulars listed in (i) through (vi)):

- (i) the means of conducting and content of the audit of the company auditor;
  - (ii) an opinion concerning whether the balance sheet and the annexed detailed statement thereof in relation to each liquidation year properly indicates the status of property of the liquidating stock company on all important points;
  - (iii) an opinion regarding whether or not the administrative report and the attached detailed statement thereof in relation to each liquidation year accurately represent the status of the liquidating stock company in accordance with laws and regulations or the articles of incorporation;
  - (iv) if misconduct or material facts in violation of laws and regulations or the articles of incorporation are present in relation to the execution of the duties of a liquidator, that fact;
  - (v) if it has not been possible to perform the investigations required for audit, that fact and the reason thereof;
  - (vi) the date on which the audit report was prepared.
- (3) Notwithstanding the provisions of the preceding paragraph, a company auditor of a liquidating stock company for which the articles of incorporation contain provisions limiting the scope of audits by company auditors to particulars related to accounting must, in lieu of the particulars listed in item (iii) and item (iv) of the same paragraph, prepare an audit report clarifying the fact that the auditor lacks the authority to audit these particulars.
- (4) The board of company auditors of a liquidating stock company must prepare a board of company auditors' audit report based on the audit report prepared by the company auditor of the liquidating stock company pursuant to the provisions of paragraph (2).
- (5) A board of company auditors' audit report for a liquidating stock company must include the following:
- (i) the means of audit of the company auditor and the board of company auditors and content thereof;
  - (ii) the particulars listed in paragraph (2), item (ii) through item (v);
  - (iii) the date on which the audit report was prepared.
- (6) A specified company auditor must notify a specified liquidator of the content of the audit report (in cases of a company with a board of company auditors, limited to the audit report of the board of company auditors prepared pursuant to the provisions of paragraph (4)) by the day on which four weeks have elapsed from the day on which all of the balance sheet of Article 146, paragraph (1) and the administrative report of paragraph (1) of the preceding Article are received (if a date agreed upon between the specified liquidator

(meaning the person prescribed in each of the following items, in accordance with the categories of cases listed below; hereinafter the same applies in this Article) and the specified company auditor exists, the date):

- (i) if the person to receive notice pursuant to the provisions of this paragraph has been prescribed: The person prescribed to receive the notice;
  - (ii) in cases other than the case listed in the preceding item: The liquidator performing the duties related to preparation of the balance sheet of Article 146, paragraph (1), the administrative report of paragraph (1) of the preceding Article, and the attached detailed statements thereof.
- (7) Regarding the balance sheet of Article 146, paragraph (1), the administrative report of paragraph (1) of the preceding Article, and the attached detailed statements thereof, the audit of the company auditor is deemed to have been received on the date on which the specified liquidator received notice of the content of the audit report pursuant to the provisions of the preceding paragraph.
- (8) Notwithstanding the provisions of the preceding paragraph, if the specified company auditor does not give notice of the content of the audit report pursuant to the provisions of paragraph (6) by the date notice is to be given pursuant to the same paragraph, the audit of the company auditor is deemed to have been received on the date on which the notice was to be made with regard to the balance sheet of Article 146, paragraph (1), the administrative report of paragraph (1) of the preceding Article, and the attached detailed statements thereof.
- (9) The phrase "specified company auditor" as provided in paragraph (6) and the preceding paragraph means the person prescribed in the following items, in accordance with the categories of liquidating stock companies listed in each the item:
- (i) companies with company auditor (including liquidating stock companies the articles of incorporation of which contain provisions to the effect of limiting the scope of audits by company auditors to particulars related to accounting, and excluding companies with boards of company auditors): The persons prescribed in (a) through (c) below, in accordance with the categories of cases listed in (a) through (c):
    - (a) if two or more company auditors exist, if the company auditor to give notice of the content of the audit report pursuant to the provisions of paragraph (6) is prescribed: The company auditor prescribed as the company auditor to give the notice;
    - (b) if two or more company auditors exist, if the company auditor to give notice of the content of the audit report pursuant to the provisions of paragraph (6) is not prescribed: All company auditors;
    - (c) in cases other than the cases listed in (a) or (b): The company auditor;

(ii) companies with boards of company auditors: The persons prescribed in (a) or (b) below, in accordance with the categories of the cases listed in the (a) or (b):

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

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

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

Article 149 (1) The means prescribed by Ministry of Justice Order as provided in Article 505, paragraph (3), item (i) of the Act are those of making whichever is larger between the following amounts the price of residual assets prescribed in the same item:

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

(ii) if the residual assets are the target of a tender offer, etc. on the exercise deadline date, the price of the residual assets in the contract in relation to the tender offer, etc. on the exercise deadline date.

(2) Regarding the application of the provisions of item (i) of the preceding paragraph if it is deemed that the provisions of the second sentence of Article 505, paragraph (3) of the Act are to apply pursuant to the provisions of Article 506 of the Act, the phrase in the same item "the last day of the period of Article 505, paragraph (1), item (i) of the Act" is to be "the date for distribution of residual assets".

(Statement of Accounts)

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

(i) the amount of income obtained from the collection of debts, disposal of assets and other acts;

(ii) the amount of expenses from the performance of obligations, payment of expenses related to liquidation, and other acts;

(iii) the amount of residual assets (if a tax payment amount exists, that tax

- amount and the amount of assets after the tax amount is deducted);
  - (iv) the amount of distribution per share (in the case of a company with multiple-class shares, the amount of distribution per share in each class).
- (2) The particulars listed in item (iv) of the preceding paragraph must be annotated with the following:
- (i) the date on which distribution of residual assets was completed;
  - (ii) if some or all of the residual assets are assets other than monies, the kinds and values of the assets.

(Cases If a Liquidating Stock Company Can Acquire Treasury Shares)

Article 151 The cases prescribed by Ministry of Justice Order as established by Article 509, paragraph (3) of the Act are as follows:

- (i) if a liquidating stock company's shares are delivered thereto by any other corporation, etc. in which the liquidating stock company holds shares, through a distribution of dividends from surplus or residual assets (including equivalent acts) with respect to the shares of the relevant other corporation, etc. (including equity interests and any other equivalent thereto; hereinafter the same applies in this Article);
- (ii) if a liquidating stock company's shares are delivered thereto by another corporation, etc. in which the liquidating stock company holds shares, in exchange for the shares of the relevant other corporation, etc. on the occasion of the following acts by the relevant other corporation, etc. with respect to the shares thereof:
  - (a) entity conversion;
  - (b) merger;
  - (c) share exchange (including acts equivalent to share exchange based on laws and regulations other than the Act (including foreign laws and regulations));
  - (d) acquisition of shares subject to call (including equivalent shares);
  - (e) acquisition of shares subject to class-wide call (including equivalent shares);
- (iii) if a liquidating stock company's shares are delivered by another corporation, etc. in which the liquidating stock company holds share options, etc. in exchange for the relevant other corporation, etc. acquiring its own share options, etc. based on the provisions of the share options, etc.;
- (iv) if the liquidating stock company acquires shares in itself in response to a share purchase demand (limited to those executed at merger) as prescribed in Article 785, paragraph (5) or Article 806, paragraph (5) of the Act (including the cases if these provisions are applied mutatis mutandis pursuant to other laws and regulations with regard to stock companies);
- (v) if the liquidating stock company acquires shares in itself in response to a

share purchase demand (limited to those executed upon acts performed prior coming a liquidating stock company) as prescribed in Article 116, paragraph (5), Article 182-4, paragraph (4), or Article 469, paragraph (5), Article 785, paragraph (5), Article 797, paragraph (5), or Article 806, paragraph (5) of the Act (including the cases if these provisions are applied mutatis mutandis pursuant to other laws and regulations with regard to stock companies);

(vi) if there was a demand pursuant to the provisions of Article 192, paragraph (1) of the Act prior to the liquidating stock company becoming a liquidating stock company, if the liquidating stock company acquires the stock under paragraph (2) of that Article in relation to the demand.

## **Section 2 Special Liquidation**

(Total Amount of Assets)

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

(Particulars Determined in the Convocation of Creditor Meetings)

Article 153 The particulars prescribed by Ministry of Justice Order as provided in Article 548, paragraph (1), item (iv) of the Act are as follows:

- (i) the particulars stated in reference documents for creditors meeting pursuant to the provisions of the following Article (excluding particulars listed in paragraph (1), item (i) of that Article);
- (ii) the time limit on exercising voting rights in writing (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to the provisions of Article 549, paragraph (1) of the Act that is a time on or before the date and time of the creditors' meeting) (meaning a meeting of creditors to which are applied the provisions of Part II, Chapter IX, Section 2, Subsection 8 of the Act; hereinafter the same applies in this Section);
- (iii) if a single agreement claim creditor exercises voting rights in duplicate with respect to the same proposal pursuant to the provisions of Article 556, paragraph (1) of the Act (if the particulars listed in Article 548, paragraph (1), item (iii) of the Act are prescribed, Article 556, paragraph (1) or Article 557, paragraph (1) of the Act), if particulars regarding treatment of the exercising voting rights by the Agreement claim creditor are decided when the content of the exercising voting rights with respect to the same proposal differs, those particulars;

- (iv) when the handling of Article 155, paragraph (1), item (iii) is prescribed, the content of that treatment;
- (v) if particulars listed in Article 548, paragraph (1), item (iii) are prescribed, the following particulars:
  - (a) the time limit on exercising voting rights by electronic or magnetic means (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to the provisions of Article 549, paragraph (1) of the Act that is a time on or before the date and time of the creditor meeting);
  - (b) if it is arranged that a delivery (including provision by electronic or magnetic means pursuant to the provisions of Article 550, paragraph (2) of the Act in lieu of the delivery) of voting forms (means voting forms prescribed in the same paragraph; hereinafter the same applies in this Section) will be carried out pursuant to Article 550, paragraph (1) of the Act to an agreement claim creditor when there was the request of the agreement claim creditor who gave consent under Article 549, paragraph (2) of the Act, that fact.

(Reference Documents for a Creditors Meeting)

Article 154 (1) Reference documents for a creditors meeting must state the following:

- (i) the particulars prescribed under the provisions of Article 548, paragraph (2) or paragraph (3) regarding agreement claims an agreement claim creditor to receive delivery of the reference documents for a creditors meeting holds;
  - (ii) proposals.
- (2) Beyond particulars prescribed in the preceding paragraph, reference documents for a creditors meeting may state particulars recognized as helpful regarding the exercise of the voting rights of agreement claim creditors.
- (3) If among particulars that should be stated in reference documents for a creditors meeting that are provided to agreement claim creditors for the same creditor meeting (limited to particulars listed in paragraph (1), item (ii)), there are particulars that have been stated in other documents or that have been provided by electronic or magnetic means, these particulars need not be stated in the reference documents for the creditors meeting.
- (4) If among particulars that should be included in the content of a notice of convocation that is provided to agreement claim creditors for the same creditor meeting (meaning a notice pursuant to the provisions of Article 549, paragraph (1) or paragraph (2) of the Act; hereinafter the same applies in this Section), there are particulars that have been stated in the reference documents for the creditors meeting, the particulars need not be included in the content of the notice of convocation.

(Voting Forms)

Article 155 (1) The particulars stated on voting forms delivered pursuant to the provisions of Article 550, paragraph (1) of the Act or the particulars stated on the voting forms provided by electronic or magnetic means pursuant to the provisions of Article 551, paragraph (1) or paragraph (2) of the Act are as follows:

- (i) a field to record consent (including abstention, if an abstention field is provided) for each proposal;
  - (ii) if the particulars listed in Article 153, item (iii) are prescribed, the relevant particulars;
  - (iii) if the particulars listed in Article 153, item (iv) are prescribed, the content treated as an indication of intent either to support, oppose, or abstain from voting on each proposal if a voting form with nothing recorded in the field of item (i) is presented to the convener (meaning the convener pursuant to the provisions of Article 548, paragraph (1) of the Act; hereinafter the same applies in this Article);
  - (iv) the time limit on exercising voting rights;
  - (v) the names of agreement claim creditors to exercise voting rights, and particulars prescribed pursuant to the provisions of Article 548, paragraph (2) and paragraph (3) of the Act with respect to the agreement claim creditors.
- (2) If the particulars listed in Article 153, item (v), (b) are prescribed, if there has been a request of an agreement claim creditor who has given consent under Article 549, paragraph (2) of the Act, a delivery of voting forms pursuant to the provisions of Article 550, paragraph (1) of the Act to the agreement claim creditor must be performed (including provision by electronic or magnetic means pursuant to the provisions of paragraph (2) of that Article in lieu of the delivery).
- (3) Among particulars included in the content of a notice of convocation provided to agreement claim creditors in relation to the same creditor meeting, if there are particulars that have been stated in the voting forms, those same particulars need not be restated in the content of the notice of convocation.
- (4) Among particulars stated on the voting forms provided to agreement claim creditors in relation to the same creditor meeting (limited to particulars listed from paragraph (1), item (ii) through item (iv)), if particulars deemed content of the notice of convocation are present, the particulars need not be stated on the voting forms.

(Time Limit on Exercising Voting Rights in Writing)

Article 156 The time prescribed by Ministry of Justice Order as provided in

Article 556, paragraph (2) of the Act is the time limit on exercise under Article 153, item (ii).

(Time Limit on Exercising Voting Rights by Electronic or Magnetic Means)

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

(Minutes of Creditor Meetings)

Article 158 (1) The preparation of minutes of creditor meetings pursuant to the provisions of Article 561 of the Act is governed by the provisions of this Article.

(2) Minutes of creditor meetings must be prepared in writing or as electronic or magnetic records.

(3) Minutes of creditor meetings must include the following:

- (i) the date, time, and place where the creditor meeting was held;
- (ii) summary of the progress of the agenda of the creditor meeting and the results thereof;
- (iii) if an opinion is stated at a creditor meeting pursuant to the provisions of Article 559 of the Act, a summary of the content of that opinion;
- (iv) if a report has been presented and an opinion stated to a creditor meeting pursuant to the provisions of Article 562 of the Act, a summary of the content of that report and opinion;
- (v) the names of liquidators in attendance at the creditor meeting;
- (vi) the name of the chairperson of the creditor meeting, if any;
- (vii) name of the person performing duties in relation to preparation of the minutes.

### **Part III Membership Companies**

#### **Chapter I Accounting**

Article 159 The particulars prescribed by Ministry of Justice Order as provided in the following provisions are governed by the provisions of the Regulations on Corporate Accounting:

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

## **Chapter II Liquidation**

### **(Property Inventories)**

- Article 160 (1) The property inventory to be prepared pursuant to the provisions of Article 658, paragraph (1) or Article 669, paragraph (1) or paragraph (2) of the Act is governed by the provisions of this Article.
- (2) Regarding property that should be recorded in the property inventory of the preceding paragraph, except if assigning the price of disposal thereof is difficult, the price of disposal on the date on which the cases listed in the items of Article 644 of the Act are satisfied must be assigned. In this case, regarding the accounting books of the liquidating membership company, the price entered in the property inventory is deemed as the acquisition value.
- (3) The property inventory of paragraph (1) must be indicated in the categories of sections listed below. In this case, the sections listed in item (i) and item (ii) may be subdivided into entries to which appropriate names indicating the content thereof are assigned:
- (i) assets;
  - (ii) liabilities;
  - (iii) net worth.

### **(Balance Sheet at the Start of Liquidation)**

- Article 161 (1) The balance sheet to be prepared pursuant to the provisions of Article 658, paragraph (1) or Article 669, paragraph (1) or paragraph (2) of the Act is governed by the provisions of this Article.
- (2) The balance sheet of the preceding paragraph must be prepared based on the property inventory.
- (3) The balance sheet of paragraph (1) must be indicated in the categories of sections listed below. In this case, the sections listed in item (i) and item (ii) may be subdivided into entries to which appropriate names indicating the content thereof are assigned:
- (i) assets;
  - (ii) liabilities;
  - (iii) net assets.
- (4) If assets exist for which entering a price of disposal is difficult, the balance sheet of paragraph (1) must annotate the policy of property appraisal in relation to those assets.

## **Part IV Bonds**

### **Chapter I General Provisions**

#### **(Subscription Requirements)**

Article 162 The particulars prescribed by Ministry of Justice Order as provided in Article 676, item (xii) of the Act are as follows:

- (i) if money is to be paid in installments in exchange for bonds for subscription, that fact and the amount paid in on each payment date (meaning the amount paid in as provided in Article 676, item (ix) of the Act);
- (ii) if bonds for subscription are issued in conjunction with another company, that fact and the portion of each company's obligation;
- (iii) if a contract is concluded for the contribution of property other than monies in lieu of monetary payment in exchange for bonds for subscription, the content of that contract;
- (iv) if authority other than that of the bond administrator as provided in the Act is prescribed in a contract in relation to entrustment pursuant to the provisions of Article 702 of the Act, the content of that authority;
- (v) if as provided in the main clause of Article 711, paragraph (2) of the Act, the grounds as provided in the main clause of the same paragraph;
- (vi) if a bond for subscription is a trust bond, that fact and the particulars necessary to specify the trust concerning the trust bond.

(Particulars Disclosed to Persons Who Wish to Make an Offer)

Article 163 The particulars prescribed by Ministry of Justice Order as provided in Article 677, paragraph (1), item (iii) of the Act are as follows:

- (i) if a bond administrator is prescribed, the name and address thereof;
- (ii) if a bond register administrator is prescribed, the name and address thereof.

