

# Regulations on Commercial Registrations

(Ministry of Justice Order No. 23 of March 11, 1964)

These Regulations on Commercial Registrations are established as follows based on the provisions of Article 120 of the Commercial Registration Act (Act No. 125 of 1963).

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## Chapter I Registers

(Composition of Registers)

Article 1 (1) A commercial register (hereinafter referred to as a "register") is composed of registration records that are divided into each of the sections set forth in the left-hand columns of Appended Tables 1 through 8, in accordance with the type of register; provided, however, that a foreign company's register is composed of registration records that are divided into each of the sections set forth in the left-hand columns of Appended Tables 5 through 8 in accordance with the type of register for a company incorporated in Japan that is of the same type as that foreign company or most similar to it.

(2) The information set forth in the right-hand columns of Appended Tables 1

through 8 is recorded in the sections referred to in the preceding paragraph, in accordance with the category of the sections.

(Recording Corporate Identification Number)

Article 1-2 (1) The corporate identification number provided for in Article 7 of the Commercial Registration Act (Act No. 125 of 1963; hereinafter referred to as "the Act") (this number is hereinafter referred to as a "corporate identification number") is a 12-digit number, and when a new registration record (other than a registration record for a registration in the locality of a branch office) is created for any of the following persons, a corporate identification number is assigned in accordance with the order of creating a registration record for each registry office and each category of section set forth in one of the following items, and recorded:

(i) stock companies;

(ii) general partnership companies, limited partnership companies, limited liability companies, and foreign companies; and

(iii) trade name users, managers, minors, and guardians.

(2) Notwithstanding the provisions of the preceding paragraph, if a company set forth in item (i) or (ii) of that paragraph (other than a foreign company) has a registration record that is to be closed due to a registration applied for at the same time as a registration creating a new registration record (other than a registration in the locality of a branch office or a registration of an incorporation due to a consolidation-type merger provided for in Article 79 of the Act) (or if it has a registration record in which information is to be recorded pursuant to Article 65, paragraph (5) due to a registration applied for at the same time as a registration creating a new registration record, that registration record; hereinafter referred to as an "closed or relocated registration record" in this paragraph), the corporate identification number to be recorded in the new registration record that is created is to be the same as the corporate identification number recorded in the closed or relocated registration record.

(3) Notwithstanding the provisions of paragraph (1), if a new registration record is to be created for a foreign company that has a currently valid registration record which has already been created at another registry office (hereinafter referred to as "the foreign company's prior registration record" in this paragraph), the corporate identification number to be recorded in the new registration record that is created is to be the same as the corporate identification number recorded in the foreign company's prior registration record.

(4) Notwithstanding the provisions of paragraph (1), if a new registration record is to be created for a person set forth in item (iii) of that paragraph, and the

name and address of the trade name user, merchant, minor, or ward required to be recorded in the registration record have been registered in one of the following registration records (hereinafter referred to as "the merchant's prior registration record" in this paragraph), the corporate identification number to be recorded in the new registration record that is created is to be the same as the corporate identification number recorded in the merchant's prior registration record:

- (i) another, currently valid registration record that has already been created for the person set forth in paragraph (1), item (iii) (excluding the case referred to in the following item);
- (ii) the registration record in the former locality, if the person set forth in paragraph (1), item (iii) has relocated a business office to the jurisdictional district of another registry office.

(Closed Registration Records)

Article 2 Closed registration records must be categorized separately from other registration records.

(Duplicate Registration Records)

Article 3 (1) The Minister of Justice is to prepare duplicate registration records in which the Minister records the same information as the information that has been recorded in the original registration records.

(2) If it is not possible to conduct registration work using the registration record recorded in the register, the registrar may conduct the work using the duplicate registration record referred to in the preceding paragraph. In such a case, the information recorded in the duplicate registration record is deemed to be information recorded in the original registration record.

(3) When it becomes possible to conduct registration work using the registration record that is recorded in the register, a registrar must immediately record the information recorded in the duplicate registration record pursuant to the provisions of the preceding paragraph in the original registration record.

(Acceptance Number)

Article 4 The acceptance number must be renewed every year.

(Keeping of Seal Registration Records and Application Document Files)

Article 5 A registry office is to keep the records under the provisions of Article 9, paragraph (6) (hereinafter referred to as "seal registration record") and the application document files.

(Duplicate Seal Registration Records)

Article 6 (1) The Minister of Justice is to prepare duplicate seal registration records in which the Minister records the same information as the information that has been recorded in the original seal registration records.

(2) If it is not possible to conduct work on seal impressions using a seal registration record, a registrar may conduct the work using the duplicate seal registration record referred to in the preceding paragraph. In such a case, the information recorded in the duplicate seal registration record is deemed to be information recorded in the original seal registration record.

(3) When it becomes possible to conduct work on seal impressions using a seal registration record, a registrar must immediately record the information recorded in the duplicate seal registration record pursuant to the provisions of the preceding paragraph in the original seal registration record.

Article 7 Deleted

Article 8 Deleted

(Submitting Seal Impressions)

Article 9 (1) A person must use a document that shows a clear impression of the seal to submit a seal impression. In doing so, a person submitting a seal impression set forth in one of the following items must state in addition to the information provided for in each of the following items (hereinafter referred to as "certified information"), the submitter's name, address, the date, and the name of the registry office in the document, and affix a seal to that document (this is limited to affixing the seal whose impression has been submitted to the registry office in question, if, in the case referred to in paragraph (5), item (ii), (a), item (iv), (a), or item (vi), (a), the person submitting the seal impression referred to in the relevant item is to affix the seal to the document):

(i) a trade name user, minor, guardian (except when the guardian is a corporation), or merchant that has selected a manager (except when the merchant is a company):  
name, address, and date of birth;

(ii) the representative of a corporation that is a guardian (or the person who should perform the duties of the representative of the corporation that is the guardian, if the representative is a corporation):  
an indication that the corporation is a guardian, its trade name or name, its head office or principal office, and the representative's qualification, name, and date of birth (if the representative is a corporation, its trade name or name and its head office or principal office, as well as the name of the person who should perform the duties of the representative of the corporation that is the guardian, must be stated in lieu of the representative's name);

- (iii) a manager:
    - an indication that the person is a manager, the manager's name and date of birth, the business office to which the manager is assigned, and the name or trade name of the merchant;
  - (iv) the representative of a company (or the person who should perform the duties of the representative of the company, if the representative is a corporation):
    - the company's trade name and head office, and the representative's qualification, name, and date of birth (if the representative is a corporation, its trade name or name and its head office or principal office, as well as the name of the person who should perform the duties of the representative of the company, must be stated in lieu of the representative's name);
  - (v) a bankruptcy trustee or provisional administrator appointed for a company pursuant to the provisions of the Bankruptcy Act (Act No. 75 of 2004), a trustee or temporary administrator appointed for a company pursuant to the provisions of the Civil Rehabilitation Act (Act No. 225 of 1999), a trustee or provisional administrator appointed pursuant to the provisions of the Corporate Reorganization Act (Act No. 154 of 2002), a recognized trustee or temporary administrator appointed for a company pursuant to the provisions of the Act on Recognition of and Assistance for Foreign Insolvency Proceedings (Act No. 129 of 2000), a receiver of the insurer referred to in Article 241, paragraph (1) of the Insurance Business Act (Act No. 105 of 1995), a financial administrator referred to in Article 74, paragraph (1) of the Deposit Insurance Act (Act No. 34 of 1971), or the Deposit Insurance Corporation of Japan referred to in Article 126-5, paragraph (1) of that Act (hereinafter referred to as a "trustee or equivalent person") (or the person nominated to perform the duties of the trustee or equivalent person, if the trustee or equivalent person is a corporation):
    - the company's trade name and head office, and the trustee's or equivalent person's qualification, name, and date of birth (if the trustee or equivalent person is a corporation, its trade name or name and its head office or principal office, as well as the name of the person nominated must be stated in lieu of the trustee's or equivalent person's name).
- (2) The document referred to in the preceding paragraph must also state the trade name, if the submitter is a trade name user.
  - (3) A seal impression must not be so small that it fully fits inside a one-centimeter square or so large that it does not fully fit inside a three-centimeter square.
  - (4) A seal impression must be suitable for use in verification.
  - (5) The document provided for in each of the following items must be attached to the document referred to in paragraph (1), in accordance with the category of

the person that submits a seal impression set forth respectively in the items; provided, however, that this does not apply to a document evidencing the qualification of the representative of a corporation that is registered at the registry office to which the document referred to in that paragraph is being submitted (limited to a corporation that has its head office or principal office within the jurisdictional district of that registry office) or of a corporation whose corporate identification number is stated in the document referred to in that paragraph:

- (i) a trade name user, minor, guardian (except when the guardian is a corporation), merchant that has selected a manager (except when the merchant is a company), the representative of a company (except when the representative is a corporation), or trustee or equivalent person (except when the trustee or equivalent person is a corporation): a certificate prepared by the mayor of a municipality (including the mayor of a special ward; or, in a designated city as referred to in Article 252-19, paragraph (1) of the Local Autonomy Act (Act No. 67 of 1947), the mayor of a city, a ward, or administratively consolidated ward; the same applies hereinafter) within the past three months for the seal affixed to the document referred in paragraph (1) pursuant to the provisions of the second sentence of that paragraph;
- (ii) the representative of a corporation that is a guardian (or the person who should perform the duties of the representative of the corporation that is the guardian, if the representative is a corporation; hereinafter the same applies in this item): the documents that the following clause (a) or (b) prescribes in accordance with the category of the case set forth in that clause:
  - (a) if the representative has submitted a seal impression to a registry office: a document that the registry office has prepared within the past three months evidencing the representative's qualification; or
  - (b) if the representative has not submitted a seal impression to a registry office: the document specified in (a) and a certificate that the mayor of a municipality has prepared within the past three months for the seal affixed to the document referred to in paragraph (1) pursuant to the provisions of the second sentence of that paragraph;
- (iii) a manager: the documents that the following clause (a) or (b) prescribes in accordance with the category of the case set forth in that clause:
  - (a) if the merchant (or, if the merchant is a company, the company's representative (or the person who should perform the duties of the representative, if the representative is a corporation); hereinafter the same applies in this item) has submitted a seal impression to a registry office: a document in which the merchant certifies that the seal impression is that of the manager, to which the seal impression submitted to the registry office is affixed; or

- (b) if the merchant has not submitted a seal impression to a registry office: a document in which the merchant certifies that the seal impression is that of the manager, and a certificate that the mayor of a municipality has prepared within the past three months for the seal affixed to that document;
- (iv) the person who should perform the duties of the representative of the company when a company's representative is a corporation (limited to the representative of the corporation (when the representative of that corporation is a corporation, the person who should perform the duties of the representative of the corporation that is the corporation; hereinafter the same applies in this item)): the documents that the following clause (a) or (b) prescribes in accordance with the category of the case set forth in that clause:
  - (a) if the representative of the corporation has submitted a seal impression to a registry office: a document that the registry office has prepared within the past three months evidencing the qualification of the corporation's representative; or
  - (b) if the representative of the corporation has not submitted a seal impression to a registry office: the document specified in (a), and a certificate that the mayor of a municipality has prepared within the past three months for the seal affixed to the document referred to in paragraph (1) pursuant to the provisions of the second sentence of that paragraph;
- (v) the person who should perform the duties of the representative of a company when the company's representative is a corporation (other than the person set forth in the preceding item): the documents that the following clause (a) or (b) prescribes in accordance with the category of the case set forth in that clause:
  - (a) if the representative of the corporation (or the person who should perform the duties of the representative, if the representative is a corporation; hereinafter the same applies in this item) has submitted a seal impression to a registry office: a document that the registry office has prepared within the past three months evidencing the qualification of the corporation's representative, and a document in which the corporation's representative guarantees that the seal impression is that of the person who should execute the duties of the representative of the company, to which the seal impression submitted to the registry office is affixed; or
  - (b) if the representative of the corporation has not submitted a seal impression to a registry office: a document that the registry office has prepared within the past three months evidencing the qualification of the corporation's representative, a document in which the corporation's representative guarantees that the seal impression is that of the person

- who should perform the duties of the representative of the company, and a certificate that the mayor of a municipality has prepared within the past three months for the seal affixed to that document;
- (vi) the person nominated to perform the duties of the trustee or equivalent person if the trustee or equivalent person is a corporation (limited to the representative of the corporation in question (or the person who should perform the duties of the representative, if the representative is a corporation; hereinafter the same applies in this item)): the documents that the following clause (a) or (b) prescribes in accordance with the category of the case set forth in that clause:
    - (a) if the representative of the corporation has submitted a seal impression to a registry office: a document that the registry office has prepared within the past three months evidencing the representative's qualification; or
    - (b) if the representative of the corporation has not submitted a seal impression to a registry office: the document specified in (a), and a certificate that the mayor of a municipality has prepared within the past three months for the seal affixed to the document referred to in paragraph (1) pursuant to the provisions of the second sentence of that paragraph; and
  - (vii) the person nominated to perform the duties of the trustee or equivalent person if the trustee or equivalent person is a corporation (other than a person set forth in the preceding item): the documents that the following clause (a) or (b) prescribes in accordance with the category of the case set forth in that clause:
    - (a) if the representative of the corporation (or the person who should perform the duties of the representative, if the representative is a corporation; the same applies in this item) has submitted a seal impression to a registry office: a document that the registry office has prepared within the past three months evidencing the qualification of the corporation's representative, and a document in which the corporation's representative guarantees that the seal impression is that of the person nominated, to which the seal impression submitted to the registry office is affixed; or
    - (b) if the representative of the corporation has not submitted a seal impression to a registry office: a document that the registry office has prepared within the past three months evidencing the qualification of the corporation's representative, a document in which the corporation's representative guarantees that the seal impression is that of the person nominated, and a certificate that the mayor of a municipality has prepared within the past three months for the seal affixed to that document.
- (6) The seal impressions submitted and the certified information are to be recorded on a magnetic disk (including an object that can record certain



information securely by equivalent means; the same applies hereinafter).

- (7) A person who has submitted a seal impression may file a notification to discontinue the use of a seal by submitting a document in which the person states in addition to the certified information, their name, address, and the date, and the name of the registry office, and affixing the seal to it. In such a case, the person is not required to affix a seal if they present a seal registration card.
- (8) The provisions of paragraph (2) apply mutatis mutandis to the case referred to in the preceding paragraph.
- (9) If the representative of a corporation that is a guardian (or the person who should perform the duties of the representative of a corporation that is a guardian, if the representative is a corporation; hereinafter the same applies in this paragraph) who has submitted a seal impression loses their qualification, the person that newly becomes the representative of the corporation that is a guardian must file a notification to that effect. In such a case, unless the person files the notification with the registry office having jurisdiction in the locality of the head office or principal office of the corporation or provides the corporation's corporate identification number in filing that notification, the person must submit a certificate of registered information for the corporation which has been prepared within the past three months.
- (10) If a person who has been nominated to perform the duties of a trustee or equivalent person and has submitted a seal impression loses their qualification, the representative of the corporation that is the trustee or equivalent person (or the person who should execute the duties of the representative, if the representative is a corporation; hereinafter the same applies in this paragraph) must file a written notification to that effect (limited to one to which the representative has affixed their seal impression, if the representative has submitted a seal impression). In doing so, unless the representative has already submitted a seal impression to the registry office, they must attach to the document a certificate that the mayor of a municipality has prepared within the past three months for the seal affixed to the document.

(Processing of Seal Registration Records in the Case of Loss of Qualification)

- Article 9-2 (1) If a person who has submitted a seal impression loses their qualification or files a notification to change a seal or to discontinue the use of a seal, a registrar must record that fact in the seal registration record.
- (2) Having registered a change or corrected a registration in connection with information recorded pursuant to the provisions of paragraph (6) of the preceding Article, a registrar must record an indication of this in the seal registration record.

(Requesting Change of a Seal)

Article 9-3 If the impression of the seal affixed to a written application for registration or other such documents which should be verified against the seal impression that has been submitted to a registry office is not suitable for verification, a registrar may request a person to change the seal or take other appropriate measures.

(Requesting Issuance of a Seal Registration Card)

- Article 9-4 (1) A person who has submitted a seal impression may request the issuance of a seal registration card by clearly indicating the seal impression and submitting a document that states in addition to the certified information, their name and address, the date, and the name of the registry office. The provisions of Article 9, paragraph (2) apply mutatis mutandis in such a case.
- (2) When the representative of a corporation that is a guardian (or the person who should perform the duties of a corporation that is a guardian, if the representative is a corporation) or the person nominated to perform the duties of the trustee or equivalent person submits the document referred to in the preceding paragraph, a certificate of registered information prepared within the past three months for the corporation that is the guardian or the trustee or equivalent person must be attached to that document; provided, however, that this does not apply if the request for issuance of a seal registration card is filed with the registry office having jurisdiction in the locality of the head office or principal office of the corporation or if the corporation's corporate identification number is stated in that document.
- (3) If a person who has submitted a seal impression loses their qualification or discontinues the use of the seal, the person who newly submits the seal impression in lieu of that person may succeed to and use the seal registration card of the person who lost the qualification or discontinued the use of the seal, by filing a request to do so at the time the person submits the seal impression.
- (4) When requesting issuance of a seal registration card pursuant to the provisions of paragraph (1), if a person asks for the seal registration card to be sent to them, that person must pay the cost required to send it.
- (5) In the case referred to in the preceding paragraph, the cost required to send the card must be paid in postage stamps or a voucher that can be used for paying fees for correspondence delivery services defined in Article 2, paragraph (2) of the Act on Correspondence Delivery by Private Business Operators (Act No. 99 of 2002) (hereinafter referred to as "correspondence delivery") by a general correspondence delivery service provider defined in paragraph (6) of that Article or a specified correspondence delivery service provider defined in paragraph (9) of that Article (hereinafter collectively referred to as a "correspondence delivery service provider") and which is designated by the

Minister of Justice.

- (6) The designation set forth in the preceding paragraph must be made by means of public notice.

(Issuance of Seal Registration Cards)

- Article 9-5 (1) On receiving a request referred to in paragraph (1) of the preceding Article, a registrar must create a seal registration card with a magnetic strip, stating the fact that it is a seal registration card and the seal registration card number, and issue the card to the applicant.
- (2) When issuing a seal registration card, a registrar must record or enter the seal registration card number and the date of issuance in the seal registration record and the document referred to in paragraph (1) of the preceding Article.
- (3) A person who has been issued a seal registration card may file a notification to discontinue the use of the seal registration card using a document to which the person has affixed the seal and has entered in addition to the certified information, their name and address, the date, and the name of the registry office. In such a case, the person is not required to affix the seal to the document if they present the seal registration card.
- (4) The provisions of Article 9, paragraph (2) apply mutatis mutandis to the case referred to in the preceding paragraph.
- (5) If a person who has been issued a seal registration card loses their qualification, or files a notification to discontinue the use of the seal or the use of the seal registration card, the person must return the seal registration card; provided, however, that this does not apply to the case prescribed in paragraph (3) of the preceding Article.
- (6) If there are reasonable grounds, such as that the magnetic records on a seal registration card have been damaged, a registrar may collect the card or take other necessary measures.

(Applying through an Agent)

- Article 9-6 (1) A person may submit a seal impression and take comparable actions as under Article 9, paragraphs (1) and (7); Article 9-4, paragraph (1); and Article 9-5, paragraph (3) through an agent.
- (2) In the case referred to in the preceding paragraph, a document evidencing the authority of the agent must be attached to the document prescribed in each of the provisions set forth in that paragraph.

(Preparing Documents in Lieu of Electronic or Magnetic Records)

- Article 9-7 (1) A registrar may prepare a document required to be preserved in lieu of the electronic or magnetic record prescribed in Article 17, paragraph (4) of the Act.

- (2) If a registrar prepares a document referred to in the preceding paragraph, the provisions of these Regulations concerning documents annexed to a register do not apply to the electronic or magnetic record in lieu of which the document has been prepared. In such a case, the document in question is deemed to be a document annexed to the register, and the provisions of these Regulations apply.

(Application Document Files)

Article 10 (1) The written application, written commissions, written notices, permit cards, and other annexed documents must be placed in an application document file.

- (2) The application document file for registration cases and application document files for other cases must be compiled separately, and characters indicating the type of files must be stated on the cover.

(Measures for Transfer of Jurisdiction)

Article 11 (1) If a part of the jurisdictional area of registry office A is transferred to the jurisdiction of registry office B, registry office A must transfer the registration records, annexed documents, and seal registration records for that part of its jurisdictional area to registry office B.