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

Article 164 The cases prescribed by Ministry of Justice Order as provided in Article 677, paragraph (4) of the Act are as follows, in which the company provides the particulars listed in each item of the same paragraph to persons who wish to make the offer under paragraph (1) of that Article:

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

(Classes of Bonds)

Article 165 The particulars prescribed by Ministry of Justice Order as provided in Article 681, item (i) of the Act are as follows:

- (i) the interest rate of the bond;
- (ii) the means of and due date for the redemption of the bond;
- (iii) the means of and due date for the payment of the interest;
- (iv) if a bond certificate is issued, that fact;
- (v) if it is arranged that bondholders may not make the demand under the provisions of Article 698, in whole or in part, that fact;
- (vi) if it is arranged that a bond administrator may perform an act listed in item (ii), paragraph (1) of Article 706 of the Act without a resolution of a bondholder meeting, that fact;
- (vii) if bonds for subscription are issued in conjunction with another company, that fact and the portion of the obligation of each company;
- (viii) if a bond administrator is prescribed, the name and address thereof, and the content of a contract in relation to the entrustment pursuant to the provisions of Article 702 of the Act;
- (ix) if a bond register administrator is prescribed, the name and address thereof;
- (x) if a bond is a secured bond, the particulars listed in item (i), item (xi), and item (xiii) of Article 19, paragraph (1) of the Secured Bonds Trust Act (Act No. 52 of 1905);
- (xi) if a bond is a trust bond, the particulars necessary for specifying the trust concerning the trust bond.

(Particulars to Be Stated in the Bond Registry)

Article 166 The particulars prescribed by Ministry of Justice Order as provided in Article 681, item (vii) of the Act are as follows:

- (i) if the contribution of property other than money is made in lieu of the payment of money in exchange for bonds for subscription, the value of that property and the date of contribution;
- (ii) if the obligation of a bondholder to pay in money in exchange for a bond for subscription is set-off against claims to the company, the amount of that claim and the date on which it was set-off.

(Holders of Rights of Inspection)

Article 167 Persons prescribed by Ministry of Justice Order as provided in Article 684, paragraph (2) of the Act are bondholders and other creditors of a bond-issuing company, and shareholders or members of a bond-issuing company.

(Demands That Particulars in the Bond Registry Be Stated)

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

- (i) if an acquirer of bonds has obtained a final and binding judgment against a person who is stated or recorded in the bond registry as a bondholder or a general successor thereto, and where the judgment orders that a demand be made pursuant to the provisions of Article 691, paragraph (1) in relation to the bonds acquired by the acquirer of bonds, if the acquirer of bonds has provided documents or other materials certifying the content of the final and binding judgment when making the demand;
  - (ii) if an acquirer of bonds has provided a document or other materials certifying content with the same effect as the final and binding judgment under the preceding item when making the demand;
  - (iii) if an acquirer of bonds is a person who has acquired a company's bonds by general succession, if that person has provided documents or other materials certifying the general succession when making the demand;
  - (iv) if an acquirer of bonds is a person who has acquired a company's bonds by auction, when that person has provided documents or other materials certifying the acquisition by auction when making the demand.
  - (v) if an acquirer of bonds is a person who has acquired a company's bonds by a demand pursuant to the provisions of Article 179, paragraph (3) of the Act, when the acquirer of bonds has made the demand.
- (2) Notwithstanding the provisions of the preceding paragraph, where it has been provided that bond certificates be issued for the bonds acquired by the acquirer of bonds, the case prescribed by Ministry of Justice Order as provided in the provisions of Article 691, paragraph (2) of the Act is as follows:
- (i) if an acquirer of bonds presents the bond certificates when making a demand;
  - (ii) if an acquirer of bonds is a person who has acquired a company's bonds by a demand pursuant to the provisions of Article 179, paragraph (3) of the Act, and the acquirer of bonds has made the demand.

## **Chapter II Bond Administrators**

(Cases Where Establishment of a Bond Administrator Is Not Required)

Article 169 The case prescribed by Ministry of Justice Order as provided in Article 702 of the Act is that when the number obtained by dividing the total amount of bonds of a certain class (meaning the class as provided in Article 681, item (i) of the Act; hereinafter the same applies in this Article) by the minimum amounts of the amounts of each bond of the class is less than 50.

(Qualifications of Bond Administrators)

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

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

(Special Relationships)

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

- (i) the relationship between those who have voting rights exceeding 50 percent of the voting rights of all members or all shareholders of the corporation (hereinafter referred to as a "controlling member" in this Article) and the corporation (hereinafter referred to as a "controlled corporation" in this Article);
  - (ii) the relationship between one controlled corporation and other controlled corporations of a controlling member.
- (2) If a controlling member and the controlled corporation together have voting rights exceeding 50 percent of the total voting rights of all members or all shareholders of another corporation, the relevant other corporation is also deemed to be a controlled corporation of the controlling member, and the provisions of the preceding paragraph apply.

### **Chapter III Bondholder Meetings**

(Particulars Determined in the Convocation of a Bondholder Meeting)

Article 172 The particulars prescribed by Ministry of Justice Order as provided

in Article 719, item (iv) of the Act are as follows:

- (i) particulars stated in reference documents for a bondholder meeting pursuant to the provisions of the following paragraph;
- (ii) the time limit on exercising voting rights in writing (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to the provisions of Article 720, paragraph (1) of the Act that is a time on or before the date and time of the bondholder meeting);
- (iii) if for a single proposal, a single bondholder has exercised voting rights multiple times pursuant to the provisions of Article 726, paragraph (1) of the Act (if the particulars listed in Article 719, item (iii) of the Act are prescribed, Article 726, paragraph (1) or Article 727, paragraph (1) of the Act), particulars have been decided in relation to the treatment of such a bondholder's votes and the content of some of the votes differs from that of others for the same proposal, those particulars;
- (iv) if the treatment of Article 714, item (iii) is prescribed, the content of that treatment;
- (v) if the particulars listed in Article 719, item (iii) of the Act are prescribed, the following particulars:
  - (a) the time limit on the exercising voting rights by electronic or magnetic means (limited to a time on or after the date on which two weeks have passed from the date on which notice was issued pursuant to Article 720, paragraph (1) of the Act that is a time on or before the date and time of the bondholder meeting);
  - (b) if attempting to perform a delivery (including provision by electronic or magnetic means pursuant to the provisions of Article 721, paragraph (2) of the Act in lieu of the delivery) of voting forms pursuant to the provisions of paragraph (1) of that Article (meaning the voting forms prescribed in the same paragraph; hereinafter the same applies in this Chapter) to a bondholder and a demand has been made by the bondholder who has given consent under Article 720, paragraph (2) of the Act, that fact.

(Reference Documents for a Bondholder Meeting)

Article 173 (1) Reference documents for a bondholder meeting must state the following:

- (i) proposals and reasons for motions;
- (ii) if a proposal is a proposal regarding election of a representative bondholder, the following:
  - (a) the name of the candidates;
  - (b) brief biographical outlines or corporate histories of the candidates;
  - (c) if a candidate has a specially-interested party relationship with the bond-issuing company or the bond administrator, a summary of those facts.

- (2) Beyond particulars prescribed in the preceding paragraph, reference documents for a bondholder meeting may state particulars recognized as helpful concerning the exercising voting rights by bondholders.
- (3) Among particulars stated in the reference documents for a bondholder meeting provided to bondholders in relation to the same bondholder meeting, if there are particulars that have been stated in other documents or that have been provided by electronic or magnetic means these particulars need not be stated in the reference documents for the bondholder meeting.
- (4) Among particulars included in the content of the notice of convocation provided to bondholders in relation to the same bondholder meeting (meaning the notice pursuant to the provisions of Article 720, paragraph (1) or paragraph (2) of the Act; hereinafter the same applies in this Chapter), if there are particulars that have been stated in the reference documents for the bondholder meeting, the particulars need not be included in the content of the notice of convocation.

(Voting Forms)

- Article 174 (1) The particulars stated on the voting forms given pursuant to the provisions of Article 721, paragraph (1) of the Act, or the particulars stated on the voting forms provided by electronic or magnetic means pursuant to the provisions of Article 722, paragraph (1) or paragraph (2) of the Act are as follows:
- (i) a field to record the support for or the opposition to (including abstention, if an abstention field is provided) each proposal;
  - (ii) if the particulars listed in Article 172, item (iii) are prescribed, those particulars;
  - (iii) if the particulars listed in Article 172, item (iv) are prescribed, the content treated as an indication of intent either to support, oppose, or abstain from voting on each proposal if a voting form with nothing recorded in the field of item (i) is presented to the convener (meaning the convener pursuant to the provisions of Article 719 of the Act; hereinafter the same applies in this Article);
  - (iv) the time limit on exercising voting rights;
  - (v) the names of bondholders to exercise voting rights and the number of voting rights capable of being exercised.
- (2) If the particulars listed in Article 720, item (v), (b) are prescribed, and a demand has been made by a bondholder who has given consent under Article 720, paragraph (2) of the Act, a convener must perform a delivery (including provision by electronic or magnetic means pursuant to the provisions of paragraph (2) of that Article in lieu of the delivery) of voting forms pursuant to Article 721, paragraph (1) of the Act to the bondholder.

- (3) Among particulars stated on voting forms provided to bondholders in relation to the same bondholder meeting (limited to particulars listed in paragraph (1), item (ii) through item (iv)), if there are particulars deemed be the content of the notice of convocation, the particulars need not be stated on the voting forms provided to bondholders.
- (4) Among particulars included in the content of the notice of convocation provided to bondholders in relation to the same bondholder meeting, if there are particulars that have been stated in the voting forms, the particulars need not be included in the content of the notice of convocation provided to bondholders.

(Time Limit on Exercising Voting Rights in Writing)

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

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

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

(Minutes of Bondholder Meetings)

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

- (2) Minutes of bondholder meetings must be prepared in writing or as electronic or magnetic records.
- (3) Minutes of bondholder meetings must include the following:
- (i) the date, time, and place where the bondholder meeting was held;
  - (ii) summary of the progress of the agenda of the bondholder meeting and the results thereof;
  - (iii) if an opinion is stated at a bondholder meeting pursuant to the provisions of Article 729, paragraph (1) of the Act, a summary of the content of that opinion;
  - (iv) the names of representatives or bond administrators of the bond-issuing company in attendance at the bondholder meeting;
  - (v) the name of the chairperson of the bondholder meeting, if any;
  - (vi) name of the person performing duties in relation to preparation of the minutes.

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

## **Share Transfers**

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

#### **Section 1 Absorption-Type Company Split Agreements**

Article 178 Those prescribed by Ministry of Justice Order as provided in Article 758, item (viii), (a) and Article 760, item (vii), (a) of the Act are as follows:

(i) monies, etc. obtained by a stock company splitting in an absorption-type split from a company succeeding in the absorption-type split upon the absorption-type company split if the amount obtained by subtracting the amount listed in (b) from the amount listed in (a) is less than the amount listed in (c), and monies, etc. other than shares, etc. of the succeeding company (meaning shares of the stock company succeeding in the absorption-type split or equity interest in the membership company succeeding in the absorption-type split; hereinafter the same applies in this item) delivered as the consideration for acquisition (meaning the consideration for acquisition as provided in Article 171, paragraph (1), item (i) of the Act; hereinafter the same applies in this Article) or dividend property pursuant to the provisions of Article 758, item (viii) or Article 760, item (vii) of the Act:

(a) the total amount of monies, etc. delivered to shareholders of a stock company splitting in an absorption-Type split as a result of the acts listed in Article 758, item (viii), (a) or (b) or Article 760, item (vii), (a) or (b) (in the case of the acts listed in Article 758, item (viii), (a) or Article 760, item (vii), (a) (referred to as the "specified share acquisition" in the following item), excluding shares of the stock company splitting in the absorption-type split delivered as consideration for acquisition);

(b) of the monies, etc. as provided in (a), the total amount of the value of shares, etc. of the succeeding company;

(c) the amount obtained by multiplying the total amount of monies, etc. as provided in (a) by one-twentieth;

(ii) shares of the stock company splitting in the absorption-type split delivered as the consideration for acquisition in the case of specified share acquisition.

#### **Section 2 Incorporation-Type Company Split Plans**

Article 179 Those prescribed by Ministry of Justice Order as provided in Article 763, paragraph (1), item (xii), (a) and Article 765, paragraph (1), item (viii), (a) of the Act are as follows:

(i) monies, etc. obtained by a stock company splitting in an incorporation-type split from a company incorporated in the incorporation-type split upon the incorporation-type company split if the amount obtained by subtracting the

amount listed in (b) from the amount listed in (a) is less than the amount listed in (c), and monies, etc. other than shares, etc. of the incorporated company (meaning shares of the stock company incorporated in the incorporation-type split or equity interest in the membership company incorporated in the incorporation-type split; hereinafter the same applies in this item) delivered as the consideration for acquisition (meaning the consideration for acquisition as provided in Article 171, paragraph (1), item (i) of the Act; hereinafter the same applies in this Article) or dividend property pursuant to the provisions of Article 763, paragraph (1), item (xii) or Article 765, paragraph (1), item (viii) of the Act:

- (a) the total amount of monies, etc. delivered to shareholders of a stock company splitting in the incorporation-type split as a result of the acts listed in Article 763, paragraph (1), item (xii), (a) or (b) or Article 765, paragraph (1), item (viii), (a) or (b) (in the case of the acts listed in Article 763, paragraph (1), item (xii), (a) or Article 765, paragraph (1), item (viii), (a) (referred to as the "specified share acquisition" in the following item), excluding shares of the stock company splitting in the incorporation-type split delivered as consideration for acquisition);
- (b) of the monies, etc. as provided in (a), the total amount of the value of shares, etc. of the incorporated company;
- (c) the amount obtained by multiplying the total amount of monies, etc. as provided in (a) by one-twentieth;
- (ii) shares of a stock company splitting in an incorporation-type split delivered as consideration for acquisition in the case of specified share acquisition.

## **Chapter II Procedures for a Stock Company Effecting an Entity Conversion**

(Particulars of Which Notification is to be Provided in Advance by a Stock Company Effecting an Entity Conversion)

Article 180 The particulars prescribed by Ministry of Justice Order as provided in Article 775, paragraph (1) of the Act are as follows:

- (i) if a stock company effecting an entity conversion issues share options, particulars regarding appropriateness of provisions concerning the particulars listed in Article 744, paragraph (1), item (vii) and item (viii) of the Act;
- (ii) if a stock company effecting an entity conversion has no most recent business year, the balance sheet on the day of formation of the stock company effecting the entity conversion;
- (iii) particulars related to prospects for performance of obligations of a membership company after entity conversion;
- (iv) if a change occurs in the particulars listed in the preceding three items

after the day on which the entity conversion plan began to be kept as provided in Article 775, paragraph (2) of the Act, the particulars after the change.

(Particulars Related to Financial Statements)

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

- (i) if a stock company effecting an entity conversion gives a public notice pursuant to the provisions of Article 440, paragraph (1) or paragraph (2) of the Act with regard to the balance sheet in relation to the most recent business year or a summary thereof: The following:
  - (a) if public notice has been given in the official gazette, the date of the official gazette and the page on which the public notice was published;
  - (b) if public notice has been given through publication in daily newspaper that publishes particulars related to current affairs, the name and date of the daily newspaper and the page on which the public notice was published;
  - (c) if public notice has been given by electronic public notice, the particulars listed in Article 911, paragraph (3), item (xxviii), (a) of the Act;
- (ii) if a stock company effecting an entity conversion takes measures prescribed in Article 440, paragraph (3) of the Act with regard to the balance sheet in relation to the most recent business year: The particulars listed in Article 911, paragraph (3), item (xxvi) of the Act;
- (iii) if a stock company effecting an entity conversion is a stock company prescribed in Article 440, paragraph (4) of the Act, if the stock company submits an annual securities report in relation to the Most recent business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act: That fact;
- (iv) if the provisions of Article 440 of the Act are not applied to a stock company effecting an entity conversion pursuant to the provisions of Article 28 of the Act on the Arrangement of Relevant Acts Incidental to the Enforcement of the Companies Act (Act No. 87 of 2005): That fact;
- (v) if no most recent business year exists for a stock company effecting an entity conversion: That fact;
- (vi) if a stock company effecting an entity conversion is a liquidating stock company: That fact;
- (vii) in cases other than the cases listed in the preceding items: The content of a summary of the balance sheet in relation to the most recent business year

pursuant to the provisions of Part VI, Chapter II of the Regulations on Corporate Accounting.

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

(Particulars to Be Disclosed in Advance by Stock Companies Disappearing in Absorption-Type Mergers)

- Article 182 (1) The particulars prescribed by Ministry of Justice Order as provided in Article 782, paragraph (1) of the Act are as follows if a disappearing stock company, etc. as provided in the same paragraph is a stock company disappearing in an absorption-type merger:
- (i) particulars regarding appropriateness of the consideration for the merger;
  - (ii) particulars of reference regarding the consideration for the merger;
  - (iii) particulars in relation to the appropriateness of a provision for share options in relation to the absorption-type merger;
  - (iv) particulars related to financial statements, etc.;
  - (v) particulars related to prospects for performance of obligations of the company surviving the absorption-type merger after the day on which the absorption-type merger becomes effective (limited to obligations borne to creditors able to state an objection regarding the absorption-type merger pursuant to the provisions of Article 789, paragraph (1) of the Act);
  - (vi) if a change occurs in the particulars listed in the preceding items after the day on which the absorption-type merger agreement, etc. began kept (meaning the day on which the absorption-type merger agreement, etc. began kept as provided in Article 782, paragraph (2) of the Act; hereinafter the same applies in this Chapter), the particulars after the change.
- (2) In this Article, the term "consideration for the merger" means monies, etc. delivered to shareholders of the stock company disappearing in an Absorption-type merger by the company surviving the absorption-type merger upon the absorption-type merger in lieu of shares thereof.
- (3) The "particulars regarding appropriateness of the consideration for the merger" as provided in paragraph (1), item (i) are particulars regarding appropriateness of provisions concerning as follows particulars and other particulars listed in Article 749, paragraph (1), item (ii) and item (iii) or Article 751, paragraph (1), item (ii) through item (iv) of the Act (if those provisions do not exist, the fact that those provisions do not exist):
- (i) particulars regarding appropriateness of the total number or total amount of consideration for the merger;

- (ii) the reason why the kind of property was selected as consideration for the merger;
  - (iii) if the company surviving an absorption-type merger and the stock company disappearing in the absorption-type merger are under common control (meaning that they are under common control as provided in Article 2, paragraph (3), item (xxxii) of the Regulations on Corporate Accounting; hereinafter the same applies in this item and in Article 184), particulars given due consideration so as not to harm the interests of shareholders of the stock company disappearing in the absorption-type merger (excluding shareholders under common control with the stock company disappearing in the absorption-type merger) (if those particulars do not exist, that fact).
- (4) The "particulars of reference regarding the consideration for the merger" as provided in paragraph (1), item (ii) are the particulars prescribed in each of as follows items and particulars equivalent thereto, in accordance with the categories of cases listed below (if consent exists of the all shareholders of the stock company disappearing in an absorption-type merger to not state or record all or a portion of these particulars in the document or electronic or magnetic record as provided in Article 782, paragraph (1) of the Act, excluding those particulars for which the consent exists):
- (i) if all or a portion of the consideration for the merger is shares of or equity interest in the company surviving the absorption-type merger: The following:
    - (a) the provisions of the articles of incorporation of the company surviving the absorption-type merger;
    - (b) the following particulars and other particulars regarding means of conversion of the consideration for the merger into cash:
      1. the market on which the consideration for the merger is traded;
      2. the person acting as intermediary, broker, or agency for transactions of the consideration for the merger;
      3. if a restriction exists on the transfer or other disposal of the consideration for the merger, the content thereof;
    - (c) if a market price exists for the consideration for the merger, particulars regarding price thereof;
    - (d) the content of the balance sheets of the company surviving the absorption-type merger in relation to each business year the last day of which arrived in the past five years (excluding the following business years):
      1. the most recent business year;
      2. if public notice is given of the content of the balance sheet in relation to a certain business year pursuant to the provisions of laws and regulations (including notices equivalent to the measures of Article 440, paragraph (3) of the Act), the business year;

3. if an annual securities report is submitted to the Prime Minister regarding the content of the balance sheet in relation to a certain business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act, the business year;
- (ii) if all or a portion of the consideration for the merger is shares, equity interest, or the equivalent thereto of a corporation, etc. (excluding shares of or equity interest in the company surviving the absorption-type merger): The following particulars (if the particulars have been indicated in a language other than Japanese, the particulars (excluding names) indicated in Japanese):
- (a) the provisions of the articles of incorporation or the equivalent thereto of the corporation, etc.;
  - (b) if the corporation, etc. is not a company, the content of rights equivalent to the following rights and other rights (excluding those unimportant) in relation to the consideration for the merger:
    1. the right to receive dividends from surplus;
    2. the right to receive distribution of residual assets;
    3. voting rights at the shareholder meeting;
    4. where merger or other acts are performed, the right to demand the purchase at a fair price of shares held by the holder of the right;
    5. the right to demand inspection or copying of the articles of incorporation and other materials (if the materials have been prepared by using electronic or magnetic records, materials that indicate the particulars recorded in the electronic or magnetic records);
  - (c) if the corporation, etc. is deemed to have provided information using a language other than Japanese to the shareholders, members, or other equivalent persons (hereinafter referred to as "shareholders, etc." in this item and in Article 184), the language;
  - (d) the total number of voting rights or other equivalent rights projected to be held by shareholders, etc. of the corporation, etc. if a shareholder meeting of the corporation, etc. or a meeting equivalent thereto is deemed to have been held on the day on which the absorption-type merger becomes effective;
  - (e) if the corporation, etc. has not registered (if the corporation, etc. is established under the law and regulations of a foreign country, limited to registration of a foreign company of Article 933, paragraph (1) of the Act or registration of a foreign corporation of Article 2 of the Act on Registration of Foreign Corporations and Registration of Matrimonial Property Contracts), the following particulars:
    1. the name and address of the person representing the corporation, etc.;
    2. the names of the officers of the corporation, etc. (excluding persons listed

- in 1. above);
- (f) the content of financial statements (if no most recent business year exists, the balance sheet on the day of formation of the corporation, etc.) or the equivalent thereto in relation to the most recent business year of the corporation, etc. (if the corporation, etc. is other than a company, the equivalent of the most recent business year; hereinafter the same applies in this item) (including a summary of the content of any audit report or other report equivalent thereto if the financial statements or the equivalent have undergone auditing by a company auditor, audit and supervisory committee, audit committee, financial auditor, or the equivalent);
- (g) the particulars prescribed below in accordance with the categories of the cases listed below:
1. where the corporation, etc. is a stock company: Content of the business report in relation to the most recent business year of the corporation, etc. (including the content of any audit report if the business report has undergone an audit by a company auditor, audit and supervisory committee, or audit committee);
  2. where the corporation, etc. is other than a stock company: A summary of the content of particulars equivalent to the particulars listed in the items of Article 118 and the items of Article 119 in relation to the most recent business year of the corporation, etc. (including a summary of the content of an audit report or the equivalent thereto, if the particulars have undergone an audit by a company auditor, audit and supervisory committee, or audit committee or the equivalent);
- (h) the content of the balance sheets or the equivalent thereto of the corporation, etc. in relation to each business year the last day of which arrived in the past five years (excluding the following business years):
1. the most recent business year;
  2. where public notice is given of the content of the balance sheet or the equivalent thereto in relation to a certain business year pursuant to the provisions of laws and regulations (including notices equivalent to the measures of Article 440, paragraph (3) of the Act), the business year;
  3. if an annual securities report is submitted to the Prime Minister regarding the content of the balance sheet or the equivalent thereto in relation to a certain business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act, the business year;
- (i) the particulars listed in (b) and (c) of the preceding item;
- (j) if the consideration for the merger is eligible for receiving a refund by

- acquisition of treasury shares, refund of equity interest, or another means equivalent thereto, the particulars regarding procedures therefor:
- (iii) if all or a portion of the consideration for the merger is bonds, share options, or bonds with share options of the company surviving absorption-type merger: The particulars listed in (a) through (d) of item (i);
  - (iv) if all or a portion of the consideration for the merger is bonds, share options, bonds with share options, or the equivalent thereto of a corporation, etc. (excluding bonds, share options, or bonds with share options of the company surviving the absorption-type merger): The following particulars (if the particulars (excluding names) have been indicated in a language other than Japanese, the particulars indicated in Japanese):
    - (a) the particulars listed in (b) and (c) of item (i);
    - (b) the particulars listed in (a) and (e) through (h) of item (ii);
  - (v) if all or a portion of the consideration for the merger is shares, equity interest, bonds, share options, bonds with share options, or the equivalent thereto and property other than monies of the company surviving the absorption-type merger or another corporation, etc.: The particulars listed in (b) and (c) of item (i).
- (5) The "particulars regarding appropriateness of provisions for share options in relation to an absorption-type merger" as provided in paragraph (1), item (iii) are the particulars regarding appropriateness of the provisions prescribed in each of the following items, in accordance with the categories of cases listed below:
- (i) if the company surviving the absorption-type merger is a stock company: provisions concerning the particulars listed in Article 749, paragraph (1), item (iv) and item (v) of the Act;
  - (ii) if the company surviving the absorption-type merger is a membership company: Provisions concerning the particulars listed in Article 751, paragraph (1), item (v) and item (vi) of the Act.
- (6) The "particulars related to financial statements, etc." as provided in paragraph (1), item (iv) are the following particulars:
- (i) the following particulars regarding a company surviving an absorption-type merger:
    - (a) the content of financial statements, etc. in relation to the most recent business year (if no most recent business year exists, the balance sheet on the day of the formation of the company surviving the absorption-type merger);
    - (b) if there is a provisional financial statement, etc. that has a day after the last day of the most recent business year (if no most recent business year exists, the day of formation of the company surviving the absorption-type merger; the same applies in (c) below) as the provisional account closing

- day (if two or more provisional account closing days exist, the latest day), the content of the provisional financial statement, etc.;
- (c) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs after the last day of the most recent business year, the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the first day for retaining the absorption-type merger agreement, etc., until the day on which the absorption-type merger becomes effective);
  - (ii) the following particulars concerning the stock company disappearing in the absorption-type merger (excluding liquidating stock companies; hereinafter the same applies in this item):
    - (a) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at a stock company disappearing in an absorption-type merger after the last day of the most recent business year (if no most recent business year exists, the day of formation of the stock company disappearing in the absorption-type merger), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which the absorption-type merger agreement, etc. began to be kept, until the day on which the absorption-type merger becomes effective);
    - (b) if a stock company disappearing in an absorption-type merger has no most recent business year, the balance sheet on the day of formation of the stock company disappearing in the absorption-type merger.

(Particulars to Be Disclosed in Advance for Stock Companies Splitting in Absorption-Type Splits)

Article 183 The particulars prescribed by Ministry of Justice Order as provided in Article 782, paragraph (1) of the Act are as follows if the disappearing stock company, etc. as provided in the same paragraph is a stock company splitting in an absorption-type split:

- (i) particulars regarding appropriateness of the provisions prescribed in (a) or (b) below, in accordance with the categories of the cases listed in the (a) or (b) (if those provisions do not exist, the fact that those provisions do not exist):
  - (a) if the company succeeding in the absorption-type split is a stock company: Provisions concerning the particulars listed in Article 758, item (iv) of the Act;
  - (b) if the company succeeding in the absorption-type split is a membership

- company: Provisions concerning the particulars listed in Article 760, item (iv) and item (v) of the Act;
- (ii) if the particulars listed in Article 758, item (viii) or Article 760, item (vii) of the Act are prescribed, the following particulars:
    - (a) if the resolution of Article 171, paragraph (1) of the Act is adopted if the acts listed in Article 758, item (viii), (a) or Article 760, item (vii), (a) of the Act are performed, the particulars listed in each item of the same paragraph;
    - (b) if the resolution of Article 454, paragraph (1) of the Act is adopted if the acts listed in Article 758, item (viii), (b) or Article 760, item (vii), (b) of the Act are performed, the particulars listed in item (i) and item (ii) of the same paragraph;
  - (iii) if the company succeeding in the absorption-type split is a stock company if the stock company splitting in the absorption-type split has issued the share options prescribed in Article 787, paragraph (3), item (ii) of the Act, particulars regarding appropriateness of the provisions regarding the particulars listed in Article 758, item (v) and item (vi) of the Act (limited to particulars in relation to the share options);
  - (iv) the following particulars regarding the company succeeding in the absorption-type split:
    - (a) the content of financial statements, etc. in relation to the most recent business year (if no most recent business year exists, the balance sheet on the day of the formation of the company succeeding in the absorption-type split);
    - (b) if a provisional financial statement, etc. exists that has day after the last day of the most recent business year (if no most recent business year exists, the day of formation of the company succeeding in the absorption-type split; the same applies in (c) below) as the provisional account closing day (if two or more provisional account closing days exist, the latest day), the content of the provisional financial statement, etc.;
    - (c) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs after the last day of the most recent business year, the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which the absorption-type merger agreement, etc. began to kept, until the day on which the absorption-type company split becomes effective);
  - (v) the following particulars concerning the stock company splitting in the absorption-type split (excluding liquidating stock companies; hereinafter the same applies in this item):

- (a) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at the stock company splitting in the absorption-type split after the last day of the most recent business year (if no most recent business year exists, the day of formation of the stock company splitting in the absorption-type split), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which the absorption-type merger agreement, etc. began to be kept, until the day on which the absorption-type company split becomes effective);
- (b) if the stock company splitting in the absorption-type split has no most recent business year, the balance sheet on the day of formation of the stock company splitting in the absorption-type split;
- (vi) particulars related to prospects for performance of obligations of the stock company splitting in the absorption-type split and obligations of the company succeeding in the Absorption-type split after the day on which the Absorption-type company split becomes effective (limited to those which stock company splitting in the absorption-type split had the company succeeding in the absorption-type split succeed to by the absorption-type company split);
- (vii) if a change occurs in the particulars listed in the preceding items during the interval from after the day on which the absorption-type merger agreement, etc. began to be kept until the day on which the absorption-type company split becomes effective, the particulars after the change.

(Particulars to Disclosed in Advance for Wholly-Owned Subsidiary Companies Resulting from Share Exchanges)

Article 184 (1) The particulars prescribed by Ministry of Justice Order as provided in Article 782, paragraph (1) of the Act are as follows if the disappearing stock company, etc. as provided in the same paragraph is a wholly-owned subsidiary company resulting from a share exchange:

- (i) particulars regarding appropriateness of consideration for the exchange;
- (ii) particulars of reference regarding consideration for the exchange;
- (iii) particulars regarding appropriateness of a provision for share options in relation to a share exchange;
- (iv) particulars related to financial statements, etc.;
- (v) if a creditor exists who is able to state an objection regarding the share exchange pursuant to the provisions of Article 789, paragraph (1) of the Act, particulars related to prospects for performance of obligations of the wholly-owning parent company resulting from a share exchange on or after the day on which the share exchange becomes effective (limited to obligations borne

- to the creditor);
- (vi) if a change occurs in the particulars listed in the preceding items during the interval from after the day on which the absorption-type merger agreement, etc. began to be kept until the day on which the share exchange becomes effective, the particulars after the change.
- (2) In this Article, the term "consideration for the exchange" means monies, etc. delivered to the shareholders of the wholly-owned subsidiary company resulting from a share exchange by the wholly-owning parent company resulting from a share exchange upon share exchange in lieu of shares thereof.
- (3) The "particulars regarding appropriateness of the consideration for the exchange" as provided in paragraph (1), item (i) are particulars regarding appropriateness of provisions concerning as follows particulars and other particulars listed in Article 768, paragraph (1), item (ii) and item (iii) of the Act and in Article 770, paragraph (1), item (ii) through item (iv) of the Act (if those provisions do not exist, the fact that those provisions do not exist):
- (i) particulars regarding appropriateness of the total number or total amount of consideration for the exchange;
  - (ii) the reason why the kind of property was chosen as consideration for the exchange;
  - (iii) if the wholly-owning parent company resulting from a share exchange and the wholly-owned subsidiary company resulting from a share exchange are under common control, particulars given due consideration so as not to harm the interests of shareholders of the wholly-owned subsidiary company resulting from a share exchange (excluding shareholders under common control with the wholly-owned subsidiary company resulting from a share exchange) (if those particulars do not exist, that fact).
- (4) The "particulars of reference regarding the consideration for the exchange" as provided in paragraph (1), item (ii) are the particulars prescribed in as follows items and particulars equivalent thereto, in accordance with the categories of cases listed below (if consent exists of all the shareholders of the wholly-owned subsidiary company resulting from a share exchange to not state or record all or a portion of these particulars in the document or electronic or magnetic record as provided in Article 782, paragraph (1) of the Act, excluding those particulars for which the consent exists):
- (i) if all or a portion of the consideration for the exchange is shares of or equity interest in the wholly-owning parent company resulting from a share exchange: The following particulars:
    - (a) the provisions of the articles of incorporation of the wholly-owning parent company resulting from a share exchange;
    - (b) the following particulars and other particulars in relation to the means of conversion of the consideration for the exchange into cash:

1. the market on which the consideration for the exchange is traded;
  2. the person acting as intermediary, broker, or agency for trading in the consideration for the exchange;
  3. if a restriction exists on the transfer or other disposal of the consideration for the exchange, the content thereof;
- (c) if a market price exists for the consideration for the exchange, particulars regarding price thereof;
- (d) the content of the balance sheets of the wholly-owning parent company resulting from a share exchange in relation to each business year the last day of which arrived in the past five years (excluding the following business years):
1. the most recent business year;
  2. where public notice is given of the content of the balance sheet in relation to a certain business year pursuant to the provisions of laws and regulations (including notices equivalent to the measures of Article 440, paragraph (3) of the Act), the business year;
  3. where an annual securities report is submitted to the Prime Minister regarding the content of the balance sheet in relation to a certain business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act, the business year;
- (ii) if all or a portion of the consideration for the exchange is shares, equity interest, or the equivalent thereto of a corporation, etc. (excluding shares of or equity interest in the wholly-owning parent company resulting from a share exchange): The following particulars (if the particulars have been indicated in a language other than Japanese, the particulars as indicated in Japanese (excluding names)):
- (a) the provisions of the articles of incorporation or the equivalent thereto of the corporation, etc.;
  - (b) if the corporation, etc. is not a company, the content of rights equivalent to the following rights and other rights in relation to the consideration for the exchange (excluding those that are unimportant):
    1. the right to receive dividends from surplus;
    2. the right to receive distributions of residual assets;
    3. voting rights at shareholder meetings;
    4. if a merger or other acts are carried out, a rightholder's right to demand the purchase of shares held thereby at a fair price;
    5. the right to demand to inspect or copy the articles of incorporation or other materials (if the materials have been prepared as electronic or magnetic records, materials that indicate the particulars recorded in the electronic or magnetic records);
  - (c) if the corporation, etc. is deemed to have provided information using a

- language other than Japanese to the shareholders, etc., the language;
- (d) the total number of voting rights or other equivalent rights projected held by shareholders, etc. of the legal person, etc. if a shareholder meeting of the corporation, etc. or a meeting equivalent thereto is deemed to have been held on the day on which the share exchange becomes effective;
  - (e) if the corporation, etc. has not been registered (if the corporation, etc. is established under the laws and regulations of a foreign country, limited to registration of a foreign company of Article 933, paragraph (1) of the Act or registration of a foreign corporation of Article 2 of the Act on Registration of Foreign Corporations and Registration of Matrimonial Property Contracts), the following particulars:
    - 1. the name and address of the person representing the corporation, etc.;
    - 2. the names of the officers of the corporation, etc. (excluding those listed in 1. above);
  - (f) the content of financial statements (if no most recent business year exists, the balance sheet on the day of formation of the corporation, etc.) or the equivalent thereto in relation to the most recent business year of the corporation, etc. (if the corporation, etc. is other than a company, the equivalent of the most recent business year; hereinafter the same applies in this item) (including a summary of the content of any audit report or other report equivalent thereto if the financial statements or the equivalent have undergone auditing by a company auditor, audit and supervisory committee, audit committee, financial auditor, or the equivalent);
  - (g) the particulars prescribed below in accordance with the categories of the cases listed below:
    - 1. where the corporation, etc. is a stock company: The content of the business report in relation to the most recent business year of the corporation, etc. (including the content of any audit report if the business report has undergone an audit by a company auditor, audit and supervisory committee, or audit committee);
    - 2. where the corporation, etc. is other than a stock company: A summary of the content of particulars equivalent to the particulars listed in the items of Article 118 and the items of Article 119 in relation to the most recent business year of the corporation, etc. (including a summary of the content of an audit report, or the equivalent thereto, if an audit of a company auditor, audit and supervisory committee, audit committee or the equivalent has been undergone concerning the particulars);
  - (h) the content of the balance sheets or the equivalent thereto of the corporation, etc. in relation to each business year the last day of which arrived in the past five years (excluding the following business years):