- (2) In the case prescribed in the preceding paragraph, if a company that needs to have information registered at registry office A has a branch office within the area to which jurisdiction has been transferred (limited to a company that does not have its head office within that area), it is sufficient for registry office A to transfer the registration records of the company that concern its trade name, head office, branch offices (limited to those located within the jurisdictional district of registry office B after the transfer of jurisdiction), and date of incorporation as a company to registry office B, notwithstanding the provisions of the preceding paragraph.
- (3) In the case referred to in the preceding two paragraphs, if a company has a branch office within the jurisdictional district of registry office B after the transfer of jurisdiction (limited to a company that does not have its head office within the jurisdictional district), registry office A must record a cancellation code for registered information other than the registrations for the company's trade name, head office, branch offices (limited to those located within the jurisdictional district of registry office B), and date of incorporation as a company, and the information registered in the registration record section.
- (4) In the case referred to in paragraph (1), once registry office A has transferred the registration records, a registrar must close those registration records except for those concerning companies that need to have information registered at registry office A.

- (5) If a registration record transferred pursuant to the provisions of paragraph (1) or (2) is that of a company which has been registered at registry office B (limited to one that has its head office within the jurisdictional district of registry office A before the transfer of jurisdiction), a registrar must close that company's registration record at registry office B.
- (6) If a registration record transferred pursuant to the provisions of paragraph (1) or (2) is that of a company which has been registered at registry office B (limited to one that does not have its head office within the jurisdictional district of registry office A before the transfer of jurisdiction), a registrar must close the registration record. In such a case, if the company does not have its head office within the jurisdictional district of registry office B before the transfer of jurisdiction, and has a branch office within the area to which jurisdiction was transferred, a registrar must register that branch office.
- (7) If registry office A transfers a seal registration record pursuant to the provisions of paragraph (1), it must record that fact in the seal registration record.

#### Article 12 Deleted

(Removing Documents from the Registry Office in an Emergency)

Article 13 If a registrar removes a register or documents annexed to it from the registry office in order to avoid a serious event, the registrar must promptly report that fact to the Director of the Legal Affairs Bureau or District Legal Affairs Bureau that supervises the registrar.

(Sending Documents to the Court)

Article 14 When ordered or commissioned by a court to send a document annexed to a register, the registrar must send only the part of the document related to the order or commission.

(If a Register Is Lost)

Article 15 (1) Except in the case prescribed in the first sentence of Article 3, paragraph (2), if all or part of a register is lost, a registrar must promptly investigate the circumstances of the loss and file a report with the Director of the Legal Affairs Bureau or District Legal Affairs Bureau that supervises the registrar, by stating the reason for the loss, the date of the loss, the type of register that was lost, and other necessary information for taking the dispositions referred to in Article 8 of the Act, and scheduling the restoration of registration record.

(2) On receiving a report referred to in the preceding paragraph, the Director of the Legal Affairs Bureau or District Legal Affairs Bureau referred to in that

paragraph must conduct a reasonable investigation and state their opinion to the Minister of Justice.

(If a Register or Annexed Documents Are Likely to Be Lost)

Article 16 The provisions of the preceding Article apply mutatis mutandis if a register or any documents annexed to it are likely to be lost.

(Disposal of Books, Documents, or Comparable Records)

Article 17 Before disposing of any books or documents that are connected with registration (including electronic or magnetic records prescribed in Article 17, paragraph (4) of the Act or electronic or magnetic records prescribed in Article 19-2 of the Act; hereinafter referred to as "books, documents, or comparable records"), a registry office must obtain the approval of the Director of the Legal Affairs Bureau or District Legal Affairs Bureau.

(General Rules for Requesting a Certificate of Registered Information and Other Such Documents)

Article 18 (1) A person must submit a written application in order to request a certificate of registered information or a document referred to in Article 11 of the Act (hereinafter referred to as a "written summary of registered information"), to request to inspect a document annexed to a register, or to request certification of a seal registration.

(2) The following information must be stated in the written application referred to in the preceding paragraph:

- (i) the name of the applicant or the applicant's representative (or the person who should perform the duties of the representative, if the representative is a corporation; the same applies hereinafter, except in Section 9 of the following Chapter) or agent;
- (ii) the subject matter of the request;
- (iii) the number of copies of the document requested, if the person is requesting the issuance of a certificate of registered information or a written summary of registered information, or requesting certification of a seal registration;
- (iv) the amount of fees;
- (v) the date; and
- (vi) the name of the registry office.

(Requesting a Certificate of Registered Information)

Article 19 The following information must be stated in a written application for the issuance of a certificate of registered information as the subject matter of the request:

- (i) the registration record for which the person is requesting the issuance of a

- certificate of registered information;
- (ii) the type of certificate of registered information that the person is requesting to be issued;
  - (iii) if the person is requesting a certificate of registered information for some of the sections of a company's registration record, that section (other than the trade name section and the company status section);
  - (iv) if the section subject to the request referred to in the preceding item is the company manager section and the person is asking for certification of some of the managers, the names of those managers;
  - (v) if the person is requesting issuance of a certificate of information about representatives referred to in Article 30, paragraph (1), item (iv) for some of the representatives, the names of those representatives .

(Requesting a Written Summary of Registered Information)

Article 20 (1) A written application for the issuance of a written summary of registered information must state the following information as the subject matter of the request:

- (i) the registration record for which the person is requesting issuance of a written summary of registered information;
  - (ii) if the person is requesting issuance of a written summary of registered information about a company, the sections for which the person is requesting issuance (other than the trade name section and the company status section).
- (2) The number of sections referred to in item (ii) of the preceding paragraph may not exceed three.

(Requesting to Inspect Annexed Documents)

Article 21 (1) A written application for the inspection of a documents annexed to a register must state the part that the person seeks to inspect as the subject matter of the request.

- (2) A written application referred to in the preceding paragraph must state the following information in addition to the information set forth in the items of Article 18, paragraph (2) (excluding item (iii)):
- (i) the address of the applicant;
  - (ii) if the request is made by an agent, the address of the agent; and
  - (iii) the grounds for clarifying the applicant's interest in the part to be inspected referred to in the preceding paragraph.
- (3) The following documents must be attached to the written application referred to in paragraph (1):
- (i) if the applicant is a corporation, a document evidencing the capacity of the representative of the corporation (excluding a corporation that has its head office or principal office within the jurisdictional district of the relevant

registry office or a corporation that has stated its corporate identification number in the written application referred to in paragraph (1)); and  
(ii) a document evidencing the applicant's interest referred to in item (iii) of the preceding paragraph.

(Requesting Certification of a Seal Registration)

Article 22 (1) A written application for certification of a seal registration must state the certified information as the subject matter of the request, and identify the seal whose registration the person is requesting certification of. In such a case, the provisions of Article 9, paragraph (2) and Article 9-4, paragraph (2) apply mutatis mutandis.

(2) A person must present a seal registration card when submitting the written application referred to in the preceding paragraph.

Article 23 Deleted

Article 24 Deleted

Article 25 Deleted

Article 26 Deleted

(Requests by Agents)

Article 27 The provisions of Article 9-6, paragraph (2) apply mutatis mutandis if a request referred to in Article 18 is made by an agent.

(Payment of Fees)

Article 28 (1) A person must pay the fees referred to in Articles 10 through 12 of the Act pursuant to Article 13, paragraph (2) of the Act by affixing revenue stamps to the written application.

(2) When requesting issuance of a certificate of registered information or a seal registration certificate, if a person asks for the certificate to be sent to them, that person must pay the cost required to send it. In such a case, the provisions of Article 9-4, paragraphs (5) and (6) apply mutatis mutandis.

(Processing of Written Applications)

Article 29 Upon receipt of a written application referred to in Article 18, a registrar must enter the date of acceptance on the written application and make an appropriate disposition in the order in which the application was received.



(Types of Certificate of Registered Information and Information to be Stated in Them)

Article 30 (1) The information to be stated in a certificate of registered information is the information set forth in the following items in accordance with the category referred to in each item (for the category referred to in items (ii) and (iii), excluding registered information for which a cancellation code has been recorded as a result of the correction of a registration pursuant to the provisions of Article 133, paragraph (2) of the Act and registered information for which a cancellation code has been recorded as a result of the corrected registration):

- (i) a certificate of present matters: the registered information that is currently valid (including the corporate identification number; hereinafter the same applies in this Article and the following Article); the company's date of incorporation; the dates of assumption of office of directors, directors who are audit and supervisory committee members, accounting advisors, company auditors, representative directors, special directors, committee members, executive officers, representative executive officers, and financial auditors; and the information regarding any change to the registration of the company's trade name or head office that was registered immediately prior to the information that is currently valid;
  - (ii) a certificate of historical matters: the information referred to in the preceding item; registered information for which a cancellation code was recorded during the period from January 1 of the year including the day that falls three years prior to the date on which the request was filed for issuance of the certificate (hereinafter referred to as the "request date") (hereinafter January 1 of that year is referred to as the "reference date") until the request date; and information registered during the period from the reference date to the request date which is not currently valid;
  - (iii) a certificate of removed matters: the information recorded in a closed registration record;
  - (iv) a certificate of information about representatives: the currently valid registered information on the representative authority of the company's representatives.
- (2) If a request is made for the issuance of a certificate of registered information referred to in items (i) through (iii) of the preceding paragraph for some of the sections of a company's registration record, the certificate of registered information is to state the information set forth in the relevant item for the trade name section, the company status section, and the section subject to the request (if the section subject to the request is the company manager section, and certification is requested for some of the managers, this excludes information regarding other managers); and if a request is made for issuance of

a certificate of registered information referred to in item (iv) of that paragraph for some of the representatives, the certificate is to state the information set forth in that item for the representatives subject to the request.

- (3) When preparing a certificate of registered information, a registrar must attach a certification statement indicating that the information is all or part of the information set forth in the items of paragraph (1), and enter the date the certificate was prepared and their title and name, and affix their official seal to the certificate .
- (4) If a cancellation code has been recorded to a piece of information recorded in the register, a registrar is to add a line under the information subject to the cancellation to indicate a cancellation code on the certificate of registered information.
- (5) A registrar must enter the information recorded in the register by organizing the information by section or information when entering the information pursuant to the provisions of the preceding paragraphs.

(Information To Be Stated in a Written Summary of Registered Information)

Article 31 (1) A written summary of registered information (other than a written summary of registered information set forth in the following paragraph) must be prepared using registered information that is currently valid.

- (2) A written summary of registered information for a company must be prepared using information recorded in the trade name section, the company status section, and the section subject to the request, which is currently valid. In such a case, for the officer section, the written summary must also state the dates of assumption of office of directors, directors who are audit and supervisory committee members, accounting advisors, company auditors, representative directors, special directors, committee members, executive officers, representative executive officers, and financial auditors.
- (3) The provisions of paragraph (5) of the preceding Article apply mutatis mutandis to a written summary of registered information.