1. the most recent business year;
  2. where public notice is given of the content of the balance sheet or the equivalent thereto in relation to a certain business year pursuant to the provisions of laws and regulations (including notice equivalent to the measures of Article 440, paragraph (3) of the Act), the business year;
  3. where an annual securities report is submitted to the Prime Minister regarding the content of the balance sheet or the equivalent thereto in relation to a certain business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act, the business year;
- (i) the particulars listed in (b) and (c) of the preceding item;
  - (j) if the consideration for the exchange is eligible for receiving a refund by acquisition of treasury shares, refund of equity interest, or another means equivalent thereto, the particulars regarding procedures therefor;
  - (iii) if all or a portion of the consideration for the exchange is bonds, share options, or bonds with share options of the wholly-owning parent company resulting from a share exchange: The particulars listed in (a) through (d) of item (i);
  - (iv) if all or a portion of the consideration for the exchange is bonds, share options, bonds with share options, or the equivalent thereto of a corporation, etc. (excluding bonds, share options, or bonds with share options of a wholly-owning parent company resulting from a share exchange): The following particulars (if the particulars have been indicated in a language other than Japanese, the particulars as indicated in Japanese (excluding names)):
    - (a) the particulars listed in (b) and (c) of item (i);
    - (b) the particulars listed in (a) and (e) through (h) of item (ii);
  - (v) if all or a portion of the consideration for the exchange is shares, equity interest, bonds, share options, bonds with share options, or the equivalent thereto and property other than monies of the wholly-owning parent company resulting from a share exchange or another corporation, etc.: The particulars listed in (b) and (c) of item (i).
- (5) The "particulars regarding appropriateness of provisions on share options in relation to a share exchange" as provided in paragraph (1), item (iii), if a wholly-owned subsidiary company resulting from a share exchange issues the share options as provided in Article 787, paragraph (3), item (iii) of the Act (limited to cases where the wholly-owning parent company resulting from a share exchange is a stock company), are the particulars concerning the appropriateness of the provisions concerning the particulars listed in Article 768, paragraph (1), item (iv) and item (v) of the Act (limited to particulars in relation to the share options);

- (6) The "particulars related to financial statements, etc." as provided in paragraph (1), item (iv) refer to the following:
- (i) the following particulars with regard to the wholly-owning parent company resulting from a share exchange:
    - (a) the content of financial statements, etc. in relation to the most recent business year (if no most recent business year exists, the balance sheet on the day of the formation of the wholly-owning parent company resulting from a share exchange);
    - (b) if a provisional financial statement, etc. exists that has day after the last day of the most recent business year (if no most recent business year exists, the day of formation of the wholly-owning parent company resulting from a share exchange; the same applies in (c)) as the provisional account closing day (if two or more provisional account closing days exist, the latest day), the content of the provisional financial statement, etc.;
    - (c) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs after the last day of the most recent business year, the content thereof (limited to the content of events occurring after the last day of the new most recent business year if the new most recent business year exists in the interval after the first day for retaining the absorption-type merger agreement, etc. until the day on which the share exchange becomes effective);
  - (ii) the following particulars regarding a wholly-owned subsidiary company resulting from a share exchange:
    - (a) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at the wholly-owned subsidiary company resulting from a share exchange after the last day of the most recent business year (if no most recent business year exists, the day of formation of the wholly-owned subsidiary company resulting from a share exchange), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the first day for retaining the absorption-type merger agreement, etc. until the day on which the share exchange becomes effective);
    - (b) if the wholly-owned subsidiary company resulting from a share exchange has no most recent business year, the balance sheet on the day of formation of the wholly-owned subsidiary company resulting from a share exchange.

(Equity Interest)

Article 185 Those prescribed by Ministry of Justice Order as provided in Article 783, paragraph (2) of the Act are those requiring consent of obligors or other third parties for transfer or exercise of rights (excluding equity interest in a membership company and shares with restriction on transfer).

(Shares with Restrictions on Transfer)

Article 186 Those prescribed by Ministry of Justice Order as provided in Article 783, paragraph (3) of the Act are shares subject to call (limited to those wherein the class of other shares in Article 108, paragraph (2), item (vi), (b) of the Act in relation to the shares subject to call are shares with restriction on transfer of a stock company prescribed in each relevant item) or share options subject to call (limited to those wherein the shares in Article 236, paragraph (1), item (vii), (d) of the Act in relation to the shares options subject to call are shares with restriction on transfer of a stock company prescribed in each relevant item) of the stock company prescribed in each of the following items, in accordance with the categories of cases listed below:

- (i) in the case of an absorption-type merger: The stock company surviving the absorption-type merger;
- (ii) in the case of a share exchange: The wholly-owning parent stock company resulting from a share exchange;
- (iii) in the case of a consolidation-type merger: The stock company incorporated in the consolidation-type merger;
- (iv) in the case of a share transfer: The wholly-owning parent company incorporated in the share transfer.

(Total Amount of Assets)

Article 187 (1) The means prescribed by Ministry of Justice Order as provided in Article 784, paragraph (2) of the Act is that of treating as the total amount of assets of a stock company splitting in an absorption-type split the amount obtained by subtracting the amount listed in item (ix) from the total amount of the amounts listed in item (i) through item (viii) on the calculation reference date (meaning the date on which the absorption-type company split agreement related to assignment as provided in the same item (if a time differing from the date on which the agreement was concluded is prescribed by the agreement, the time (limited to the time from the date on which the agreement was concluded until immediately prior to the time at which the absorption-type company split becomes effective))); hereinafter the same applies in this Article):

- (i) amount of stated capital;
- (ii) amount of capital reserves;
- (iii) amount of retained earnings reserves;
- (iv) amount of surplus as provided in Article 446 of the Act;

- (v) the amount of valuation and translation differences, etc. on the last day of the most recent business year (in the case as provided in Article 461, paragraph (2), item (ii) of the Act, the period of Article 441, paragraph (1), item (ii) of the Act (if two or more of the periods exist, the period with the latest last day); hereinafter the same applies in this paragraph) (if there is no most recent business year, the day of formation of the stock company splitting in the absorption-type split; hereinafter the same applies in this paragraph);
  - (vi) book value of share options;
  - (vii) the amount recorded in the section on liabilities on the last day of the most recent business year;
  - (viii) if a succession to rights and obligations in relation to the business of another company occurs from an absorption-type merger or an absorption-type company split, or an acceptance of assignment of all business of another company (including foreign companies) is performed after the last date of the most recent business year, the amount of liabilities succeeded to or assigned as a result of these acts;
  - (ix) total book value of treasury shares and the stock company's own share options.
- (2) Notwithstanding the provisions of the preceding paragraph, the means prescribed by Ministry of Justice Order as provided in Article 784, paragraph (2) of the Act if a stock company splitting in an absorption-type split is a liquidating stock company on the calculation reference date is that of treating the amount recorded in the section on assets of the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act as the amount of total assets of the stock company splitting in the absorption-type split.

(Particulars Related to Financial Statements)

Article 188 Those prescribed by Ministry of Justice Order as provided in Article 789, paragraph (2), item (iii) of the Act are those prescribed in each of the following items, in accordance with the categories of cases listed below on the earlier of the date of public notice as provided in the provisions of the same paragraph or the date of notice as provided in the provisions of the same paragraph:

- (i) if the company subject to public notice with regard to the balance sheet in relation to the most recent business year or a summary thereof (meaning the stock company of Article 789, paragraph (2), item (iii) of the Act; hereinafter the same applies in this Article) gives public notice pursuant to the provisions of Article 440, paragraph (1) or paragraph (2) of the Act: The following:

- (a) if public notice is given in the Official Gazette, the date of the Official Gazette and the page on which the public notice is published;
- (b) if public notice is given by daily newspaper that publishes particulars related to current affairs, the name and date of the daily newspaper and the page on which the public notice is published;
- (c) if public notice is given by electronic public notice, the particulars listed in Article 911, paragraph (3), item (xxviii), (a) of the Act;
- (ii) if the company subject to public notice takes measures prescribed in the provisions of Article 440, paragraph (3) of the Act with regard to the balance sheet in relation to the most recent business year: The particulars listed in Article 911, paragraph (3), item (xxvi) of the Act;
- (iii) if the company subject to public notice is a stock company as provided in Article 440, paragraph (4) of the Act, if the stock company submits an annual securities report in relation to the most recent business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act: That fact;
- (iv) if the provisions of Article 440 of the Act are not applied to the company subject to public notice pursuant to the provisions of Article 28 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Companies Act (Act No. 87 of 2005): That fact;
- (v) if no most recent business year exists regarding the company subject to public notice: That fact;
- (vi) if the company subject to public notice is a liquidating stock company: That fact;
- (vii) in cases other than the cases listed in the preceding items: The content of a summary of the balance sheet in relation to the most recent business year pursuant to the provisions of Part VI, Chapter II of the Regulations on Corporate Accounting.

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

Article 189 The particulars prescribed by Ministry of Justice Order as provided in Article 791, paragraph (1), item (i) of the Act are as follows:

- (i) the day on which the absorption-type company split becomes effective;
- (ii) the following particulars at the stock company splitting in the absorption-type split:
  - (a) the progress of procedures concerning the demand pursuant to the provisions of Article 784-2 of the Act;
  - (b) the progress of procedures pursuant to the provisions of Article 785, Article 787, and Article 789 of the Act;
- (iii) the following particulars at the company succeeding in the absorption-type

split:

- (a) the progress of procedures concerning the demand pursuant to the provisions of Article 796-2 of the Act;
- (b) the progress of procedures pursuant to the provisions of Article 797 of the Act and Article 799 of the Act (including as applied mutatis mutandis pursuant to Article 802, paragraph (2) of the Act);
- (iv) particulars related to important rights and obligations succeeded to by the company succeeding in the absorption-type split from the stock company splitting in the absorption-type split due to the absorption-type company split;
- (v) the day of registration of the change of Article 923 of the Act was registered;
- (vi) beyond what is set forth in the preceding items, important particulars regarding absorption-type company split.

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

Article 190 The particulars prescribed by Ministry of Justice Order as provided in Article 791, paragraph (1), item (ii) of the Act are as follows:

- (i) the day on which the share exchange becomes effective;
- (ii) the following particulars at the wholly-owned subsidiary company resulting from a share exchange:
  - (a) the progress of procedures concerning the demand pursuant to the provisions of Article 784-2 of the Act;
  - (b) the progress of procedures pursuant to the provisions of Article 785, Article 787, and Article 789 of the Act;
- (iii) the following particulars at the wholly-owning parent company resulting from a share exchange:
  - (a) the progress of procedures concerning the demand pursuant to the provisions of Article 796-2 of the Act;
  - (b) the progress of procedures pursuant to the provisions of Article 797 of the Act and Article 799 of the Act (including as applied mutatis mutandis pursuant to Article 802, paragraph (2) of the Act);
- (iv) the number of shares of the wholly-owned subsidiary company resulting from a share exchange transferred to the wholly-owning parent company resulting from a share exchange due to the share exchange (if the wholly-owned subsidiary company resulting from a share exchange is a company with multiple-class shares, the classes of shares and the number per class);
- (v) beyond what is set forth in the preceding items, important particulars regarding share exchange.

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

(Particulars to Be Disclosed in Advance by Stock Companies Surviving Absorption-Type Mergers)

Article 191 The particulars prescribed by Ministry of Justice Order as provided in Article 794, paragraph (1) of the Act are as follows if the surviving stock company, etc. as provided in the same paragraph is a stock company surviving an absorption-type merger:

- (i) particulars regarding appropriateness of the provisions concerning the particulars listed in Article 749, paragraph (1), item (ii) and item (iii) of the Act (if those provisions do not exist, the fact that those provisions do not exist);
- (ii) if the particulars listed in Article 749, paragraph (1), item (iv) and item (v) of the Act are prescribed, particulars regarding appropriateness of the provisions regarding the particulars (excluding any provisions to the effect that the number of share options of the stock company surviving the absorption-type merger and the amount of money delivered to holders of share options of all share options are zero);
- (iii) the following particulars concerning a company disappearing in the absorption-type merger (excluding liquidating stock companies and liquidating membership companies):
  - (a) the content of financial statements, etc. in relation to the most recent business year (if no most recent business year exists, the balance sheet on the day of formation of the company disappearing in the absorption-type merger);
  - (b) if a provisional financial statement, etc. exists that has day after the last day of the most recent business year (if no most recent business year exists, the day of formation of the company disappearing in the absorption-type merger; the same applies in (c)) as the provisional account closing day (if two or more provisional account closing days exist, the latest day), the content of the provisional financial statement, etc.;
  - (c) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs after the last day of the most recent business year, the content thereof (limited to the content of events occurring after the last day of the new most recent business year if the new most recent business year exists in the interval after the day on which the absorption-type merger agreement, etc. began to be kept (meaning the day on which the

- absorption-type merger agreement, etc. began to be kept as provided in Article 794, paragraph (2) of the Act; hereinafter the same applies in this Chapter) until the day on which the absorption-type merger becomes effective);
- (iv) the balance sheet prepared by the company disappearing in the absorption-type merger (limited to liquidating stock companies or liquidating membership companies) pursuant to the provisions of Article 492, paragraph (1) or Article 658, paragraph (1), or Article 669, paragraph (1) or paragraph (2) of the Act;
  - (v) the following particulars regarding the stock company surviving the absorption-type merger:
    - (a) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at the stock company surviving the absorption-type merger after the last day of the most recent business year (if no most recent business year exists, the day of formation of the stock company surviving the absorption-type merger), the content thereof (limited to the content of events occurring after the last day of a new most recent business year if the new most recent business year exists in the interval after the day on which the absorption-type merger agreement, etc. began kept until the day on which the absorption-type merger becomes effective);
    - (b) if no most recent business year exists at the stock company surviving the absorption-type merger, the balance sheet on the day of formation of the stock company surviving the absorption-type merger;
  - (vi) particulars related to prospects for performance of obligations of the Stock company surviving the absorption-type merger on or after the day on which the absorption-type merger becomes effective (limited to obligations borne to creditors able to state an objection regarding the absorption-type merger pursuant to the provisions of Article 799, paragraph (1) of the Act);
  - (vii) if a change occurs in the particulars listed in the preceding items during the interval from after the day on which the absorption-type merger agreement, etc. began kept until the day on which the absorption-type merger becomes effective, the particulars after the change.

(Particulars to Be Disclosed in Advance by Stock Companies Succeeding in Absorption-Type Splits)

Article 192 The particulars prescribed by Ministry of Justice Order as provided in Article 794, paragraph (1) of the Act are as follows if the surviving stock company, etc. as provided in the same paragraph is a stock company succeeding in an absorption-type split:

- (i) particulars regarding appropriateness of the provisions concerning the

- particulars listed in Article 758, item (iv) of the Act (if those provisions do not exist, the fact that those provisions do not exist);
- (ii) if the particulars listed in Article 758, item (viii) of the Act are prescribed, the following:
    - (a) if the resolution of Article 171, paragraph (1) of the Act is adopted if the acts listed in Article 758, item (viii), (a) of the Act are performed, the particulars listed in the items of the same paragraph;
    - (b) if the resolution of Article 454, paragraph (1) of the Act is adopted if the acts listed in Article 758, item (viii), (b) of the Act are performed, the particulars listed in item (i) and item (ii) of the same paragraph;
  - (iii) if the particulars listed in Article 758, item (v) and item (vi) of the Act are prescribed, matters regarding appropriateness of the provisions with respect to those particulars;
  - (iv) the following particulars concerning the company splitting in the absorption-type split (excluding liquidating stock companies and liquidating membership companies):
    - (a) the content of financial statements, etc. in relation to the most recent business year (if no most recent business year exists, the balance sheet on the day of formation of the company splitting in the absorption-type split);
    - (b) if a provisional financial statement, etc. exists that has day after the last day of the most recent business year (if no most recent business year exists, the day of formation of the company splitting in the absorption-type split; the same applies in (c)) as the provisional account closing day (if two or more provisional account closing days exist, the latest day), the content of the provisional financial statement, etc.;
    - (c) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs after the last day of the most recent business year, the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day the absorption-type merger agreement, etc. began to be kept, until the day on which the absorption-type company split becomes effective);
  - (v) the balance sheet prepared by the company splitting in the absorption-type split (limited to liquidating stock companies or liquidating membership companies) pursuant to the provisions of Article 492, paragraph (1) or Article 658, paragraph (1), or Article 669, paragraph (1) or paragraph (2) of the Act;
  - (vi) the following particulars regarding a stock company succeeding in the absorption-type split:
    - (a) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property

occurs at a stock company succeeding in the absorption-type split after the last day of the most recent business year (if no most recent business year exists, the day of formation of the stock company succeeding in the absorption-type split), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day the absorption-type merger agreement, etc. began to be kept until the day on which the absorption-type company split becomes effective);

- (b) if no most recent business year exists at a stock company succeeding in the absorption-type split, the balance sheet on the day of formation of the stock company succeeding in the absorption-type split;
- (vii) particulars related to prospects for performance of obligations of the stock company succeeding in the absorption-type split on or after the day on which the absorption-type company split becomes effective (limited to obligations borne to creditors able to state an objection regarding the absorption-type company split pursuant to the provisions of Article 799, paragraph (1) of the Act);
- (viii) if a change occurs in the particulars listed in the preceding items during the interval from after the day on which the absorption-type merger agreement, etc. began to be kept until the day on which the absorption-type company split becomes effective, the particulars after the change.