(Inspection)

Article 32 (1) A person must inspect documents annexed to a register in the presence of a registrar.

- (2) The means prescribed by Ministry of Justice Order referred to in Article 11-2 of the Act is the means of showing the information by outputting the content of information that has been recorded in the electronic or magnetic record onto a sheet of paper.

(Certification of a Seal Registration)

Article 32-2 When preparing a seal registration certificate, a registrar must

attach a certifying statement to the document that states the seal impression subject to the request and certified information, and enter the date the document was prepared, their title and name, and affix their official seal to the document.

(Record of Issuance of a Certificate of Registered Information and Other Such Certificates)

Article 33 When issuing a certificate of registered information, a written summary of registered information, or a seal registration certificate, a registrar must enter the number of pages or cases and the date of issuance in the written application.

(Certification Period for Electronic Certificates)

Article 33-2 The period referred to in Article 12-2, paragraph (1), item (ii) of the Act is to be a period that is the integral multiple of three months, which the person filing the request pursuant to the provisions of that paragraph specifies; provided, however, that this period may not exceed two years and three months.

(Information Not Suitable for Certification in the Form of an Electronic Certificate)

Article 33-3 The information prescribed in Ministry of Justice Order referred to in the proviso to Article 12-2, paragraph (1) of the Act is the following information:

- (i) provisions on the scope of or restrictions to the authority of the representative or the authority of the agent;
- (ii) the fact that the person is registered in a register of minors, a guardian register, or a manager register;
- (iii) the fact that the person has been nominated to perform the duties of a trustee or equivalent person.

(Means of Electronic Signature)

Article 33-4 The measures prescribed by Ministry of Justice Order referred to in Article 12-2, paragraph (1), item (i) of the Act are the measures for taking a method that conforms to Annex D of the Japanese Industrial Standards (hereinafter referred to as "JIS") X5731-8 based on the Industrial Standardization Act (Act No. 185 of 1949) and the value of the length of "n" specified in that Annex is 2048 bits, for the data that can be recorded in an electronic or magnetic record.

(Registered Information to Be Certified)

Article 33-5 The registered information prescribed by Ministry of Justice Order referred to in Article 12-2, paragraph (3) of the Act is the certified information (other than the person's date of birth, the fact that the person is a manager, and the person's qualification); provided, however, that, if the person is a trade name user, the information is the trade name, the business office, and the person's name.

(Request for Certification in the Form of an Electronic Certificate)

Article 33-6 (1) When requesting certification under the provisions of Article 12-2, paragraph (1) or (3) of the Act (hereinafter referred to as "certification in the form of an electronic certificate"), a person must submit a written application and an electronic or magnetic record (meaning a record that is created in electronic form, magnetic form, or any other form that cannot be perceived by human senses, which is used for information processing by computers; the same applies hereinafter).

(2) The written application referred to in the preceding paragraph must state the following information, with the name and seal of the applicant or their agent affixed to it:

(i) the certified information (for a trade name user, the trade name, the business office, the person's name, the person's date of birth, and the fact that the person is a trade name user);

(ii) if the request is made by an agent, the agent's name and address;

(iii) the period referred to in Article 12-2, paragraph (1), item (ii) of the Act;

(iv) the amount of fees;

(v) the date; and

(vi) the name of the registry office.

(3) The written application referred to in paragraph (1) or a document evidencing the authority of a privately appointed agent must have the seal impression that the applicant has submitted to a registry office affixed to it.

(4) A person must submit an electronic or magnetic record referred to in paragraph (1) that has been recorded onto an electronic or magnetic recording medium (meaning a recording medium used for electronic or magnetic records; the same applies hereinafter) with a structure that falls under either of the following items:

(i) a 120 mm optical disc that conforms to JIS X0606 or X0610;

(ii) a nonvolatile semiconductor storage device whose structure is designated by the Minister of Justice.

(5) The following information must be recorded in the electronic or magnetic record referred to in paragraph (1), in the format designated by the Minister of Justice:

(i) the information set forth in paragraph (2), items (i) and (iii) (other than the

- person's date of birth);
- (ii) the value of the public key prescribed in Annex D referred to in Article 33-4;
  - (iii) the code that the Minister of Justice designates as the code that identifies the measures prescribed in Article 33-4; and
  - (iv) an identification code (for identifying the person filing a notification under Article 33-13, paragraph (1) separately from other persons) that the applicant specifies, in the format designated by the Minister of Justice.
- (6) The trade name, its abbreviation, or a phonetic representation of a person's name to be recorded in an electronic or magnetic record shown in Roman letters or other signs, a translation of that trade name, or its abbreviation shown in Roman letters or other signs in the format designated by the Minister of Justice, may be recorded in the electronic or magnetic record referred to in paragraph (1).
- (7) When recording a phonetic representation of an abbreviation prescribed in the preceding paragraph or a translation or its abbreviation shown in Roman letters or other signs in the electronic or magnetic record, the written application referred to in paragraph (1) must be accompanied by the articles of incorporation or any other such document evidencing the information being recorded (including an electronic or magnetic record prescribed in Article 19-2 of the Act).
- (8) The designation referred to in paragraph (4), item (ii), paragraph (5) and paragraph (6) must be made by means of public notice.

#### (Processing of Written Applications)

Article 33-7 (1) Upon receiving a written application and an electronic or magnetic record referred to in the preceding Article, a registrar must enter the date of acceptance on the written application and notify a registry office that has been designated as under Article 12-2, paragraph (5) of the Act (hereinafter referred to as an "electronic certification registry office") of the information recorded in the electronic or magnetic record and of any other necessary information for processing the case, in the order in which the written application was accepted.

- (2) A registrar at an electronic certification registry office who has received a notice under the provisions of the preceding paragraph must make a reasonable disposition in the order in which the notice was received.

#### (Electronic Certificates)

Article 33-8 (1) Certification in the form of an electronic certificate must be provided through the transmission, to the applicant, of data that can be recorded in an electronic or magnetic record and that a registrar of an

electronic certification registry office has taken the measures prescribed in Article 33-4 for, in the format designated by the Minister of Justice.

- (2) The following information must be shown in the data being transmitted pursuant to the provisions of the preceding paragraph (hereinafter referred to as an "electronic certificate"), in the format designated by the Minister of Justice:
  - (i) the information recorded in the electronic or magnetic record referred to in Article 33-6, paragraph (1) pursuant to the provisions of paragraph (5), items (i) through (iii) and paragraph (6) of that Article;
  - (ii) the electronic certificate number;
  - (iii) the date and time that the electronic certificate was prepared;
  - (iv) the registry office referred to in Article 12-2, paragraph (1) of the Act;
  - (v) the electronic certification registry office and the registrar; and
  - (vi) any other information designated by the Minister of Justice.
- (3) The designation referred to in the preceding two paragraphs must be made by means of public notice.
- (4) The Minister of Justice gives public notice of the information necessary to verify that a registrar of an electronic certification registry office has taken the measures referred to in paragraph (1).

#### (Electronic Certificate File)

Article 33-9 Having transmitted data pursuant to the provisions of paragraph (1) of the preceding Article, a registrar of an electronic certification registry office must record the data set forth in paragraph (2) of that Article in an electronic certificate file prepared using a magnetic disk.

#### (Filing a Notification of Discontinuation of Use of an Electronic Certificate)

- Article 33-10 (1) In order to file a notification as under Article 12-2, paragraph (7) of the Act, a person must submit a document.
- (2) The document referred to in the preceding paragraph must state the following information and the person filing the notification or the person's agent must affix their name to it:
    - (i) the information set forth in Article 33-6, paragraph (2), items (i) and (ii);
    - (ii) the electronic certificate number;
    - (iii) the date; and
    - (iv) the name of the registry office.
  - (3) The provisions of Article 33-6, paragraph (3) apply mutatis mutandis to the document referred to in paragraph (1).
  - (4) Upon receipt of a document referred to in paragraph (1), a registrar must enter the date of receipt in the document and notify an electronic certification registry office of that fact, in the order in which the document was received.

(5) Having received a notice under the provisions of the preceding paragraph, a registrar of an electronic certification registry office must record that fact, as well as the date and time the office was notified, in the electronic certificate file; provided, however, that this does not apply if data related to the registration referred to in Article 33-12, paragraph (1), item (ii) has been recorded in the electronic certificate file.

(Minor Changes to Certified Information)

Article 33-11 The minor changes prescribed in Ministry of Justice Order referred to in Article 12-2, paragraph (8), item (i) of the Act are any of the following changes:

- (i) a change to registered information to reflect the implementation of or a change in a residential address indication as under Article 3, paragraphs (1) and (2), or Article 4 of the Act on Indication of Residential Address (Act No. 119 of 1962);
- (ii) a change to registered information associated with the change in the administrative zone, county, or ward; town or small section within a municipality; the name of any of these; or the parcel number.

(Notice to an Electronic Certification Registry Office)

Article 33-12 (1) In the following cases, a registrar must notify an electronic certification registry office of the circumstances in question; provided, however, that this does not apply if data has been recorded pursuant to the provisions of the main clause of Article 33-10, paragraph (5) in the electronic certificate file:

- (i) on having received a written application for a registration that would give rise to a change in a piece of information indicated on an electronic certificate (excluding a minor change provided for in the preceding Article);
  - (ii) on having made a registration referred to in the preceding item; or
  - (iii) on having rejected an application for a registration referred to in item (i).
- (2) The provisions of the main clause of Article 33-10, paragraph (5) apply mutatis mutandis to a registrar of an electronic certification registry office that has been notified pursuant to the provisions of the preceding paragraph.

(Filing a Notification of Suspension of Use of an Electronic Certificate)

Article 33-13 (1) If a person to whom data has been transmitted pursuant to the provisions of Article 33-8, paragraph (1) suspends the use of an electronic certificate during the period referred to in Article 12-2, paragraph (1), item (ii) of the Act, the person may file a notification to that effect with an electronic certification registry office.

- (2) The notification under the provisions of the preceding paragraph must be filed through transmission of the electronic certificate number and the

identification code referred to in Article 33-6, paragraph (5), item (iv), in the format designated by the Minister of Justice.

- (3) The designation referred to in the preceding paragraph must be made by means of public notice.
- (4) The provisions of Article 33-10, paragraph (5) apply mutatis mutandis to a registrar of an electronic certification registry office with which a notification pursuant to the provisions of paragraph (1) has been filed.
- (5) If a person that has filed a notification under the provisions of paragraph (1) resumes the use of the electronic certificate during the period referred to in Article 12-2, paragraph (1), item (ii) of the Act, the person may file a notification to that effect with the electronic certification registry office via the registry office referred to in that paragraph.
- (6) The provisions of Article 33-10 apply mutatis mutandis to the case referred to in the preceding paragraph.

#### (Changing the Identification Code)

Article 33-14 (1) If a person to whom data has been transmitted as under Article 33-8, paragraph (1) seeks to change the identification code referred to in Article 33-6, paragraph (5), item (iv) during the period referred to in Article 12-2, paragraph (1), item (ii) of the Act, the person may file a notification to that effect with an electronic certification registry office via the registry office referred to in Article 12-2, paragraph (1) of the Act.

- (2) The provisions of Article 33-6 (excluding paragraph (2), items (iii) and (iv), paragraph (5), items (i) through (iii), paragraph (6), and paragraph (7)) and Article 33-7 apply mutatis mutandis to the case referred to in the preceding paragraph.

#### (Certification Related to an Electronic Certificate)

Article 33-15 (1) The information prescribed in Ministry of Justice Order referred to in Article 12-2, paragraph (8), item (iv) of the Act is the following information:

- (i) in the case prescribed in Article 33-12, paragraph (1), item (i) (excluding a case prescribed in item (iii) of that paragraph), a statement to that effect;
  - (ii) if a notification has been filed as under Article 33-13, paragraph (1) (excluding a case in which the notification under the provisions of paragraph (5) of that Article has been filed), a statement to that effect.
- (2) A request for certification as under Article 12-2, paragraph (8) of the Act must be made through the means of transmitting the electronic certificate number and other relevant information, in the format designated by the Minister of Justice.
  - (3) The provisions of Article 33-8, paragraph (1), paragraph (3), and paragraph



(4) apply mutatis mutandis to the certification under the provisions of Article 12-2, paragraph (8) of the Act. In such a case, the following information must be shown in the data being transmitted, in the format designated by the Minister of Justice:

(i) the electronic certificate number;

(ii) the information set forth in Article 12-2, paragraph (8) of the Act; and

(iii) the date.

(4) The designation referred to in the preceding two paragraphs must be made by means of public notice.

(Measures in Cases It Is Inappropriate to Provide Certification)

Article 33-16 (1) If it becomes inappropriate to provide certification under the provisions of Article 12-2, paragraph (8) of the Act due to an incident at a registry office or any other reasons, a registrar of an electronic certification registry office must record that fact in an electronic certificate file.

(2) If a record under the provisions of the preceding paragraph exists, and a request has been filed for certification under the provisions of Article 12-2, paragraph (8) of the Act, a registrar of an electronic certification registry office must indicate the fact that the record exists in the data being transmitted pursuant to the provisions of Article 33-8, paragraph (1) as applied mutatis mutandis pursuant to paragraph (3) of the preceding Article.

(Closing Records in an Electronic Certificate File)

Article 33-17 When the period referred to in Article 12-2, paragraph (1), item (ii) of the Act elapses for an electronic certificate, a registrar of an electronic certification registry office must close the records in the electronic certificate file for that electronic certificate, and record that fact in an inactive electronic certificate file created in the electronic certificate file.

(Provisions Applied Mutatis Mutandis)

Article 33-18 (1) The provisions of Article 9-6, paragraph (2) apply mutatis mutandis if an agent files a request under the provisions of Article 12-2, paragraph (1) or (3) of the Act, or a notification under the provisions of paragraph (7) of that Article, or under the provisions of Article 33-13, paragraph (5) or Article 33-14, paragraph (1).

(2) The provisions of Article 28, paragraph (1) apply mutatis mutandis to the fees referred to in Article 12-2 of the Act.

(Additional Request for Certification in the Form of an Electronic Certificate)

Article 33-19 The provisions of Article 12-2 (excluding paragraphs (2) and (4)), the main clause of Article 33-2, Articles 33-3 through 33-5, Article 33-6

(excluding paragraph (2), items (iii) and (iv), paragraph (4), paragraph (5), and paragraph (8)), Articles 33-7 through 33-17 of the Act, and paragraph (1) of the preceding Article apply mutatis mutandis to the case in which the registration referred to in Article 33-12, paragraph (1), item (ii) is made during the period referred to in Article 12-2, paragraph (1), item (ii) of the Act related to an electronic certificate and the person who has received a transmission under the provisions of Article 33-8, paragraph (1) files an additional request for certification in the form of an electronic certificate. In such a case, the phrase "a period that is the integral multiple of three months, which the person filing the request pursuant to that paragraph specifies" in the main clause of Article 33-2 is deemed to be replaced with "the time remaining in the period referred to in Article 12-2, paragraph (1), item (ii) of the Act for an electronic certificate", the phrase "a written application and an electronic or magnetic record (meaning a record that is created in electronic form, magnetic form, or any other form that cannot be perceived by the human senses, which is used for information processing by computers; the same applies hereinafter)" in Article 33-6, paragraph (1) is deemed to be replaced with "a written application", the phrase "the following information" in paragraph (2) of that Article is deemed to be replaced with "the following information and the electronic certificate number", the phrase "an electronic or magnetic record ... in the format designated by the Minister of Justice" in paragraph (6) of that Article is deemed to be replaced with "a written application ...", the phrase "the electronic or magnetic record" in that paragraph is deemed to be replaced with "the written application", the phrase "a written application and electronic or magnetic record" in Article 33-7, paragraph (1) is deemed to be replaced with "a written application", the phrase "the information recorded in the electronic or magnetic record" in that paragraph is deemed to be replaced with "the information stated in the written application pursuant to the provisions of paragraph (2), item (i) and paragraph (6) of that Article (excluding the date of birth)", the phrase "paragraph (5), items (i) through (iii)" in Article 33-8, paragraph (2), item (i) is deemed to be replaced with "paragraph (2), item (i)", and the phrase "the information recorded in the electronic or magnetic record" in that item is deemed to be replaced with "the information stated in the written application (excluding the date of birth), the period referred to in Article 12-2, paragraph (1), item (ii) of the Act, and the information set forth in Article 33-6, paragraph (5), items (ii) and (iii) for an electronic certificate".

(Books, Documents, and Comparable Records)

Article 34 (1) A registry office is to keep the following books, documents, and comparable records, in addition to those provided for in the Act or other provisions of this Ministerial Order:

- (i) a book for preserving registration related books;
  - (ii) a daily logbook of registration work;
  - (iii) a register of forms for certificate of registered information and certificates of summarized record information;
  - (iv) a register of forms for seal registration certificates;
  - (v) a file of original copies of written decisions;
  - (vi) a file of written requests for review and associated documents;
  - (vii) a file of written requests and notices for incomplete liquidation;
  - (viii) a file of written notification for company seal registration;
  - (ix) a file of documents for requesting certification of reuse;
  - (x) a file of documents related to registration and license tax;
  - (xi) a file of documents for requesting prevention of fraudulent registration;
  - (xii) a list of dormant companies subject to liquidation;
  - (xiii) a file of returned written notices sent to dormant companies;
  - (xiv) a file of written notifications indicating that business has not been discontinued;
  - (xv) a list of closed registration records;
  - (xvi) a file of tables; and
  - (xvii) a file of miscellaneous documents.
- (2) The books, documents, and comparable records set forth in the following items are to state the information provided for in those items:
- (i) the book for preserving registration related books: the status of preservation of all the registration related books excluding registers;
  - (ii) the daily logbook of registration work: information on the sending and receipt of documents not stated in an acceptance record book or other books;
  - (iii) the register of forms for certificate of registered information and certificates of summarized record information: information on management of forms used for preparing certificate of registered information and the certificates of summarized record information referred to in Article 13, paragraph (1) of the Act on Special Provisions of the Civil Code Concerning the Perfection Requirements for the Assignment of Movables and Claims (Act No. 104 of June 12, 1998);
  - (iv) the register of forms for seal registration certificates: information on the management of forms used for preparing seal registration certificates;
  - (v) the list of dormant companies subject to liquidation: information necessary for implementing the work of liquidating dormant companies prescribed in Article 472, paragraph (1) of the Companies Act (Act No. 86 of 2005); and
  - (vi) the list of closed registration records: information on registration records that were closed pursuant to the provisions of Article 81, paragraph (1).
- (3) The documents provided for in the following items are to be filed in the books set forth in those items:

- (i) the file for original copies of written decisions: the original copies of written decisions rejecting applications or requests;
  - (ii) the file of written requests for review and associated documents: documents concerning written requests for review and other documents concerning cases of requesting reviews;
  - (iii) the file of written requests and notices for incomplete liquidation: documents concerning requests prescribed in Article 81, paragraphs (2) and (3) and documents concerning notices prescribed in paragraph (4) of that Article;
  - (iv) the file of written notification for company seal registration: documents submitted pursuant to the provisions of Article 9, paragraph (1), paragraph (5), paragraph (7), paragraph (9), and paragraph (10), Article 9-4, paragraph (1) and paragraph (2), Article 9-5, paragraph (3), and Article 9-6, paragraph (2);
  - (v) the file of documents for requesting certification of reuse: documents concerning requests to reuse the receipts certificates from, or revenue stamps for, registration and license taxes prescribed in Article 31, paragraph (3) of the Registration and License Tax Act (Act No. 35 of 1967);
  - (vi) the file of documents related to registration and license tax: copies of documents concerning notices referred to in Article 28, paragraph (1) of the Registration and License Tax Act, copies of documents concerning notices referred to in Article 31, paragraph (1) of that Act, documents concerning requests referred to in paragraphs (2) and (6) of that Article, and documents concerning requests prescribed in paragraph (5) of that Article (including attached documents);
  - (vii) the file of documents for requesting prevention of fraudulent registration: documents concerning requests to prevent fraudulent registration (including attached documents);
  - (viii) the file of returned written notices sent to dormant companies: the documents returned due to being undeliverable or for other such reasons in cases in which documents related to notices referred to in Article 472, paragraph (2) of the Companies Act were sent;
  - (ix) the file of written notifications indicating that business has not been discontinued: documents prescribed in Article 139, paragraphs (1) and (3) of the Regulations for Enforcement of the Companies Act (Ministry of Justice Order No. 12 of 2006);
  - (x) the file of tables: various statistics tables concerning registration cases and cases other than registration cases; and
  - (xi) the file of miscellaneous documents: documents that are not filed in other books.
- (4) The period for preservation of books, documents, and comparable records set

forth in the following items is as specified in the respective items:

- (i) registers: permanent;
- (ii) closed registration records: 20 years from the day they are closed;
- (iii) acceptance record books: 10 years from the year following the relevant fiscal year;
- (iv) written applications and other annexed documents (excluding the documents referred to in the following item and item (x)): 10 years from the day of acceptance;
- (v) application documents for cases other than registration cases (excluding the documents referred to in item (x)): one year from the day of acceptance;
- (vi) seal registration records (excluding the seal registration records referred to in the following item): permanent;
- (vii) seal registration records for which information has been recorded pursuant to the provisions of Article 9-2, paragraph (1) and Article 11, paragraph (7): two years from the day the information was recorded;
- (viii) electronic certificate file records (excluding records of the files referred to in the following item): permanent;
- (ix) inactive electronic certificate file records: 20 years from the day they are made inactive;
- (x) application documents and electronic and magnetic records related to electronic certificates: 13 years from the day of acceptance;
- (xi) records related to the information prescribed in Article 33-8, paragraph (4): 20 years from the day of expiration of the period during which the fact that the measures referred to in paragraph (1) of that Article have been taken can be verified;
- (xii) the book for preserving registration related books: 30 years from the time of preparation;
- (xiii) the daily logbook of registration work: one year from the year following the year of preparation;
- (xiv) the register of forms for certificate of registered information and certificates of summarized record information: one year from the year following the year of preparation;
- (xv) the register of forms for seal registration certificates: one year from the year following the year of preparation;
- (xvi) the file for original copies of written decisions: five years from the year following the year of the decision concerning the written decision contained in the file;
- (xvii) the file of written requests for review and associated documents: five years from the year following the year of acceptance of the written request for review contained in the file;
- (xviii) the file of written requests and notices for incomplete liquidation: five

- years from the year following the year of request or notice related to the written request or written notice contained in the file;
- (xix) the file of written notification for company seal registration: three years from the year following the year of acceptance of the document contained in the file;
  - (xx) the file of documents for requesting certification of reuse: five years from the year following the year of preparation;
  - (xxi) the file of documents related to registration and license tax: five years from the year following the year of preparation;
  - (xxii) the file of documents for requesting prevention of fraudulent registration: three years from the year following the year of preparation;
  - (xxiii) the list of dormant companies subject to liquidation: five years from the year following the year of preparation;
  - (xxiv) the file of returned written notices sent to dormant companies: five years from the year following the year of preparation;
  - (xxv) the file of written notifications indicating that business has not been discontinued: five years from the year following the year of preparation;
  - (xxvi) the list of closed registration records: five years from the year following the year of preparation;
  - (xxvii) the file of tables: three years from the year following the year of preparation; and
  - (xxviii) the file of miscellaneous documents: one year from the year following the year of preparation.
- (5) The books, documents, and comparable records set forth in the items of paragraph (1) may also serve as the books, documents, and comparable records that are kept in relation to real property registration and that are equivalent to them.

## **Chapter II Registration Procedures**

### **Section 1 General Rules**

(Entering Information in Written Applications and Related Matters)

Article 35 (1) Information stated in a written application must be written horizontally.

(2) The information required to be stated in a written application is to be stated by organizing them into sections.

(3) If a written application has two or more pages, the applicant or the applicant's representative or agent must affix a seal to confirm page continuation across the boundary of each of the contiguous pages.

(4) If there are two or more applicants or their representatives or agents, it is sufficient for one of them to affix the seal to confirm page continuation referred

to in the preceding paragraph.

(Affixing a Seal to a Written Application)

- Article 35-2 (1) When an applicant or their representative affixes a seal to an application, the applicant or representative must affix a seal whose impression has been submitted to a registry office.
- (2) A document evidencing the authority of a privately appointed agent must have a seal referred to in the preceding paragraph affixed to it.

(Means of Providing Electronic or Magnetic Records)

- Article 35-3 (1) The means prescribed by Ministry of Justice Order referred to in Article 17, paragraph (4) of the Act are either of the following means:
- (i) submitting an electronic or magnetic recording medium (limited to an electronic or magnetic recording medium with a structure that falls under Article 33-6, paragraph (4), item (i)) onto which the electronic or magnetic record prescribed in Article 17, paragraph (4) of the Act has been recorded in the format designated by the Minister of Justice, together with the written application; or
  - (ii) providing the electronic or magnetic record prescribed in Article 17, paragraph (4) of the Act in advance using the electronic data processing system prescribed in Article 6, paragraph (1) of the Act on the Advancement of Government Administration Processes That Use Information and Communications Technology (Act No. 151 of 2002; hereinafter referred to as the "Act on Use of Information and Communications Technology") (limited to means that conform to the conditions specified by the Minister of Justice).
- (2) The designation referred to in item (i) of the preceding paragraph must be made by means of public notice.
- (3) A document stating the applicant's trade name must be attached to the electronic or magnetic recording medium referred to in paragraph (1), item (i).
- (4) If an electronic or magnetic record has been provided by the means referred to in paragraph (1), item (ii), the application for registration related to the electronic or magnetic record provided is to be filed promptly after the record is provided.

(Electronic or Magnetic Records Required to be Attached to Written Applications)

- Article 36 (1) The electronic or magnetic record prescribed by Ministry of Justice Order referred to in Article 19-2 of the Act must be one recorded onto an electronic or magnetic recording medium with a structure that falls under Article 33-6, paragraph (4), item (i).
- (2) The data prescribed in Article 19-2 of the Act must be recorded in the

electronic or magnetic record referred to in the preceding paragraph in the format designated by the Minister of Justice.

- (3) The data referred to in the preceding paragraph must be data for which the person who prepared it (for data that requires certification, the person who prepared it and the person who certified it; the same applies in the following paragraph) has taken the measures provided for in Article 33-4, in the format designated by the Minister of Justice.
- (4) The electronic or magnetic record referred to in paragraph (1) must have the data evidencing the information necessary for confirming that the person who prepared the data has taken the measures referred to in the preceding paragraph, which is provided for in the following items recorded in it, in the format designated by the Minister of Justice, in accordance with the category of data set forth in the each item that are recorded in that electronic or magnetic record:
  - (i) data evidencing the authority of a privately appointed agent: any of the following electronic certificates:
    - (a) electronic certificate prescribed in Article 33-8, paragraph (2) (including as applied *mutatis mutandis* pursuant to other ministerial orders);
    - (b) electronic signature certificate prepared pursuant to the provisions of Article 3, paragraph (1) of the Act on the Authentication Services of the Japan Agency for Local Authority Information Systems in Connection with Electronic Signatures and Electronic User Certificates (Act No. 153 of 2002);
    - (c) electronic certificate designated by the Minister of Justice as a certificate for confirming the person that has taken the relevant measures based on information such as their name, address, and date of birth;
  - (ii) data other than the data prescribed in the preceding item: any of the following electronic certificates:
    - (a) electronic certificate set forth in (a), (b), or (c) of the preceding item;
    - (b) electronic certificate of a designated notary prescribed in Article 3, paragraph (1) of the Ministerial Order on Processes Relating to Electronic or Magnetic Records by Designated Notary (Ministry of Justice Order No. 24 of 2001); or
    - (c) any other electronic certificate designated by the Minister of Justice.
- (5) Designation of the format referred to in the preceding three paragraphs must be made by means of public notice.
- (6) The provisions of paragraph (3) of the preceding Article apply *mutatis mutandis* to an electronic or magnetic recording medium referred to in paragraph (1).

(Valid Period of Certificate of Registered Information)



Article 36-2 The certificate of registered information required to be attached to a written application is limited to a certificate prepared within the past three months.

(Special Provisions on Documents to be Attached)

Article 36-3 The case prescribed by Ministry of Justice Order referred to in Article 19-3 of the Act is a case in which the corporate identification number is stated in the written application.

(Multiple Applications Filed at the Same Time)

Article 37 (1) If multiple applications are being filed with the same registry office at the same time, and the content of any of the documents (or electronic or magnetic records as prescribed in Article 19-2 of the Act) that are required to be attached to separate written applications is identical, it is sufficient for one copy of the document to be attached to only one of the written applications. (2) In the case referred to in the preceding paragraph, an indication of that fact must be included as a supplementary note in each of the other written applications.

(Examination of Written Applications)

Article 38 Upon receipt of a written application, a registrar must examine all information subject to the application without delay.

(Sending of Receipts)

Article 38-2 The provisions of Article 9-4, paragraphs (4) through (6) apply mutatis mutandis to the request for issuance of a receipt pursuant to the provisions of Article 22 of the Act.

(Identity Confirmation by the Registrar)

Article 38-3 (1) Having examined whether or not the applicant has the authority to file an application pursuant to the provisions of Article 23-2, paragraph (1) of the Act, a registrar must prepare a written statement in which the results of the examination are recorded. The same applies when the registrar has conducted an examination by commission referred to in paragraph (2) of that Article. (2) In the case referred to in the second sentence of the preceding paragraph, a registrar of the registry office that has conducted the examination by commission must send the written statement in which the results of the examination are recorded to the registrar that has commissioned the examination.

(Means of Registration)

Article 39 Unless otherwise prescribed in these Regulations, when making a registration, in addition to recording the information being registered and the registration date in the appropriate section of the registration record, a registrar must record their identification number.

(Registration by Commission)

Article 40 (1) Unless otherwise prescribed in laws and regulations, the provisions on registrations that are based on applications apply *mutatis mutandis* to the registration procedures commissioned by a government agency.  
(2) In order to make a registration commissioned by the court, a registrar must also record the name of the court and the date on which the judicial decision commissioning the registration was made or the date on which that judicial decision became final and binding.

(Registration of a Change)

Article 41 When registering a change, a registrar must record a cancellation code the registered information subject to the change.

(Change in Administrative Zone or Other Such Changes)

Article 42 (1) If changes are made to the administrative zone, county, or ward, or town or small section within a municipality recorded in the register, or to the name of any of these, a registrar may record the fact that the change has been made in the register.  
(2) The provisions of Article 39 and the preceding Article apply *mutatis mutandis* to the case referred to in the preceding paragraph.

(Closing the Registration Records)

Article 43 In order to close a registration record, in addition to recording the reason the registration record was closed and the date it was closed, a registrar must record their identification number in the registration record.

(Making Registered Information Inactive)

Article 44 (1) Any registered information recorded in a register for which a cancellation code has been recorded or which is not currently valid must be made inactive, except for information required to be stated in a certificate of historical matters.  
(2) Registered information that has been made inactive pursuant to the provisions of the preceding paragraph is deemed to be a closed registration record.

(Restoration of Registration Records)

Article 45 If there is a need to register further information in a closed registration record, the registration record must be restored. In such a case, a registrar must record that fact, the date of restoration record, their identification number, and record a cancellation code the record as under Article 43, in the registration record section of the registration record.