(Particulars to Be Disclosed in Advance by Wholly-Owning Parent Stock Companies Resulting from the Share Exchanges)

Article 193 The particulars prescribed by Ministry of Justice Order as provided in Article 794, paragraph (1) of the Act are as follows if the surviving stock company, etc. as provided in the same paragraph is the wholly-owning parent stock company resulting from a share exchange:

- (i) particulars regarding appropriateness of the provisions concerning the particulars listed in Article 749, paragraph (1), item (ii) and item (iii) of the Act (if those provisions do not exist, the fact that those provisions do not exist);
- (ii) if the particulars listed in Article 768, paragraph (1), item (iv) and item (v) of the Act are prescribed, the matters regarding appropriateness of the provisions with respect to those particulars;
- (iii) the following particulars regarding the wholly-owned subsidiary company resulting from a share exchange:
  - (a) the content of financial statements, etc. in relation to the most recent business year (if no most recent business year exists, the balance sheet on the day of formation of the wholly-owned subsidiary company resulting from a share exchange);

- (b) if a provisional financial statement, etc. exists that has day after the last day of the most recent business year (if no most recent business year exists, the day of formation of the wholly-owned subsidiary company resulting from a share exchange; the same applies in (c)) as the provisional account closing day (if two or more provisional account closing days exist, the latest day), the content of the provisional financial statement, etc.;
- (c) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs after the last day of the most recent business year, the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day the absorption-type merger agreement, etc. began to be kept, until the day on which the share exchange becomes effective);
- (iv) the following particulars regarding the wholly-owning parent stock company resulting from a share exchange:
  - (a) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at the wholly-owning parent stock company resulting from a share exchange after the last day of the most recent business year (if no most recent business year exists, the day of formation of the wholly-owning parent stock company resulting from a share exchange), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the first day for retaining the absorption-type merger agreement, etc. until the day on which the share exchange becomes effective);
  - (b) if no most recent business year exists at the wholly-owning parent stock company resulting from a share exchange, the balance sheet on the day of formation of the wholly-owning parent stock company resulting from a share exchange;
- (v) if a creditor exists who is able to state an objection regarding the share exchange pursuant to the provisions of Article 799, paragraph (1) of the Act, particulars related to prospects for performance of obligations of the wholly-owning parent stock company resulting from a share exchange on and after the day on which the share exchange becomes effective (limited to obligations borne to the creditor);
- (vi) if a change occurs in the particulars listed in the preceding items during the interval from after the first day for retaining the absorption-type merger agreement, etc. began until the day on which the share exchange becomes effective, the particulars after the change.

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

Article 194 Those prescribed by Ministry of Justice Order as provided in Article 794, paragraph (3) of the Act are monies, etc. other than shares of the wholly-owning parent stock company resulting from a share exchange delivered pursuant to the provisions of Article 768, paragraph (1), item (ii) and item (iii) of the Act if the amount obtained by subtracting the amount listed in item (ii) from the amount listed in item (i) is smaller than the amount listed in item (iii):

- (i) the total amount of monies, etc. delivered to shareholders of the wholly-owned subsidiary company resulting from a share exchange;
- (ii) of the monies, etc. as provided in the preceding item, the total amount of the value of shares of the wholly-owning parent stock company resulting from a share exchange;
- (iii) the amount obtained by multiplying the total amount of monies, etc. as provided in item (i) by one-twentieth.

(Amount of Assets)

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

- (i) the amount obtained by subtracting the amount to be entered in the accounting books regarding the shares, etc. of Article 795, paragraph (2), item (ii) of the Act (limited to bonds (excluding bonds held by a stock company surviving a absorption-type merger or a stock company succeeding in an absorption-type split immediately before the absorption-type merger or absorption-type company split)) from the amount to be recorded in the section on liabilities of the balance sheet if the balance sheet of the stock company surviving an absorption-type merger or the stock company succeeding in the absorption-type split is deemed to have been prepared immediately after the absorption-type merger or absorption-type company split;
- (ii) the amount to be recorded in the section on liabilities of the balance sheet if the balance sheet of a stock company surviving an absorption-type merger or a stock company succeeding in an absorption-type split is deemed to have been prepared immediately before the absorption-type merger or absorption-type company split.

(2) The amount prescribed by Ministry of Justice Order as the amount of assets as provided in Article 795, paragraph (2), item (i) of the Act is the amount

obtained by subtracting the amount listed in item (ii) from the amount listed in item (i):

- (i) the amount to be recorded in the section on assets of the balance sheet if the balance sheet of a stock company surviving an absorption-type merger or a stock company succeeding in an absorption-type split is deemed to have been prepared immediately after the absorption-type merger or absorption-type company split;
  - (ii) the amount obtained by subtracting the book value of the monies, etc. prescribed in Article 795, paragraph (2), item (ii) of the Act (including the bonds held by a stock company surviving an absorption-type merger or the stock company succeeding in an absorption-type split immediately before the absorption-type merger or absorption-type company split, among the shares, etc. of the same item) from the amount to be recorded in the section on assets of the balance sheet if the balance sheet of the stock company surviving the absorption-type merger or the stock company succeeding in the absorption-type split is deemed to have been prepared immediately before the absorption-type merger or absorption-type company split.
- (3) Notwithstanding the provisions of the preceding paragraph, if a company disappearing in an absorption-type merger is a subsidiary company of the stock company surviving the absorption-type merger if the stock company surviving the absorption-type merger is a company to which consolidated dividend regulations apply, the amount prescribed by Ministry of Justice Order as the amount of assets as provided in Article 795, paragraph (2), item (i) of the Act is the amount whichever larger between the following amounts:
- (i) the amount obtained by subtracting the amount listed in paragraph (1) item (ii) from the amount listed in item (i) of the same paragraph;
  - (ii) the amount obtained by subtracting the amount listed in item (ii) of the preceding paragraph from the amount listed in item (i) of the same paragraph.
- (4) Notwithstanding the provisions of the paragraph (2), if a company splitting in an absorption-type split is a subsidiary company of the stock company succeeding in the absorption-type split when the stock company succeeding in the absorption-type split is a company to which consolidated dividend regulations apply, the amount prescribed by Ministry of Justice Order as the amount of assets as provided in Article 795, paragraph (2), item (i) of the Act is the amount of whichever is larger between the following amounts:
- (i) the amount obtained by subtracting the amount listed in paragraph (1) item (ii) from the amount listed in item (i) of the same paragraph;
  - (ii) the amount obtained by subtracting the amount listed in paragraph (2) item (ii) from the amount listed in item (i) of the same paragraph.
- (5) The amount prescribed by Ministry of Justice Order as provided in Article

795, paragraph (2), item (iii) of the Act is the amount obtained by subtracting the amount listed in item (iii) from the total amount of the amounts listed in item (i) and item (ii):

- (i) the amount to be entered in the accounting books regarding shares of the wholly-owned subsidiary company resulting from a share exchange that the wholly-owning parent stock company resulting from a share exchange acquires through the share exchange;
- (ii) the amount of goodwill recorded pursuant to the provisions of Article 11 of the Regulations on Corporate Accounting;
- (iii) the amount of liabilities recorded pursuant to the provisions of Article 12 of the Regulations on Corporate Accounting (zero if the wholly-owned subsidiary company resulting from a share exchange is a subsidiary company of the wholly-owning parent stock company in the share exchange (limited to companies receiving the application of consolidated dividend regulations)).

(Amount of Net Assets)

Article 196 The means prescribed by Ministry of Justice Order as provided in Article 796, paragraph (2), item (ii) of the Act is that of treating as the amount of the net assets of a surviving stock company, etc. (meaning surviving stock company, etc. as provided in Article 794, paragraph (1) of the Act; hereinafter the same applies in this Article) the amount obtained by subtracting the amount listed in item (vii) from the total amount of the amounts listed in item (i) through item (vi) on the calculation reference date (meaning the date on which the absorption-type merger agreement, the absorption-type company split agreement, or the share exchange agreement was concluded (if a time differing from the date on which the these agreements were concluded is prescribed by these agreements, the time (limited to the time from the date on which the these agreements were concluded until immediately prior to the time at which the absorption-type merger, absorption-type company split, or share exchange becomes effective) hereinafter the same applies in this Article)) (if the amount is less than five million yen, five million yen):

- (i) amount of stated capital;
- (ii) amount of capital reserves;
- (iii) amount of retained earnings reserves;
- (iv) amount of surplus as provided in Article 446 of the Act;
- (v) the amount of valuation and translation differences, etc. on the last day of the most recent business year (in the case as provided in Article 461, paragraph (2), item (ii) of the Act, the period of Article 441, paragraph (1), item (ii) of the Act (if two or more of the periods exist, the period with the latest last day)) (if there is no most recent business year, the day of formation of the surviving stock company, etc.);

- (vi) book value of share options;
- (vii) total book value of treasury shares and the stock company's own share options.

(Number of Shares)

Article 197 The number prescribed by Ministry of Justice Order as provided in Article 796, paragraph (3) of the Act is to be the smallest of the following numbers:

- (i) the number that added one to the number obtained by multiplying the total number of specified shares (meaning the shares that features that voting rights may be exercised at the shareholder meeting in relation to the acts as provided in Article 796, paragraph (3) of the Act; hereinafter the same applies in this Article) by one-half (if it has been provided in the articles of incorporation to the effect that shareholders holding voting rights at or above a certain ratio of the total number of voting rights of the specified shares must be in attendance as a requirement for adoption of resolutions at the shareholder meeting, the relevant ratio) and multiplying the number by one-third (if it has been provided in the articles of incorporation to the effect that a majority of at least a certain ratio of the total voting rights held by specified shareholders (meaning the shareholders of specified shares; hereinafter the same applies in this Article) in attendance at the shareholder meeting must approve as a requirement for adoption of resolutions at the shareholder meeting, the ratio obtained by subtracting the relevant ratio from one);
- (ii) if it has been provided in the articles of incorporation that approval of a certain number or more of specified shareholders is required as a requirement for adoption of resolutions in relation to the acts as provided in Article 796, paragraph (3) of the Act, the number of specified shares held by specified shareholders who gave notice of opposition to the acts if the number obtained by subtracting the number of specified shareholders who gave notice of opposition to the acts to the stock company from the total number of specified shareholders is less than the relevant number;
- (iii) if it has been provided in the articles of incorporation other than those under the preceding two items as a requirement for adoption of resolutions in relation to the acts as provided in Article 796, paragraph (3) of the Act, the number of specified shares held by specified shareholders who gave notice of opposition to the acts if the resolution would not be adopted if all the specified shareholders who gave notice of opposition to the acts voted to disapprove at the shareholder meeting as provided in the same paragraph;
- (iv) the number prescribed in the articles of incorporation.

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

Article 198 Those prescribed by Order as provided in Article 799, paragraph (1), item (iii) of the Act are monies, etc. other than shares of the wholly-owning parent stock company resulting from a share exchange delivered pursuant to the provisions of Article 768, paragraph (1), item (ii) and item (iii) of the Act if the amount obtained by subtracting the amount listed in item (ii) from the amount listed in item (i) is smaller than the amount listed in item (iii):

- (i) the total amount of monies, etc. delivered to shareholders of the wholly-owned subsidiary company resulting from a share exchange;
- (ii) of the monies, etc. as provided in the preceding item, the total amount of the value of shares of the wholly-owning parent stock company resulting from a share exchange;
- (iii) the amount obtained by multiplying the total amount of monies, etc. as provided in item (i) by one-twentieth.

(Particulars Related to Financial Statements)

Article 199 Those prescribed by Ministry of Justice Order as provided in Article 799, paragraph (2), item (iii) of the Act are those prescribed in each of the following items, in accordance with the categories of cases listed below on the earlier of the date of public notice as provided in the same paragraph or the date of notice as provided in the same paragraph:

- (i) if the company subject to public notice with regard to the balance sheet in relation to the most recent business year or a summary thereof (meaning the stock company of Article 799, paragraph (2), item (iii); hereinafter the same applies in this Article) gives public notice pursuant to the provisions of Article 440, paragraph (1) or paragraph (2) of the Act: The following:
  - (a) if public notice is given in the Official Gazette, the date of that Official Gazette and the page on which the public notice is published;
  - (b) if public notice is given by daily newspaper that publishes particulars related to current affairs, the name and date of the daily newspaper and the page on which the public notice is published;
  - (c) if public notice is given by electronic public notice, the particulars listed in Article 911, paragraph (3), item (xxviii), (a) of the Act;
- (ii) if the company subject to public notice takes measures prescribed in the provisions of Article 440, paragraph (3) of the Act with regard to the balance sheet in relation to the most recent business year: The particulars listed in Article 911, paragraph (3), item (xxvi) of the Act;
- (iii) if the company subject to public notice is a stock company prescribed in Article 440, paragraph (4) of the Act, if the stock company submits an annual securities report in relation to the most recent business year pursuant to the

- provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act: That fact;
- (iv) if the provisions of Article 440 of the Act are not applied to the company subject to public notice pursuant to the provisions of Article 28 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Companies Act: That fact;
- (v) if no most recent business year exists regarding the company subject to public notice: That fact;
- (vi) if the company subject to public notice is a liquidating stock company: That fact;
- (vii) in cases other than the cases listed in the preceding items: The content of a summary of the balance sheet in relation to the most recent business year pursuant to the provisions of Part VI, Chapter II of the Regulations on Corporate Accounting.

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

Article 200 The particulars prescribed by Ministry of Justice Order as provided in Article 801, paragraph (1) of the Act are as follows:

- (i) the day on which the absorption-type merger became effective;
- (ii) the following particulars at the company disappearing in the absorption-type merger:
  - (a) the progress of procedures concerning the demand pursuant to the provisions of Article 784-2 of the Act;
  - (b) the progress of procedures pursuant to the provisions of Article 785 and Article 787 of the Act and Article 789 of the Act (including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of the Act);
- (iii) the following particulars at the stock company surviving the absorption-type merger:
  - (a) the progress of procedures concerning the demand pursuant to the provisions of Article 796-2 of the Act;
  - (b) the progress of procedures pursuant to the provisions of Article 797 and Article 799 of the Act;
- (iv) particulars related to important rights and obligations succeeded to by the stock company surviving the absorption-type merger from the company disappearing in the absorption-type merger due to the absorption-type merger;
- (v) particulars stated or recorded in documents or electronic or magnetic records kept by the stock company disappearing in the absorption-type merger pursuant to the provisions of Article 782, paragraph (1) of the Act (excluding the content of the absorption-type merger agreement);

- (vi) the day of registration of the changes of Article 921 of the Act;
- (vii) beyond what is set forth in the preceding items, important particulars related to absorption-type merger.

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

Article 201 The particulars prescribed by Ministry of Justice Order as provided in Article 801, paragraph (2) of the Act are as follows:

- (i) the day on which the absorption-type company split became effective;
- (ii) the progress of procedures at the limited liability company splitting in the absorption-type split pursuant to the provisions of Article 789 of the Act, as applied mutatis mutandis pursuant to Article 793, paragraph (2) of the Act;
- (iii) the following particulars at the stock company succeeding in the absorption-type split:
  - (a) the progress of procedures concerning the demand pursuant to the provisions of Article 796-2 of the Act;
  - (b) the progress of procedures pursuant to the provisions of Article 797 and Article 799 of the Act;
- (iv) particulars related to important rights and obligations succeeded to by the stock company succeeding in the absorption-type split from the limited liability company splitting in the absorption-type split due to the absorption-type company split;
- (v) the day of registration of the changes of Article 923 of the Act;
- (vi) beyond what is set forth in the preceding items, important particulars related to absorption-type company split.

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

Article 202 Those prescribed by Ministry of Justice Order as provided in Article 801, paragraph (4) of the Act, as applied mutatis mutandis pursuant to paragraph (6) of that Article are monies, etc. other than shares of the wholly-owning parent stock company resulting from a share exchange delivered pursuant to the provisions of Article 768, paragraph (1), item (ii) and item (iii) of the Act if the amount obtained by subtracting the amount listed in item (ii) from the amount listed in item (i) is smaller than the amount listed in item (iii):

- (i) the total amount of monies, etc. delivered to shareholders of the wholly-owned subsidiary company resulting from a share exchange;
- (ii) of the monies, etc. as provided in the preceding item, the total amount of the value of shares of the wholly-owning parent stock company resulting from a share exchange;

(iii) the amount obtained by multiplying the total amount of monies, etc. as provided in item (i) by one-twentieth.

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

Article 203 Those prescribed by Ministry of Justice Order as provided in Article 799, paragraph (1), item (iii) of the Act, as applied mutatis mutandis pursuant to Article 802, paragraph (2), item (2) of the Act are monies, etc. other than an equity interest of the wholly-owning parent limited liability company resulting from a share exchange delivered pursuant to the provisions of Article 768, paragraph (1), item (ii) and item (iii) of the Act if the amount obtained by subtracting the amount listed in item (ii) from the amount listed in item (i) is smaller than the amount listed in item (iii):

- (i) the total amount of monies, etc. delivered to shareholders of the wholly-owned subsidiary company resulting from a share exchange;
- (ii) of the monies, etc. as provided in the preceding item, the total amount of the value of equity interest in the wholly-owning parent limited liability company resulting from a share exchange;
- (iii) the amount obtained by multiplying the total amount of monies, etc. as provided in item (i) by one-twentieth.