Article 46 Deleted

Article 47 Deleted

(Characters Written in Documents)

Article 48 (1) The characters to be written in a written application or other registration documents must be clearly written.

(2) Arabic numerals must be used to write quantity of money or other things, dates, and numbers; provided, however, that the kanji characters "壹" (pronounced "ichi" and meaning "one"), "弍" (pronounced "ni" and meaning "two"), "参" (pronounced "san" and meaning "three"), and "拾" (pronounced "jyuu" and meaning "ten") must be used when writing vertically.

(3) If characters are corrected in, added to, or deleted from a document referred to in paragraph (1), that fact and the number of corrected, added, or deleted characters must be entered in the margin of the page, or a symbol such as parentheses must be added for the corrected, added, or deleted characters to clarify their scope, and a person's seal must be affixed to the part stating the number of characters or the part to which the symbol has been added. In such a case, corrected and deleted characters must remain readable.

(Return of Attached Documents)

Article 49 (1) An applicant for registration may request the return of a document attached to a written application.

(2) In order to request the return of a document, an applicant must also attach a certified copy stating the fact that the copy is not different from the document to the written application for registration; provided, however, that in order to request the return of a document when the application for registration has been rejected, the applicant must attach a certified copy stating the fact that the copy is not different from the document to the written request for the return of the document, and submit this to the registry office.

(3) Having returned a document, a registrar must state the fact that the original copy has been returned in the certified copy, the written application for registration, or the written request for return, and affix a seal to it.

(4) For the request referred to in paragraph (1) to be made by an agent, a

document evidencing the authority of the agent must be attached to the written application.

- (5) The provisions of Article 9-4, paragraphs (4) through (6) apply mutatis mutandis to a request for the return of an attached document under the provisions of paragraph (1).

## **Section 2 Registration of Trade Names**

(Signs Used in Registration of Trade Names)

Article 50 (1) The Roman letters or other signs designated by the Minister of Justice may be used for the registration of a trade name.

- (2) The designation referred to in the preceding paragraph must be made by means of public notice.

(Registering Multiple Trade Names for the Same Party)

Article 51 If an application for registering multiple trade names is filed by the same party, each trade name must be registered in a separate registration record.

(Documents to be Attached in Registration of Relocation of a Business Office)

Article 52 A document evidencing the registration that was made in the former locality must be attached to a written application for registration in the new locality pursuant to the provisions of Article 29, paragraph (1) of the Act.

(Documents to be Attached for Registering Transfer of a Trade Name)

Article 52-2 A certificate that the mayor of a municipality has prepared for the impression of a seal affixed to the transferor's written consent must be attached to the written application for registration referred to in Article 30, paragraph (1) and Article 31, paragraph (1) of the Act; provided, however, that this does not apply if that seal impression is the same as the seal impression which the transferor has already submitted to the registry office.

(Registration of Transfer or Inheritance of a Trade Name)

Article 52-3 (1) In order to register a change due to the transfer of a trade name, a registrar must record the fact that the trade name has been transferred, the name and address of the transferee, and the date of the transfer for the transferor's registration record and close that registration record, as well as create a new registration record for the transferee and record the following information in it:

- (i) the information set forth in the items of Article 28, paragraph (2) of the Act;
- (ii) the fact that the trade name has been transferred;

- (iii) the name and address of the transferor; and
  - (iv) the date of the transfer.
- (2) The information that is to be registered pursuant to the provisions of the preceding paragraph (excluding the information set forth in item (i) of that paragraph) must be recorded in the registration record section of each registration record.
- (3) The provisions of the preceding two paragraphs apply mutatis mutandis to the registration of a change due to the inheritance of a trade name.

(Registering an Exemption from Liability at the Time of Transfer of Business or Business Operations)

- Article 53 (1) The registration referred to in the first sentence of Article 17, paragraph (2) of the Commercial Code (Act No. 48 of 1899) must be made in the transferee's trade name registration record.
- (2) The registration referred to in the first sentence of Article 22, paragraph (2) of the Companies Act must be made in the registration record of the transferee company.

(Closing a Registration Record and Related Matters)

- Article 54 (1) The following registrations must be made in the registration record section:
- (i) the registration of discontinued use of trade names;
  - (ii) the registration of relocation of a business office which is made in the former locality, if the business office of a person that has registered a trade name has been relocated to a place outside of the jurisdictional district of the registry office; and
  - (iii) the cancellation of a registration for a trade name other than a company's trade name.
- (2) Once a registration set forth in one of the items of the preceding paragraph has been made, a registrar must close the registration record.

### **Section 3 Registration of Minors and Guardians**

- Article 55 (1) The following registrations must be made in the registration record section:
- (i) the registration of a lapse concerning a minor or a guardian; and
  - (ii) the registration of relocation of a business office which is made in the former locality, if the business office of a minor or a guardian has been relocated to a place outside of the jurisdictional district of the registry office (unless the minor or the guardian has another business office within the jurisdictional district of the registry office).

(2) Once a registration set forth in one of the items of the preceding paragraph has been made, a registrar must close the registration record.

#### **Section 4 Registration of Managers**

(Registering Multiple Managers)

Article 56 If an application for registering multiple managers is filed by a person other than a company, each manager must be registered in a separate registration record.

(Closing a Registration Record and Related Matters)

Article 57 (1) The following registration for the manager of a person other than a company must be made in the registration record section:

(i) the registration of the lapse of the manager's authority of representation;  
and

(ii) the registration of relocation of a business office which is made in the former locality, if the business office to which the manager was assigned has been relocated to a place outside of the jurisdictional district of the registry office (unless there is another business office to which that manager is assigned within the jurisdictional district of the registry office).

(2) Once a registration set forth in one of the items of the preceding paragraph has been made, a registrar must close the registration record.

(Registering the Transfer of a Business Office to Which a Company's Manager Has Been Assigned)

Article 58 If the head office or branch office to which a company's manager has been assigned has been relocated, changed, or closed, an application for registering the relocation, change, or closure of the head office or branch office must be filed at the same time as an application for registering the relocation, change, or closure of the business office to which the manger has been assigned.

(Canceling the Registration of a Company's Manager)

Article 59 Having registered the dissolution of a company, a registrar must record a cancellation code the registration of the company's manager.

(Provisions Applied Mutatis Mutandis)

Article 60 The provisions of Article 52 apply mutatis mutandis to the registration of a manager.

#### **Section 5 Registration of Stock Companies**

(Documents to be Attached)

- Article 61 (1) The articles of incorporation or written permission of the court must be attached to the written application if the application would give rise to grounds to invalidate or rescind the information to be registered without the provisions of the articles of incorporation or the permission of the court.
- (2) If the consent of all of the persons set forth in the following items is required for the information to be registered, a document evidencing the information provided for in the respective items must be attached to the written application:
- (i) shareholders: the names and addresses of all shareholders, the number of shares (if it is a company with class shares, this includes the class of shares and the number of shares in each class; the same applies in the following paragraph) that each shareholder holds, and the number of voting rights that each shareholder holds; and
  - (ii) class shareholders: the names and addresses of all of the class shareholders and the number of shares in the relevant class that each of the class shareholders holds, and the number of voting rights attached to the shares in the relevant class.
- (3) If a resolution at a shareholders meeting or a general meeting of class shareholders is required for information to be registered, the written application must be accompanied by a document evidencing the names and addresses of shareholders whose number of voting rights account for a large proportion of the voting rights (but only those that can be used on that resolution (including if a resolution is deemed to have been made pursuant to the provisions of Article 319, paragraph (1) of the Companies Act (including as applied mutatis mutandis pursuant to Article 325 of that Act)) held by all shareholders (or held by all shareholders of the relevant class, if a resolution at a general meeting of class shareholders is required); hereinafter the same applies in this paragraph), the number of which is smaller of either of the following number of shareholders, the number of shares (or the number of shares in the relevant class, if a resolution at a general meeting of class shareholders is required), and the number of voting rights held by each of those shareholders, and the proportion of each shareholder's voting rights to the total number of votes:
- (i) 10 shareholders; or
  - (ii) the number of shareholders arrived at when the proportion of each shareholder's voting rights to the total number of voting rights is added in order from the highest to the lowest proportion until the proportion reaches two-thirds.
- (4) A certificate prepared by the mayor of a municipality for any seal affixed to a document evidencing that a director at incorporation has agreed to assume

office (or, if applicable, a document evidencing that an adult guardian or curator has agreed, on behalf of the principal, for the principal to assume office; hereinafter the same applies in this paragraph) must be attached to a written application for registration of incorporation (excluding incorporation resulting from a merger or an entity conversion). The same applies to a seal affixed to a document evidencing that a director has agreed to assume office which must be attached to a written application for registration of a change due to a director's assumption of office (excluding reappointment).

- (5) To apply the provisions of the preceding paragraph to a company with a board of directors, the term "a director at incorporation" in that paragraph is deemed to be replaced with "a representative director at incorporation or representative executive officer at incorporation" and the term "a director" in the second sentence of that paragraph is deemed to be replaced with "a representative director or representative executive officer".
- (6) Certificates that the mayor of a municipality has prepared for the seal impressions that the relevant of the following items prescribes in accordance with the category of case set forth in that item must be attached to a written application for registration of a change due to the assumption of office of a representative director or a representative executive officer; provided, however, that this does not apply if that seal impression is the same as the seal impression that the representative director or the representative executive officer who held office before the change (limited to one who concurrently serves as a director) has submitted to the registry office:
  - (i) if a representative director has been appointed by a resolution at a shareholders meeting or a general meeting of class shareholders: the seals that the chairperson and the directors who were in attendance have affixed to the minutes of the shareholders meeting or the general meeting of class shareholders;
  - (ii) if a representative director has been elected by the directors from among themselves: the seals that the directors have affixed to the document evidencing the election of a representative director among the directors; and
  - (iii) if a representative director or a representative executive officer has been appointed by a resolution of the board of directors meeting: the seals that the directors and company auditors who were in attendance have affixed to the minutes of the board of directors meeting.
- (7) A certificate that the mayor of a municipality or other public employees have prepared in the course of duty stating the same name and address as that stated in the documents evidencing that a director at incorporation, company auditor at incorporation, executive officer at incorporation, director, company auditor, or executive officer (hereinafter referred to as a "director or equivalent person" in this paragraph and Article 103) has agreed to assume office (or that



an adult guardian or curator has agreed to assume office on behalf of the principal, if an adult guardian or curator is to agree to assume office on behalf of the principal) (including a certified copy of such a certificate stating that the director or equivalent person (or the adult guardian or curator, if that adult guardian or curator has agreed to assume office on behalf of the principal) is not different from the director or equivalent person stated in the original copy) must be attached to a written application to register a company's incorporation or to register a change due to the assumption of office (excluding reappointment) of a director, company auditor, or executive officer; provided, however, that this does not apply if a certificate prepared by the mayor of a municipality for the seal of the director or equivalent person is to be attached to a written application for registration pursuant to the provisions of paragraph (4) (including as applied pursuant to paragraph (5) following the deemed replacement of terms) or the preceding paragraph.