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

(Particulars to Be Disclosed in Advance by Stock Companies Disappearing in Consolidation-Type Mergers)

Article 204 The particulars prescribed by Ministry of Justice Order as provided in Article 803, paragraph (1) of the Act are as follows if the disappearing stock company, etc. as provided in the same paragraph is a stock company disappearing in a consolidation-type merger:

- (i) particulars regarding appropriateness of provisions prescribed in (a) or (b) below in accordance with the categories of the cases listed in the (a) or (b):
  - (a) if the company incorporated in the consolidation-type merger is a stock company: Provisions concerning the particulars listed in Article 753, paragraph (1), item (vi) through item (ix) of the Act;
  - (b) if the company incorporated in the consolidation-type merger is a membership company: Provisions concerning the particulars listed in Article 755, paragraph (1), item (iv), item (vi) and item (vii) of the Act;
- (ii) if all or a portion of the stock companies disappearing in the consolidation-

type merger have issued share options, the particulars regarding appropriateness of the provisions prescribed in (a) or (b) below, in accordance with the categories of the cases listed in the (a) or (b):

- (a) if the company incorporated in the consolidation-type merger is a stock company: Provisions concerning the particulars listed in Article 753, paragraph (1), item (x) and item (xi) of the Act;
- (b) if the company incorporated in the consolidation-type merger is a membership company: Provisions concerning the particulars listed in Article 755, paragraph (1), item (viii) and item (ix) of the Act;
- (iii) the following particulars concerning other companies disappearing in the consolidation-type merger (excluding liquidating stock companies and liquidating membership companies; hereinafter the same applies in this item):
  - (a) the content of financial statements, etc. in relation to the most recent business year (if no most recent business year exists, the balance sheet on the day of formation of another companies disappearing in the consolidation-type merger);
  - (b) if a provisional financial statement, etc. exists with a day after the last day of the most recent business year (if no most recent business year exists, the day of formation of another companies disappearing in the consolidation-type merger) as the provisional account closing day (if two or more provisional account closing days exist, the latest day), the content of the provisional financial statement, etc.;
  - (c) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at another company disappearing in the consolidation-type merger after the last day of the most recent business year (if no most recent business year exists, the day of formation of another company disappearing in the consolidation-type merger), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which the consolidation-type merger agreement, etc. began kept (meaning the day on which the consolidation-type merger agreement, etc. began kept as provided in Article 803, paragraph (2) of the Act; hereinafter the same applies in this Chapter) until the day on which the consolidation-type merger becomes effective);
- (iv) the balance sheet prepared by another company disappearing in the consolidation-type merger (limited to liquidating stock companies or liquidating membership companies) pursuant to the provisions of Article 492, paragraph (1) or Article 658, paragraph (1), or Article 669, paragraph (1) or paragraph (2) of the Act;

- (v) the following particulars concerning the stock company disappearing in the consolidation-type merger (excluding liquidating stock companies; hereinafter the same applies in this item):
  - (a) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at the Stock company disappearing in the consolidation-type merger after the last day of the most recent business year (if no most recent business year exists, the day of formation of the stock company disappearing in the consolidation-type merger), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which consolidation-type merger agreement, etc. began kept, etc. until the day on which the consolidation-type merger becomes effective);
  - (b) if no most recent business year exists for the stock company disappearing in the consolidation-type merger, the balance sheet on the day of formation of the stock company disappearing in the consolidation-type merger;
- (vi) particulars related to prospects for performance of obligations of the company incorporated in the consolidation-type merger on or after the day on which the consolidation-type merger becomes effective (excluding obligations succeeded to from another company disappearing in the consolidation-type merger);
- (vii) if a change occurs in the particulars listed in the preceding items after the day on which the consolidation-type merger agreement, etc. began to be kept, the particulars after the change.

(Particulars to Be Disclosed in Advance by Stock Companies Splitting in Incorporation-Type Splits)

Article 205 The particulars prescribed by Ministry of Justice Order as provided in Article 803, paragraph (1) of the Act are as follows if the disappearing stock company, etc. as provided in the same paragraph is a stock company splitting in an incorporation-type split:

- (i) particulars regarding appropriateness of provisions prescribed in (a) or (b) below in accordance with the categories of the cases listed in the (a) or (b):
  - (a) if the company incorporated in the incorporation-type split is a stock company: Provisions concerning the particulars listed in Article 763, paragraph (1), item (vi) through item (ix) of the Act;
  - (b) if the company incorporated in the incorporation-type split is a membership company: Provisions concerning the particulars listed in Article 765, paragraph (1), item (iii), item (vi), and item (vii) of the Act;
- (ii) if the particulars listed in Article 763, paragraph (1), item (xii) or Article

- 765, paragraph (1), item (viii) of the Act are prescribed, the following:
- (a) if the resolution of Article 171, paragraph (1) is adopted if the acts listed in Article 763, paragraph (1), item (xii), (a) or Article 765, paragraph (1), item (viii), (a) of the Act are performed, the particulars listed in each item of the same paragraph;
  - (b) if the resolution of Article 454, paragraph (1) is adopted if the acts listed in Article 763, paragraph (1), item (xii), (b) or Article 765, paragraph (1), item (viii), (b) of the Act are performed, the particulars listed in item (i) and item (ii) of the same paragraph;
  - (iii) if the company incorporated in the incorporation-type split is a stock company, if all or a portion of the stock company splitting in the incorporation-type split has issued the share options prescribed in Article 808, paragraph (3), item (ii) of the Act, particulars concerning the appropriateness of provisions regarding the particulars listed in Article 763, paragraph (1), item (x) and item (xii) of the Act (limited to particulars in relation to the share options);
  - (iv) the following particulars concerning other companies splitting in the incorporation-type split (excluding liquidating stock companies and liquidating membership companies; hereinafter the same applies in this item):
    - (a) the content of financial statements, etc. in relation to the most recent business year (if no most recent business year exists, the content of the balance sheet on the day of formation of another company splitting in the incorporation-type split);
    - (b) if there is a provisional financial statement, etc. with a day after the last day of the most recent business year (if no most recent business year exists, the day of formation of another company splitting in the incorporation-type split) as the provisional account closing day (if two or more provisional account closing days exist, the latest day), the content of the provisional financial statement, etc.;
    - (c) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at another company splitting in the incorporation-type split after the last day of the most recent business year (if no most recent business year exists, the day of formation of another company splitting in the incorporation-type split), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which the consolidation-type merger agreement, etc. began to be kept until the day on which the incorporation-type company split becomes effective);
  - (v) the balance sheet prepared by another company splitting in the

- incorporation-type split (limited to liquidating stock companies or liquidating membership companies) pursuant to the provisions of Article 492, paragraph (1) or Article 658, paragraph (1), or Article 669, paragraph (1) or paragraph (2) of the Act;
- (vi) the following particulars concerning the stock company splitting in the incorporation-type split (excluding liquidating stock companies; hereinafter the same applies in this item):
- (a) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at the stock company splitting in the incorporation-type split after the last day of the most recent business year (if no most recent business year exists, the day of formation of the stock company splitting in the incorporation-type split), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which the consolidation-type merger agreement, etc. began to be kept until the day on which the incorporation-type company split becomes effective);
- (b) if there is no most recent business year for the stock company splitting in the incorporation-type split, the balance sheet on the day of formation of the stock company splitting in the incorporation-type split;
- (vii) particulars related to prospects for performance of obligations of the stock company splitting in the incorporation-type split and obligations of the company incorporated in the incorporation-type split on or after the day on which the incorporation-type company split becomes effective (limited to those which the stock company splitting in the incorporation-type split had the company incorporated in the incorporation-type split to succeed to in the incorporation-type company split);
- (viii) if a change occurs in the particulars listed in the preceding items during the interval from after the day on which the consolidation-type merger agreement, etc. began to be kept until the day on which the incorporation-type company split becomes effective, the particulars after the change.

(Particulars to Be Disclosed in Advance by Wholly-Owned Subsidiary Companies Resulting from the Share Transfers)

Article 206 The particulars prescribed by Ministry of Justice Order as provided in Article 803, paragraph (1) of the Act are as follows if the disappearing stock company, etc. as provided in the same paragraph is the wholly-owned subsidiary company resulting from a share transfer:

- (i) particulars regarding appropriateness of the provisions concerning the particulars listed in Article 773, paragraph (1), item (v) through item (viii) of the Act;

- (ii) if all or some of the wholly-owned subsidiary companies resulting from the share transfer have issued the share options prescribed in Article 808, paragraph (3), item (iii) of the Act, particulars concerning the appropriateness of the provisions regarding the particulars listed in Article 773, paragraph (1), item (ix) and item (x) of the Act (limited to particulars in relation to the share options);
- (iii) the following particulars concerning another wholly-owned subsidiary company resulting from the share transfer:
  - (a) the content of financial statements, etc. in relation to the most recent business year (if no most recent business year exists, the balance sheet on the day of formation of another wholly-owned subsidiary company resulting from the share transfer);
  - (b) if a provisional financial statement, etc. exists that has day after the last day of the most recent business year (if no most recent business year exists, the day of formation of another wholly-owned subsidiary company resulting from the share transfer) as the provisional account closing day (if two or more provisional account closing days exist, the latest day), the content of the provisional financial statement, etc.;
  - (c) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at another wholly-owned subsidiary company resulting from the share transfer after the last day of the most recent business year (if no most recent business year exists, the day of formation of another wholly-owned subsidiary company resulting from the share transfer), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which the consolidation-type merger agreement, etc. began to be kept until the day on which the share transfer becomes effective);
- (iv) the following particulars concerning the wholly-owned subsidiary company resulting from the share transfer:
  - (a) if disposal of important property, burden of major obligations, or any other event that has material impact on the status of company property occurs at the wholly-owned subsidiary company resulting from the share transfer after the last day of the most recent business year (if no most recent business year exists, the day of formation of the wholly-owned subsidiary company resulting from the share transfer), the content thereof (limited to the content of events occurring after the last day of any new most recent business year if the new most recent business year exists in the interval after the day on which the consolidation-type merger agreement, etc. began to be kept until the day on which the share transfer

- becomes effective);
- (b) if no most recent business year exists at the wholly-owned subsidiary company resulting from the share transfer, the balance sheet on the day of formation of the wholly-owned subsidiary company resulting from the share transfer;
  - (v) if a creditor exists who is able to state an objection regarding the share transfer pursuant to the provisions of Article 810 of the Act, particulars related to prospects for performance of obligations of the wholly-owning parent company incorporated in a share transfer on and after the day on which the share transfer becomes effective (excluding obligations succeeded to from another wholly-owned subsidiary company resulting from the share transfer, and limited to obligations borne to the creditor who is able to state an objection);
  - (vi) if a change occurs in the particulars listed in the preceding items during the interval from after the day on which the consolidation-type merger agreement, etc. began to be kept until the day on which the share transfer becomes effective, the particulars after the change.

(Amount of Total Assets)

Article 207 (1) The means prescribed by Ministry of Justice Order as provided in Article 805 of the Act is that of treating as the total amount of assets of the stock company splitting in the incorporation-type split the amount obtained by subtracting the amount listed in item (ix) from the total amount of the amounts listed in item (i) through item (viii) on the calculation reference date (meaning the date on which the incorporation-type company split plan was prepared (if a time differing from the date on which the incorporation-type company split plan was prepared is prescribed by the incorporation-type company split plan, the time (limited to the time of the interval from after the date on which the incorporation-type company split plan was prepared until immediately prior to the time at which the incorporation-type company split becomes effective)); hereinafter the same applies in this Article):

- (i) amount of stated capital;
- (ii) amount of capital reserves;
- (iii) amount of retained earnings reserves;
- (iv) amount of surplus as provided in Article 446 of the Act;
- (v) the amount of valuation and translation differences, etc. on the last day of the most recent business year (in the case as provided in Article 461, paragraph (2), item (ii) of the Act, the last day of the period of Article 441, paragraph (1), item (ii) of the Act (if two or more of the periods exist, the period with the latest last day); hereinafter the same applies in this paragraph) (if there is no most recent business year, the day of formation of

- the stock company splitting in the incorporation-type split; hereinafter the same applies in this paragraph);
- (vi) book value of share options;
  - (vii) the amount recorded in the section on liabilities on the last day of the most recent business year;
  - (viii) if a succession to rights and obligations in relation to the business of another company occurs from an absorption-type merger or an absorption-type company split, or an acceptance of assignment of all business of another company (including foreign companies) is performed after the last date of the most recent business year, the amount of liabilities succeeded to or assigned as a result of these acts;
  - (ix) total book value of treasury shares and the stock company's own share options.
- (2) Notwithstanding the provisions of the preceding paragraph, the means prescribed by Ministry of Justice Order as provided in Article 805 of the Act if the stock company splitting in the incorporation-type split is a liquidating stock company on the calculation reference date is that of treating the amount recorded in the section on assets of the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act as the total amount of assets of the stock company splitting in the incorporation-type split.

(Particulars Related to Financial Statements)

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

- (i) if the company subject to public notice with regard to the balance sheet in relation to the most recent business year or a summary thereof (meaning the stock company of Article 810, paragraph (2), item (iii) of the Act; hereinafter the same applies in this Article) gives public notice pursuant to the provisions of Article 440, paragraph (1) or paragraph (2) of the Act: The following:
  - (a) if public notice is given in the Official Gazette, the date of the Official Gazette and the page on which the public notice is published;
  - (b) if public notice is given by daily newspaper that publishes particulars related to current affairs, the name and date of the daily newspaper and the page on which the public notice is published;
  - (c) if public notice is given by electronic public notice, the particulars listed in Article 911, paragraph (3), item (xxviii), (a) of the Act;

- (ii) if the company subject to public notice with regard to the balance sheet in relation to the most recent business year takes measures prescribed in the provisions of Article 440, paragraph (3) of the Act: The particulars listed in Article 911, paragraph (3), item (xxvi) of the Act;
- (iii) if the company subject to public notice is a stock company prescribed in Article 440, paragraph (4) of the Act, if the stock company submits an annual securities report in relation to the most recent business year pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act: That fact;
- (iv) if the provisions of Article 440 of the Act are not applied to the company subject to public notice pursuant to the provisions of Article 28 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Companies Act: That fact;
- (v) if no most recent business year exists for the company subject to public notice: That fact;
- (vi) if the company subject to public notice is a liquidating stock company: That fact;
- (vii) in cases other than the cases listed in the preceding items: The content of a summary of the balance sheet in relation to the most recent business year pursuant to the provisions of Part VI, Chapter II of the Regulations on Corporate Accounting.

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

Article 209 The particulars prescribed by Ministry of Justice Order as provided in Article 811, paragraph (1), item (i) of the Act are as follows:

- (i) the day on which the incorporation-type company split became effective;
- (ii) the progress of procedures concerning the demand pursuant to the provisions of Article 805-2 of the Act;
- (iii) the progress of procedures pursuant to the provisions of Article 806 and Article 808 of the Act and Article 810 of the Act (including as applied mutatis mutandis pursuant to Article 813, paragraph (2) of the Act);
- (iv) particulars related to important rights and obligations succeeded to by a company incorporated in an incorporation-type split from the company splitting in the incorporation-type split due to the incorporation-type company split;
- (v) beyond what is set forth in the preceding items, important particulars related to incorporation-type company split.

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

Article 210 The particulars prescribed by Ministry of Justice Order as provided in Article 811, paragraph (1), item (ii) of the Act are as follows:

- (i) the day on which the share transfer became effective;
- (ii) the progress of procedures concerning the demand pursuant to the provisions of Article 805-2 of the Act;
- (iii) the progress of procedures pursuant to the provisions of Article 806, Article 808, and Article 810 of the Act;
- (iv) the number of shares of the wholly-owned subsidiary company resulting from a share transfer transferred to the wholly-owning parent company incorporated in a share transfer due to the share transfer (if the wholly-owned subsidiary company resulting from the share transfer is a company with multiple-class shares, the classes of shares and the number per class);
- (v) beyond what is set forth in the preceding items, important particulars regarding relevant share transfer.

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

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

Article 211 The particulars prescribed by Ministry of Justice Order as provided in Article 815, paragraph (1) of the Act are as follows:

- (i) the day on which the consolidation -type merger became effective;
- (ii) the progress of procedures concerning the demand pursuant to the provisions of Article 805-2 of the Act;
- (iii) the progress of procedures pursuant to the provisions of Article 806 and Article 808 of the Act and Article 810 of the Act (including as applied mutatis mutandis pursuant to Article 813, paragraph (2) of the Act);
- (iv) particulars related to important rights and obligations succeeded to by a stock company incorporated in a consolidation-type merger from the company disappearing in the consolidation-type merger due to the consolidation-type merger;
- (v) beyond what is set forth in the preceding items, important particulars related to consolidation-type merger.

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

Article 212 The particulars prescribed by Ministry of Justice Order as provided in Article 815, paragraph (2) of the Act are as follows:

- (i) the day on which the incorporation-type company split became effective;
- (ii) the progress of procedures pursuant to the provisions of Article 810 of the Act, as applied mutatis mutandis pursuant to Article 813, paragraph (2) of the Act;
- (iii) particulars related to important rights and obligations succeeded to by a stock company incorporated in an incorporation-type split from the limited liability company splitting in the incorporation-type split due to the incorporation-type company split;
- (iv) beyond what is set forth in the preceding three items, important particulars related to incorporation-type company split.

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

Article 213 The particulars prescribed by Ministry of Justice Order as provided in Article 815, paragraph (3), item (i) of the Act are the particulars stated or recorded in documents or electronic or magnetic records kept by a stock company disappearing in a consolidation-type merger pursuant to the provisions of Article 803, paragraph (1) of the Act (excluding the content of the consolidation-type merger agreement).

## **Part VI Foreign Companies**

(Public Notice of Financial Statements)

Article 214 (1) If a foreign company gives public notice of an item equivalent to a balance sheet pursuant to the provisions of Article 819, paragraph (1) of the Act (hereinafter referred to as "foreign balance sheet" in this Article), the annotations section regarding foreign balance sheet (including any equivalent to annotations) may be omitted.

(2) The summary of a foreign balance sheet as provided in Article 819, paragraph (2) of the Act means a foreign balance sheet classified into the following entries (including the equivalents of the entries):

- (i) section on assets:
  - (a) current assets;
  - (b) fixed assets;
  - (c) other;
- (ii) section on liabilities:
  - (a) current liabilities;
  - (b) fixed liabilities;
  - (c) other;
- (iii) section on net assets:
  - (a) stated capital and capital surplus;

- (b) retained earnings;
  - (c) other.
- (3) If a foreign company gives public notice of a foreign balance sheet pursuant to the provisions of Article 819, paragraph (1) of the Act or public notice of a summary of a foreign balance sheet pursuant to paragraph (2) of that Article, if the foreign balance sheet is prepared in a language other than Japanese, the foreign company need not render the report into Japanese.
- (4) Regarding a foreign company for which no foreign balance sheet exists, if the foreign company is deemed to be subject to the provisions of the Regulations on Corporate Accounting, the item that is prepared is deemed to be a foreign balance sheet, and the provisions of the preceding three paragraphs apply.

(Measures Pursuant to the Provisions of Article 819, Paragraph (3) of the Act)  
Article 215 Of the means listed in Article 222, paragraph (1), item (i), (b), the measures pursuant to the provisions of Article 819, paragraph (3) of the Act must be performed by using an automatic public transmission server connected to the internet.

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

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

## **Part VII Miscellaneous Provisions**

### **Chapter I Actions**

(Means of Demanding an Action to Enforce Liability by Shareholders)  
Article 217 The means prescribed by Ministry of Justice Order pursuant to the provisions of Article 847, paragraph (1) of the Act are the submission of documents stating the following particulars or the provision of the particulars by electronic or magnetic means:  
(i) the person the defendant;  
(ii) the purpose of the request and necessary facts for specifying the request.

(Means of Giving Notice of the Reason That a Stock Company Is Not Filing an Action to Enforce Liability)

Article 218 The means prescribed by Ministry of Justice Order pursuant to the provisions of Article 847, paragraph (4) of the Act are the submission of documents stating the following particulars or the provision of the particulars by electronic or magnetic means:

- (i) the content of any investigation performed by the stock company (including material serving as the basis for the judgment of the following item);
- (ii) the judgment regarding the presence or absence of liability or obligation for the person set forth in item (i) of the preceding Article with regard to an action to which a request pursuant to the provisions of Article 847, paragraph (1) of the Act pertains, and the grounds therefor;
- (iii) if a judgment is made that the person set forth in the preceding item has liability or obligation, if an action to enforce liability is not filed, the grounds therefor.

(Means of Demanding an Action to Enforce Liability by Former Shareholders)

Article 218-2 The means prescribed by Ministry of Justice Order pursuant to the provisions of Article 847-2, paragraph (1) and paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) and paragraph (5) of that Article; the same applies in Article 218-4, item (ii)) of the Act are the submission of documents stating the following particulars or the provision of the particulars by electronic or magnetic means:

- (i) the person to be the defendant;
- (ii) the purpose of the demand and necessary facts for specifying the demand;
- (iii) the name and address of the wholly-owning parent company resulting from a share exchange, etc. and the fact that the person making the demand is a shareholder of the wholly-owning parent company resulting from a share exchange, etc.

(Wholly-Owning Parent Companies)

Article 218-3 (1) The stock company prescribed by Ministry of Justice Order as provided in Article 847-2, paragraph (1) of the Act is a particular stock company if the particular stock company and a wholly-owned subsidiary company of the particular stock company (meaning a stock company in which the particular stock company holds the entirety of the issued shares; hereinafter the same applies in this Article) or a wholly-owned subsidiary company of the particular stock company holds the entirety of the issued shares of the relevant stock company under Article 847-2, paragraph (1) of the Act.

(2) Regarding the application of the provisions of the preceding paragraph, if a particular stock company of the same paragraph and a wholly-owned subsidiary company of the particular stock company hold or a wholly-owned subsidiary company of the particular stock company holds the entirety of the issued shares of another stock company, the relevant other stock company is deemed to be a wholly-owned subsidiary company.

(Means of Providing Notice of the Reason That a Wholly-Owned Subsidiary Company Resulting from a Share Exchange Is Not Filing an Action to Enforce Liability by Shareholders)

Article 218-4 The means prescribed by Ministry of Justice Order pursuant to the provisions of Article 847-2, paragraph (7) of the Act are the submission of documents stating the following particulars or the provision of the particulars by electronic or magnetic means:

- (i) the content of any investigation performed by the wholly-owned subsidiary company resulting from a share exchange, etc. (including material serving as the basis for the judgment of the following item);
- (ii) the judgment regarding the presence or absence of liability or obligation for the person set forth in Article 218-2, item (i) with regard to an action to which a request pursuant to the provisions of Article 847-2, paragraph (1) or paragraph (3) of the Act pertains, and the grounds therefor;
- (iii) if a judgment is made that the person set forth in the preceding item has liability or obligation, if an action to enforce liability is not filed, the grounds therefor.

(Means of Demanding an Action to Enforce Specific Liability)

Article 218-5 The means prescribed by Ministry of Justice Order pursuant to the provisions of Article 847-3, paragraph (1) of the Act are the submission of documents stating the following particulars or the provision of the particulars by electronic or magnetic means:

- (i) the person to be the defendant;
- (ii) the purpose of the demand and necessary facts for specifying the demand;
- (iii) the name and address of the ultimate, wholly-owning parent company, etc. and the fact that the person making the demand is a shareholder of the ultimate, wholly-owning parent company, etc.

(Total Amount of Assets)

Article 218-6 (1) The means prescribed by Ministry of Justice Order as provided in Article 847-3, paragraph (4) of the Act is that of treating as the total amount of assets of an ultimate, wholly-owning parent company, etc. of the stock company the amount obtained by subtracting the amount listed in item (ix)

from the total amount of the amounts listed in item (i) through item (viii) of the ultimate, wholly-owning parent company, etc. on the day set forth in the same paragraph (hereinafter referred to as the "calculation reference date" in this Article):

- (i) amount of stated capital;
  - (ii) amount of capital reserves;
  - (iii) amount of retained earnings reserves;
  - (iv) amount of surplus as provided in Article 446 of the Act;
  - (v) the amount of valuation and translation differences, etc. on the last day of the most recent business year (in the case as provided in Article 461, paragraph (2), item (ii) of the Act, the period of Article 441, paragraph (1), item (ii) of the Act (if two or more of the periods exist, the period with the latest last day); hereinafter the same applies in this paragraph) (if there is no most recent business year, the day of formation of the ultimate, wholly-owning parent company, etc.; hereinafter the same applies in this Article);
  - (vi) book value of share options;
  - (vii) the amount recorded in the section on liabilities on the last day of the most recent business year;
  - (viii) if a succession to rights and obligations in relation to the business of another company occurs from an absorption-type merger or an absorption-type company split, or an acceptance of assignment of all business of another company (including foreign companies) is performed after the last date of the most recent business year, the amount of liabilities succeeded to or assigned as a result of these acts;
  - (ix) total book value of treasury shares and the stock company's own share options.
- (2) Notwithstanding the provisions of the preceding paragraph, the means prescribed by Ministry of Justice Order as provided in Article 847-3, paragraph (4) of the Act if the ultimate, wholly-owning parent company, etc. is a liquidating stock company on the calculation reference date is that of treating the amount recorded in the section on assets of the balance sheet prepared pursuant to the provisions of Article 492, paragraph (1) of the Act as the total amount of assets of the stock company.

(Means of Notice of the Reason That a Stock Company Is Not Filing an Action to Enforce Specific Liability)

Article 218-7 The means prescribed by Ministry of Justice Order pursuant to the provisions of Article 847-3, paragraph (8) of the Act are the submission of documents stating the following particulars or the provision of the particulars by electronic or magnetic means:

- (i) the content of any investigation performed by the stock company (including

- material serving as the basis for the judgment of the following item);
- (ii) the judgment regarding the presence or absence of liability or obligation for the person set forth in Article 218-5, item (i) with regard to an action to which a request pursuant to the provisions of Article 847-3, paragraph (1) of the Act pertains, and the grounds therefor;
  - (iii) if a judgment is made that the person set forth in the preceding item has liability or obligation, if an action to enforce specific liability is not filed, the grounds therefor.

Article 219 Deleted.

## **Chapter II Registration**

Article 220 (1) Those prescribed by Ministry of Justice Order as listed in the following items are the codes, including characters and marks or combinations thereof, for identifying on the internet the relevant part of the automatic public transmission server utilized in conducting acts prescribed in those items that was used for the purpose of conducting the acts that allows the receiver of information to inspect the contents of the information and record the information in files stored in a computer through direct input into the computer used by the receiver:

- (i) Article 911, paragraph (3), item (xxvi) of the Act: Measures pursuant to the provisions of Article 440, paragraph (3) of the Act;
  - (ii) Article 911, paragraph (3), item (xxviii), (a) of the Act: Electronic public notice performed by a stock company;
  - (iii) Article 912, item (ix), (a) of the Act: Electronic public notice performed by a General Partnership Company;
  - (iv) Article 913, item (xi), (a) of the Act: Electronic public notice performed by a limited partnership company;
  - (v) Article 914, item (x), (a) of the Act: Electronic public notice performed by a limited liability company;
  - (vi) Article 933, paragraph (2), item (iv) of the Act: Measures pursuant to the provisions of Article 819, paragraph (3) of the Act;
  - (vii) Article 933, paragraph (2), item (vi), (a) of the Act: Electronic public notice performed by a foreign company.
- (2) In the case as provided in Article 911, paragraph (3), item (xxviii) of the Act, the item for receiving provision of information the content of which is a public notice of settlement of accounts (meaning the public notice pursuant to the provisions of Article 440, paragraph (1) of the Act; hereinafter the same applies in this paragraph) that is a matter listed in (a) of the same item, may be registered separately from the item for receiving provision of information the

content of which is a public notice other than a public notice of settlement accounts that is the relevant matter.

### **Chapter III Public Notice**

Article 221 Particulars that are to be prescribed by Ministry of Justice as provided in the following provisions are governed by the Order provisions of the Regulations on Electronic Public Notice (Ministry of Justice Order No. 14 of 2006):

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

### **Chapter IV Electronic or Magnetic Means and Electronic or Magnetic Records**

#### **Section 1 Electronic or Magnetic Means and Electronic or Magnetic Records**

(Electronic or Magnetic Means)

Article 222 (1) The means prescribed by Ministry of Justice Order using an electronic data processing system or other information and communications technology pursuant to the provisions of Article 2, item (xxxiv) of the Act are as follows:

- (i) means of using an electronic data processing system, those listed in (a) or (b):
  - (a) sending through a telecommunications line connecting a computer used by the sender and a computer used by the receiver, and recording in a file kept on the computer used by the receiver;
  - (b) providing the content of information recorded in a file kept on a computer used by the sender for inspection by a receiver of information through a telecommunications line and recording the information in a file kept on a computer used by the receiver of the information;
- (ii) a means for delivering information recorded in a file prepared with an

object capable of reliably recording certain information on a magnetic disk or other equivalent means.

- (2) The means listed in the items of the preceding paragraph must be capable of being used to prepare written documents by the receiver outputting the record in the file.

(Electronic or Magnetic Means of Posting Electronic Public Notice)

Article 223 Of the measures listed in paragraph (1), item (i), (b) of the preceding Article, the measures prescribed by Ministry of Justice Order pursuant to the provisions of Article 2, item (xxxiv) of the Act are those of using an automatic public transmission server connected to the internet.

(Electronic or Magnetic Records)

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

(Electronic Signatures)

Article 225 (1) The measures in lieu of signature or name and seal prescribed by Ministry of Justice Order as provided in the following provisions are electronic signatures:

- (i) Article 26, paragraph (2) of the Act;
- (ii) Article 122, paragraph (3) of the Act;
- (iii) Article 149, paragraph (3) of the Act;
- (iv) Article 250, paragraph (3) of the Act;
- (v) Article 270, paragraph (3) of the Act;
- (vi) Article 369, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act);
- (vii) Article 393, paragraph (3) of the Act;
- (viii) Article 399-10, paragraph (4) of the Act;
- (ix) Article 412, paragraph (4) of the Act;
- (x) Article 575, paragraph (2) of the Act;
- (xi) Article 682, paragraph (3) of the Act;
- (xii) Article 695, paragraph (3) of the Act.

(2) The "electronic signature" as provided in the preceding paragraph means a measure implemented in relation to information that can be recorded in electronic or magnetic records, which satisfies both of the following requirements:

- (i) that it is for indicating that the relevant information was prepared by the person who implemented the measure;

- (ii) that it makes it possible to confirm whether or not an alteration has occurred regarding the information.

(Means of Displaying Particulars Recorded in Electronic or Magnetic Records)

Article 226 The means prescribed by Ministry of Justice Order as provided in the following provisions are means for displaying particulars in electronic or magnetic records under the following provisions on paper or on a screen on which images can be shown:

- (i) Article 31, paragraph (2), item (iii) of the Act;
- (ii) Article 74, paragraph (7), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (iii) Article 76, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (iv) Article 81, paragraph (3), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (v) Article 82, paragraph (3), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (vi) Article 125, paragraph (2), item (ii) of the Act;
- (vii) Article 171-2, paragraph (2), item (iii) of the Act;
- (viii) Article 173-2, paragraph (3), item (iii) of the Act;
- (ix) Article 179-5, paragraph (2), item (iii) of the Act;
- (x) Article 179-10, paragraph (3), item (iii) of the Act;
- (xi) Article 182-2, paragraph (2), item (iii) of the Act;
- (xii) Article 182-6, paragraph (3), item (iii) of the Act;
- (xiii) Article 231, paragraph (2), item (ii) of the Act;
- (xiv) Article 252, paragraph (2), item (ii) of the Act;
- (xv) Article 310, paragraph (7), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xvi) Article 312, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xvii) Article 318, paragraph (4), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xviii) Article 319, paragraph (3), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xix) Article 371, paragraph (2), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act);
- (xx) Article 374, paragraph (2), item (ii) of the Act;
- (xxi) Article 378, paragraph (2), item (iii) of the Act;
- (xxii) Article 389, paragraph (4), item (ii) of the Act;
- (xxiii) Article 394, paragraph (2), item (ii) of the Act (including as applied mutatis mutandis pursuant to paragraph (3) of that Article);

- (xxiv) Article 396, paragraph (2), item (ii) of the Act;
- (xxv) Article 399-11, paragraph (2), item (ii) of the Act (including as applied mutatis mutandis pursuant to paragraph (3) of that Article);
- (xxvi) Article 413, paragraph (2), item (ii) of the Act;
- (xxvii) Article 433, paragraph (1), item (ii) of the Act;
- (xxviii) Article 442, paragraph (3), item (iii) of the Act;
- (xxix) Article 496, paragraph (2), item (iii) of the Act;
- (xxx) Article 618, paragraph (1), item (ii) of the Act;
- (xxxi) Article 684, paragraph (2), item (ii) of the Act;
- (xxxii) Article 731, paragraph (3), item (ii) of the Act;
- (xxxiii) Article 775, paragraph (3), item (iii) of the Act;
- (xxxiv) Article 782, paragraph (3), item (iii) of the Act;
- (xxxv) Article 791, paragraph (3), item (iii) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) of that Article);
- (xxxvi) Article 794, paragraph (3), item (iii) of the Act;
- (xxxvii) Article 801, paragraph (4), item (iii) of the Act (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of that Article);
- (xxxviii) Article 803, paragraph (3), item (iii) of the Act;
- (xxxix) Article 811, paragraph (3), item (iii) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) of that Article);
- (xl) Article 815, paragraph (4), item (iii) of the Act (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of that Article).

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

Article 227 Those prescribed by Ministry of Justice Order as provided in the following provisions are measures of using a means that uses an electronic data processing system that connects the computers used in a company by a telecommunications line and records the content of information recorded in a file kept on the computers in files prepared on computers used in a branch office of the company through a telecommunications line:

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

(Electronic or Magnetic Records Provided by the Inspector)

Article 228 Those prescribed by Ministry of Justice Order as provided in the following provisions are electronic or magnetic recording medium (limited to electronic or magnetic records) pursuant to Article 36, paragraph (1) of the

regulations for commercial registration (Ministry of Justice Order No. 23 of 1964) and electronic or magnetic records prescribed by the receiver pursuant to the following provisions:

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

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

Article 229 The means prescribed by Ministry of Justice Order as provided in the following provisions (hereinafter referred to as "provisions for inspectors providing Particulars" in this Article) are to be determined from among electronic or magnetic means by the receiver of the particulars recorded by electronic or magnetic records of the provisions for inspectors providing Particulars pursuant to the provisions for inspectors providing Particulars:

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

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

Article 230 The types and content of the electronic or magnetic means to be presented pursuant to the provisions of Article 1, paragraph (1) or Article 2, paragraph (1) of the Order for Enforcement of the Companies Act (Cabinet Order No. 364 of 2005) are as follows:

- (i) of the following means, those used by the sender:
  - (a) of means through use of an electronic data processing system, those listed below:
    1. means of sending through a telecommunications line connecting a computer used by the sender and a computer used by the receiver, and recording in a file kept on the computer used by the receiver;
    2. means of providing the content of information recorded in a file kept on a computer used by the sender for inspection by a receiver of information through a telecommunications line and recording the information in a file kept on a computer used by the receiver of the

- information;
- (b) means for delivering information recorded in a file prepared with an object capable of reliably recording certain information on a magnetic disk or other equivalent means;
  - (ii) the means of recording in a file.

## **Section 2 Utilization of Information and Communications Technology**

(Definitions)

Article 231 The terms used in this Section are governed by the examples of terms used in the Act on the Utilization of Information and Communications Technology in Document Preservation Undertaken by Private Service Providers (Act No. 149 of 2004; hereinafter referred to as "the Electronic Document Act" in this Section).

(Specifications for Retention)

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

- (i) retention of documents certifying the authority of representation pursuant to the provisions of Article 74, paragraph (6) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (ii) retention of voting forms (meaning voting forms pursuant to the provisions of Article 70, paragraph (1) of the Act) pursuant to the provisions of Article 75, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (iii) retention of minutes of the organizational meeting pursuant to the provisions of Article 81, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (iv) retention of the documents of Article 82, paragraph (1) pursuant to the provisions of Article 82, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (v) retention of the documents of Article 173-2, paragraph (1) of the Act pursuant to the provisions of paragraph (2) of that Article;
- (vi) retention of the documents of Article 179-10, paragraph (1) of the Act pursuant to the provisions of paragraph (2) of that Article;
- (vii) retention of the documents of Article 182-6, paragraph (1) of the Act pursuant to the provisions of paragraph (2) of that Article;
- (viii) retention of documents certifying authority of representation pursuant to the provisions of Article 310, paragraph (6) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);

- (ix) retention of voting forms (meaning the voting forms as provided in Article 301, paragraph (1) of the Act) pursuant to the provisions of Article 311, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (x) retention of minutes of a shareholder meeting pursuant to the provisions of Article 318, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xi) retention of copies of minutes of a shareholder meeting pursuant to the provisions of Article 318, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xii) retention of the documents of Article 319, paragraph (1) of the Act pursuant to the provisions of Article 319, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xiii) retention of minutes pursuant to the provisions of Article 371, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act);
- (xiv) retention of financial statements, the attached detailed statements thereof, or accounting advisor's reports pursuant to the provisions of Article 378, paragraph (1), item (i) of the Act;
- (xv) retention of provisional financial statements and accounting advisor's reports pursuant to the provisions of Article 378, paragraph (1), item (ii) of the Act;
- (xvi) retention of minutes of the board of company auditors meeting pursuant to the provisions of Article 394, paragraph (1) of the Act;
- (xvii) retention of minutes of the audit and supervisory committee meeting pursuant to the provisions of Article 399-11, paragraph (1) of the Act;
- (xviii) retention of minutes of the nominating committee, etc. meeting pursuant to the provisions of Article 413, paragraph (1) of the Act;
- (xix) retention of accounting books and materials pursuant to the provisions of Article 432, paragraph (2) of the Act;
- (xx) retention of financial statements and the attached detailed statements thereof pursuant to the provisions of Article 435, paragraph (4) of the Act;
- (xxi) retention of financial statements, etc. pursuant to the provisions of Article 442, paragraph (1) of the Act;
- (xxii) retention of copies of financial statements, etc. pursuant to the provisions of Article 442, paragraph (2) of the Act;
- (xxiii) retention of inventory of property pursuant to the provisions of Article 492, paragraph (4) of the Act;
- (xxiv) retention of balance sheets and the attached detailed statements thereof pursuant to the provisions of Article 494, paragraph (3) of the Act;
- (xxv) retention of balance sheets pursuant to the provisions of Article 496,

- paragraph (1) of the Act;
- (xxvi) retention of accounting materials pursuant to the provisions of Article 508, paragraph (1) and paragraph (3) of the Act;
- (xxvii) retention of accounting books pursuant to the provisions of Article 615, paragraph (2) of the Act;
- (xxviii) retention of financial statements pursuant to the provisions of Article 617, paragraph (4) of the Act;
- (xxix) retention of accounting materials pursuant to the provisions of Article 672, paragraph (1), paragraph (2), or paragraph (4) of the Act;
- (xxx) retention of minutes of the bondholder meeting pursuant to the provisions of Article 731, paragraph (2) of the Act;
- (xxxi) retention of the documents of Article 791, paragraph (1) of the Act pursuant to the provisions of paragraph (2) of that Article;
- (xxxii) retention of the documents prescribed in the items of Article 801, paragraph (3) of the Act pursuant to the provisions of the same paragraph;
- (xxxiii) retention of the documents of Article 811, paragraph (1) of the Act pursuant to the provisions of paragraph (2) of that Article;
- (xxxiv) retention of the documents prescribed in the items of Article 815, paragraph (3) of the Act pursuant to the provisions of the same paragraph.

(Means of Retention)

- Article 233 (1) If a private service provider, etc. retains electronic or magnetic records in relation to documents to be retained in lieu of the modes of retention listed in the items of the preceding Article pursuant to the provisions of Article 3, paragraph (1) of the Electronic Document Act, retention must be performed by a means in which electronic or magnetic records created by reading particulars stated in the documents by a scanner (including any image capture device equivalent thereto) are retained in a file prepared with an object by which certain particulars can be reliably recorded in a file, a magnetic disk, or other equivalent means and kept on a computer used by the private service provider, etc.
- (2) If a private service provider, etc. retains electronic or magnetic records pursuant to the provisions of the preceding paragraph, measures must be taken as needed in order that, by outputting the particulars recorded in the electronic or magnetic records, the particulars can be displayed and documents can be created immediately in a clear and concise form on a computer or other device regarding use thereof.

(Specifications for Public Inspection)

- Article 234 The public inspection, etc. prescribed by order of the competent ministry of Article 5, paragraph (1) of the Electronic Document Act is the

following modes of public inspection, etc.:

- (i) public inspection, etc. of the articles of incorporation pursuant to the provisions of Article 31, paragraph (2), item (i) of the Act;
- (ii) public inspection, etc. of the articles of incorporation pursuant to the provisions of Article 31, paragraph (3) of the Act;
- (iii) public inspection, etc. of documents certifying authority of representation pursuant to the provisions of Article 74, paragraph (7), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (iv) public inspection, etc. of voting forms (meaning voting forms pursuant to the provisions of Article 70, paragraph (1) of the Act) pursuant to the provisions of Article 75, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (v) public inspection, etc. of minutes of the organizational meeting pursuant to the provisions of Article 81, paragraph (3), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (vi) public inspection, etc. of minutes of the organizational meeting pursuant to the provisions of Article 81, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (vii) public inspection, etc. of the documents of Article 82, paragraph (2) of the Act pursuant to the provisions of Article 82, paragraph (3), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (viii) public inspection, etc. of the documents of Article 82, paragraph (2) of the Act pursuant to the provisions of Article 82, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 86 of the Act);
- (ix) public inspection, etc. of the shareholder register pursuant to the provisions of Article 125, paragraph (2), item (i) of the Act;
- (x) public inspection, etc. of the shareholder register pursuant to the provisions of Article 125, paragraph (4) of the Act;
- (xi) public inspection, etc. of the documents of Article 171-2, paragraph (1) of the Act pursuant to the provisions of paragraph (2), item (i) of that Article;
- (xii) public inspection, etc. of the documents of Article 173-2, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (i) of that Article;
- (xiii) public inspection, etc. of the documents of Article 179-5, paragraph (1) of the Act pursuant to the provisions of paragraph (2), item (i) of that Article;
- (xiv) public inspection, etc. of the documents of Article 179-10, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (i) of that Article;
- (xv) public inspection, etc. of the documents of Article 182-2, paragraph (1) of the Act pursuant to the provisions of paragraph (2), item (i) of that Article;
- (xvi) public inspection, etc. of the documents of Article 182-6, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (i) of that Article;
- (xvii) public inspection, etc. of the registry of lost share certificate pursuant to

- the provisions of Article 231, paragraph (2), item (i) of the Act;
- (xviii) public inspection, etc. of the share option registry pursuant to the provisions of Article 252, paragraph (2), item (i) of the Act;
- (xix) public inspection, etc. of the share option registry pursuant to the provisions of Article 252, paragraph (4) of the Act;
- (xx) public inspection, etc. of documents certifying authority of representation pursuant to the provisions of Article 310, paragraph (7), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xxi) public inspection, etc. of voting forms (meaning the voting forms as provided in Article 301, paragraph (1) of the Act) pursuant to the provisions of Article 311, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xxii) public inspection, etc. of minutes of the shareholder meeting or copies thereof pursuant to the provisions of Article 318, paragraph (4), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xxiii) public inspection, etc. of minutes of the shareholder meeting pursuant to the provisions of Article 318, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xxiv) public inspection, etc. of the documents of Article 319, paragraph (2) of the Act pursuant to the provisions of Article 319, paragraph (3), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 325 of the Act);
- (xxv) public inspection, etc. of minutes pursuant to the provisions of Article 371, paragraph (2), item (i) of the Act (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of the Act);
- (xxvi) public inspection, etc. of minutes pursuant to the provisions of Article 371, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to paragraph (5) of that Article (including as applied mutatis mutandis pursuant to Article 490, paragraph (5)) and to Article 490, paragraph (5) of the Act);
- (xxvii) public inspection, etc. of accounting books or materials related thereto pursuant to the provisions of Article 374, paragraph (2), item (i) of the Act;
- (xxviii) public inspection, etc. of financial statements, the attached detailed statements thereof, and accounting advisor's reports and provisional financial statements pursuant to the provisions of Article 378, paragraph (2), item (i) of the Act;
- (xxix) public inspection, etc. of accounting books or materials related thereto pursuant to the provisions of Article 389, paragraph (4), item (i) of the Act;
- (xxx) public inspection, etc. of minutes of the board of company auditors meeting pursuant to the provisions of Article 394, paragraph (2), item (i) of

- the Act (including as applied mutatis mutandis pursuant to paragraph (3) of that Article);
- (xxxix) public inspection, etc. of minutes of the audit and supervisory committee meeting pursuant to the provisions of Article 399-11, paragraph (2), item (i) of the Act (including as applied mutatis mutandis pursuant to paragraph (3) of that Article);
- (xl) public inspection, etc. of minutes of the nominating committee, etc. meeting pursuant to the provisions of Article 413, paragraph (2), item (i) of the Act;
- (xli) public inspection, etc. of minutes of the nominating committee, etc. meeting pursuant to the provisions of Article 413, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) of that Article);
- (xlii) public inspection, etc. of accounting books or materials related thereto pursuant to the provisions of Article 433, paragraph (1), item (i) of the Act;
- (xliii) public inspection, etc. of financial statements, etc. or copies thereof pursuant to the provisions of Article 442, paragraph (3), item (i) of the Act;
- (xliv) public inspection, etc. of financial statements, etc. or copies thereof pursuant to the provisions of Article 442, paragraph (4) of the Act;
- (xlv) public inspection, etc. of balance sheets pursuant to the provisions of Article 496, paragraph (2), item (i) of the Act;
- (xlvi) public inspection, etc. of balance sheets pursuant to the provisions of Article 496, paragraph (3) of the Act;
- (xlvii) public inspection, etc. of financial statements pursuant to the provisions of Article 618, paragraph (1), item (i) of the Act;
- (xlviii) public inspection, etc. of financial statements pursuant to the provisions of Article 625 of the Act;
- (xlix) public inspection, etc. of the bond registry pursuant to the provisions of Article 684, paragraph (2), item (i) of the Act;
- (l) public inspection, etc. of the bond registry pursuant to the provisions of Article 684, paragraph (4) of the Act;
- (li) public inspection, etc. of minutes of the bondholder meeting pursuant to the provisions of Article 731, paragraph (3), item (i) of the Act;
- (lii) public inspection, etc. of the documents of Article 775, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (i) of that Article;
- (liii) public inspection, etc. of the documents of Article 782, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (i) of that Article;
- (liiii) public inspection, etc. of the documents of Article 791, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (i) of that Article;
- (lv) public inspection, etc. of the documents of Article 794, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (i) of that Article;

(xlviii) public inspection, etc. of the documents of Article 801, paragraph (3), item (i) of the Act (the documents of paragraph (3), item (ii) of that Article if applied mutatis mutandis pursuant to paragraph (5) of that Article; the documents of paragraph (3), item (iii) of that Article if applied mutatis mutandis pursuant to paragraph (6) of that Article) pursuant to the provisions of paragraph (4), item (i) of that Article (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of that Article);

(xlix) public inspection, etc. of the documents of Article 803, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (i) of that Article;

(l) public inspection, etc. of the documents of Article 811, paragraph (2) of the Act pursuant to the provisions of Article 811, paragraph (3), item (i) of the Act (including as applied mutatis mutandis pursuant to paragraph (4) of that Article);

(li) public inspection, etc. of the documents of Article 815, paragraph (3), item (i) of the Act (the documents of paragraph (3), item (ii) of that Article if applied mutatis mutandis pursuant to paragraph (5) of that Article; the documents of paragraph (3), item (iii) of that Article if applied mutatis mutandis pursuant to paragraph (6) of that Article) pursuant to the provisions of paragraph (4), item (i) of that Article (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of that Article).

(Means of Public Inspection)

Article 235 If a private service provider, etc. performs public inspection, etc. of electronic or magnetic records in relation to the documents inspected by the public in lieu of the modes of public inspection, etc. listed in the items of the preceding Article pursuant to the provisions of Article 5, paragraph (1) of the electronic document Act, public inspection, etc. must be performed by a means in which particulars in relation to the public inspection, etc. are displayed on a screen of a computer kept at the office of the private service provider, etc., or by a means in which documents stating the particulars that have been recorded in electronic or magnetic records are established public inspection, etc.

(Specifications for Delivery)

Article 236 The delivery, etc. prescribed by the applicable order of the competent ministry of Article 6, paragraph (1) of the Electronic Document Act is the following modes of delivery, etc.:

- (i) delivery, etc. of a transcript or extract of the articles of incorporation pursuant to the provisions of Article 31, paragraph (2), item (ii) of the Act;
- (ii) delivery, etc. of a transcript or extract of the articles of incorporation

- pursuant to the provisions of Article 31, paragraph (3) of the Act;
- (iii) delivery, etc. of a copy of the document of Article 33, paragraph (4) of the Act pursuant to the provisions of paragraph (6) of that Article;
  - (iv) delivery, etc. of a transcript or extract of the documents of Article 171-2, paragraph (1) of the Act pursuant to the provisions of paragraph (2), item (ii) of that Article;
  - (v) delivery, etc. of a transcript or extract of the documents of Article 173-2, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (ii) of that Article;
  - (vi) delivery, etc. of a transcript or extract of the documents of Article 179-5, paragraph (1) of the Act pursuant to the provisions of paragraph (2), item (ii) of that Article;
  - (vii) delivery, etc. of a transcript or extract of the documents of Article 179-10, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (ii) of that Article;
  - (viii) delivery, etc. of a transcript or extract of the documents of Article 182-2, paragraph (1) of the Act pursuant to the provisions of paragraph (2), item (ii) of that Article;
  - (ix) delivery, etc. of a transcript or extract of the documents of Article 182-6, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (ii) of that Article;
  - (x) delivery, etc. of a copy of the document of Article 207, paragraph (4) of the Act pursuant to the provisions of paragraph (6) of that Article;
  - (xi) delivery, etc. of a copy of the documents of Article 306, paragraph (5) of the Act pursuant to the provisions of Article 306, paragraph (7) of the Act (including as applied *mutatis mutandis* pursuant to Article 325 of the Act);
  - (xii) delivery, etc. of a copy of the document of Article 358, paragraph (5) of the Act pursuant to the provisions of paragraph (7) of that Article;
  - (xiii) delivery, etc. of a transcript or extract of the documents listed in the items of Article 378, paragraph (1) of the Act pursuant to the provisions of paragraph (2), item (ii) of that Article;
  - (xiv) delivery, etc. of a transcript or extract of the documents listed in the items of Article 378, paragraph (1) of the Act pursuant to the provisions of paragraph (3) of that Article;
  - (xv) delivery, etc. of a transcript or extract of the financial statements, etc. pursuant to the provisions of Article 442, paragraph (3), item (ii) of the Act;
  - (xvi) delivery, etc. of a transcript or extract of the financial statements, etc. pursuant to the provisions of Article 442, paragraph (4) of the Act;
  - (xvii) delivery, etc. of a transcript or extract of the balance sheets pursuant to the provisions of Article 496, paragraph (2), item (ii) of the Act;
  - (xviii) delivery, etc. of a transcript or extract of the balance sheets pursuant to

- the provisions of Article 496, paragraph (3) of the Act;
- (xix) delivery, etc. of a transcript or extract of the documents of Article 775, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (ii) of that Article;
  - (xx) delivery, etc. of a transcript or extract of the documents of Article 782, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (ii) of that Article;
  - (xxi) delivery, etc. of a transcript or extract of the documents of Article 791, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (ii) of that Article;
  - (xxii) delivery, etc. of a transcript or extract of the documents of Article 794, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (ii) of that Article;
  - (xxiii) delivery, etc. of a transcript or extract of the documents of Article 801, paragraph (3), item (i) of the Act (the documents of paragraph (3), item (ii) of that Article if applied mutatis mutandis pursuant to paragraph (5) of that Article; the documents of paragraph (3), item (iii) of that Article if applied mutatis mutandis pursuant to paragraph (6) of that Article) pursuant to the provisions of paragraph (4), item (ii) of that Article (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of that Article);
  - (xxiv) delivery, etc. of a transcript or extract of the documents of Article 803, paragraph (1) of the Act pursuant to the provisions of paragraph (3), item (ii) of that Article;
  - (xxv) delivery, etc. of a transcript or extract of the documents of Article 811, paragraph (2) of the Act pursuant to the provisions of paragraph (3), item (ii) of that Article (including as applied mutatis mutandis pursuant to paragraph (4) of that Article);
  - (xxvi) delivery, etc. of a transcript or extract of the documents of Article 815, paragraph (3), item (i) of the Act (the documents of paragraph (3), item (ii) of that Article if applied mutatis mutandis pursuant to paragraph (5) of that Article; the documents of paragraph (3), item (iii) of that Article if applied mutatis mutandis pursuant to paragraph (6) of that Article) pursuant to the provisions of paragraph (4), item (ii) of that Article (including as applied mutatis mutandis pursuant to paragraph (5) and paragraph (6) of that Article).

(Means of Delivery)

Article 237 (1) If a private service provider, etc. delivers, etc. electronic or magnetic records in relation to documents to be delivered in lieu of the modes of delivery, etc. listed in the items of the preceding Article pursuant to the

provisions of Article 6, paragraph (1) of the Electronic Document Act, the delivery must be conducted by the following means:

- (i) among means that use an electronic data processing system, those listed in (a) or (b):
  - (a) sending via a telecommunications line that connects the computer used by the private service provider, etc. and the computer used by the recipient of the delivery, etc., and recording in a file prepared on the computer used by the receiver;
  - (b) providing the particulars in relation to delivery, etc. that have been recorded in a file on a computer used by the private service provider, etc. for inspection by the recipient through a telecommunications line and recording the particulars in a file on the computer used by the recipient (if giving consent to receive or denying consent for delivery by the means as provided in Article 6, paragraph (1) of the Electronic Document Act, a means of recording that fact in a file on the computer used by the private service provider, etc.);
  - (ii) a means for delivering particulars related to the delivery, etc. that have been recorded in a file prepared by an object capable of reliably recording certain particulars on a magnetic disk or other equivalent means.
- (2) The means listed in the preceding paragraph must make it possible for the recipient to prepare written documents by outputting the record in the file.

(Consent for Delivery)

Article 238 The types and content of means indicated pursuant to the provisions of Article 2, paragraph (1) of the Order for Enforcement of the Act on the Utilization of Information and Communications Technology in Document Preservation Undertaken by Private Service Providers (Cabinet Order No. 8 of 2005) are as follows:

- (i) of the means as provided in paragraph (1) of the preceding Article, those used by a private service provider, etc.;
- (ii) format of information recorded into the file.

### **Supplementary Provisions**

Omitted