- (8) A certificate prepared by the mayor of a municipality for the seal that a representative director, representative executive officer, director, or executive officer (limited to one who has submitted a seal impression to a registry office if there is a person who has submitted a seal impression and limited to the representative of the company if there is no person who has submitted a seal impression; hereinafter referred to as a "representative director or equivalent person" in this paragraph) (or their adult guardian or curator, if that adult guardian or curator is to act on behalf of the principal) has affixed to the document evidencing resignation must be attached to a written application for registration of a change due to resignation of a representative director or equivalent person; provided, however, that this does not apply if there is a person who has submitted a seal impression to a registry office and the seal impression affixed to that document is the same as that the representative director or equivalent person has already submitted to the registry office.
- (9) A document evidencing that the amount of stated capital has been recorded pursuant to the provisions of the Companies Act and the Regulations on Corporate Accounting (Ministry of Justice Order No. 13 of 2006) must be attached to a written application for registration of incorporation or registration of a change due to an increase or reduction in the amount of stated capital.
- (10) If a company is required to have a certain distributable amount (meaning a distributable amount prescribed in Article 461, paragraph (2) of the Companies Act) or an amount of deficit in relation to information required to be registered, a document evidencing that fact must be attached to the written application.
- (11) A written application to register a change due to an increase in the amount of stated capital as a result of reduction in the amount of the capital reserve (limited to a case prescribed in Article 448, paragraph (3) of the Companies

Act) must be accompanied by a document evidencing that the relevant case falls under that case.

(Registration in the Locality of a Branch Office)

Article 62 (1) When filing an application for registration in the locality of a branch office for information required to be registered in the localities of the head office and branch offices, a person may enter the information to be registered that is required be stated in the written application by quoting the statement in a document evidencing the registration that has been made in the locality of the head office.

(2) In quoting the statement in a document evidencing the registration that has been made in the locality of the head office pursuant to the provisions of the preceding paragraph, the person must clarify the information required to be registered.

Article 63 (1) An application for a registration to be made in the locality of a branch office pursuant to the provisions of Article 49, paragraph (1) of the Act and an application for a registration to be made in the locality of the head office must be filed using the same document.

(2) In the case referred to in the preceding paragraph, the entry of branch offices pursuant to the provisions of Article 17, paragraph (3) of the Act must be made by organizing them by registry office having jurisdiction in their localities.

(3) A person must pay the fees referred to in Article 49, paragraph (5) of the Act by affixing revenue stamps to the document referred to in paragraph (1).

Article 64 The information that is required to be registered pursuant to the provisions of Article 48, paragraph (2) of the Act (excluding the company's date of incorporation) must be recorded in the registration record section of the registration record.

(Registration of Relocation of the Head Office)

Article 65 (1) A written application under the provisions of Article 52, paragraph (2) of the Act, its attached documents, and seal impression are to be sent by registered mail or by a service of correspondence delivery where the correspondence delivery service operator records the acceptance and delivery, and if the applicant submits postage stamps or a voucher prescribed in Article 9-4, paragraph (5) equivalent to the fee for the sending the postal items as priority mail over other postal items belonging to the same type of postal items, the postal item must be handled as such.

(2) For registration in the new locality after having relocated the head office to the jurisdictional district of another registry office, the dates of assumption of

office of directors, directors who are audit and supervisory committee members, accounting advisors, company auditors, representative directors, special directors, committee members, executive officers, representative executive officers, and financial auditors must also be registered.

- (3) The information that is required to be registered pursuant to the provisions of Article 53 of the Act (excluding the company's date of incorporation) must be registered in the registration record section of the registration record.
- (4) When a registration prescribed in paragraph (2) is made, if the registration is for a company that has been registered in the new locality, a registrar must close the registration record of that company in the new locality.
- (5) If the head office is relocated to the jurisdictional district of another registry office, when the relocation is registered at the registry office having jurisdiction in the former locality (but only if there is a branch office within the jurisdictional district of the registry office), a registrar must record a cancellation code for the registered information other than the registration of the trade name, the head office, the branch office (limited to one that is located within that jurisdictional district), and the company's date of incorporation and the information registered in the registration record section.

(Registering the Non-existence, Nullity, or Revocation of a Resolution at a Shareholders Meeting)

Article 66 (1) In order to register the non-existence, nullity, or revocation of a resolution at a shareholders meeting or a general meeting of class shareholders, a registrar must record a cancellation code for registration of matters adopted by the resolution, and if there is registered information for which a cancellation code is recorded as a result of the registration, the registration of that registered information must be restored.

- (2) The provisions of the preceding paragraph apply mutatis mutandis to the registration of the non-existence, nullity, or revocation of a resolution at an organizational meeting or an organizational meeting of class shareholders.

(Registration of Representative Directors)

Article 67 (1) When registration of the non-existence, nullity, or revocation of a resolution to appoint a director is made or when registration of the dismissal of a director based on a court judgment is made, if the director is a representative director, special director, committee member, or outside director, a registrar must also record a cancellation code for registration of the representative director, special director, committee member, or outside director.

- (2) The provisions of the preceding paragraph apply mutatis mutandis to the registration of an outside company auditor when a registration of the non-existence, nullity, or revocation of a resolution to appoint a company auditor is

made or a registration of the dismissal of a company auditor based on a court judgment is made, and the company auditor is an outside company auditor.

- (3) The provisions of paragraph (1) apply mutatis mutandis to the registration of the representative executive officer when a registration of the non-existence, nullity, or revocation of a resolution appointing an executive officer is made or when a registration of the dismissal of an executive officer based on a court judgment is made, and the executive officer is a representative executive officer.

(Registration of Provisional Director, Person Acting as Director, and Other Persons)

Article 68 (1) Having registered the assumption of office of a director, director who is an audit and supervisory committee member, accounting advisor, company auditor, representative director, committee member, executive officer, representative executive officer, or financial auditor, a registrar must record a cancellation code for registration of a person who is to temporarily perform the duties of a director, director who is an audit and supervisory committee member, accounting advisor, company auditor, representative director, committee member, executive officer, representative executive officer, or financial auditor.

- (2) Having registered the non-existence, nullity, or revocation of a resolution appointing a director, director who is an audit and supervisory committee member, accounting advisor, company auditor, representative director, committee member, executive officer, or representative executive officer or having registered that person's dismissal, a registrar must record a cancellation code for registration of suspension of performance of duties by that director, director who is an audit and supervisory committee member, accounting advisor, company auditor, representative director, committee member, executive officer, or representative executive officer or for registration of a person performing one of these persons' duties in their place.

(Registration of Features of Shares to Be Issued)

Article 69 (1) If a company becomes a company with class shares and registration of the total number of authorized shares in a class and the features of each class of shares to be issued is made, a registrar must record a cancellation code the registration of the features of shares to be issued.

- (2) If a company ceases to be a company with class shares and registration of the features of shares to be issued is made, a registrar must record a cancellation code the registration of the total number of authorized shares in a class and the features of each class of shares to be issued.

(Registration of Invalidation of New Share Issue and Related Matters)

Article 70 The provisions of Article 66, paragraph (1) apply mutatis mutandis to registration of the invalidation or non-existence of issuance of shares, a registration of the invalidation or non-existence of issuance of share options, or the registration of the invalidation of reduction in the amount of stated capital, after the incorporation of a company. In such a case, the phrase "registration of the matters adopted by the resolution" in that paragraph is deemed to be replaced with "registration of the matters adopted by the resolution (if registering the invalidation or non-existence of issuance of shares after the incorporation of a company, excluding registration of the amount of stated capital)".

(Registration Concerning Electronic Public Notice)

Article 71 Having registered a change due to the adoption of electronic public notice as the means of public notice, a registrar must record a cancellation code the registration of the matters set forth in Article 911, paragraph (3), item (xxvi) of the Companies Act and the items of Article 57-4 of the Banking Act (Act No. 59 of 1981) (including as applied mutatis mutandis pursuant to Article 10, paragraph (1) of the Act on Development Bank of Japan Inc. (Act No. 85 of 2007)) and the matters prescribed in Article 64 of the Shoko Chukin Bank Limited Act (Act No. 74 of 2007).

(Registration of Dissolution)

Article 72 (1) Having registered a dissolution under the provisions of Article 471 (excluding items (iv) and (v)) or the main clause of Article 472, paragraph (1) of the Companies Act, a registrar must record a cancellation code the following registrations:

- (i) registration indicating that the company is a company with a board of directors, and registrations of the directors, representative directors, and outside directors;
- (ii) registration indicating that there are provisions on the vote by special directors, and registration of the special directors;
- (iii) registration indicating that the company is a company with accounting advisors, and registration of the accounting advisors;
- (iv) registration indicating that the company is a company with financial auditors, and registration of the financial auditors;
- (v) registration indicating that the company is a company with an audit and supervisory committee, registration of directors who are audit and supervisory committee members, and registration indicating that the articles of incorporation provide for the delegation of decisions on the execution of important operations to the directors; and

- (vi) registration indicating that the company is a company with a nominating committee and other committees, and registrations of the committee members, executive officers, and representative executive officers.
- (2) The provisions of the preceding paragraph apply mutatis mutandis if a registrar has registered the invalidation of a company's incorporation or the invalidation of a share transfer.

(Registration of Continuation)

Article 73 Having registered a continuation under the provisions of Article 473 of the Companies Act, a registrar must record a cancellation code registration of dissolution, registration indicating that the company is a company with a board of liquidators, and registration of the liquidators and representative liquidators.

(Registration of Provisional Liquidator, Person Acting as Liquidator, or Other Persons)

Article 74 The provisions of Article 68 apply mutatis mutandis to a liquidator or representative liquidator.

(Registration Concerning Special Liquidation)

Article 75 A registrar must record a cancellation code a registration of the commencement of a special liquidation in any of the following cases:

- (i) when registration of the revocation of the commencement of a special liquidation is made;
- (ii) when registration of the conclusion of a special liquidation is made (excluding a case in which a ruling concluding a special liquidation is reached due to the completion of a special liquidation); or
- (iii) when registration of the commencement of bankruptcy proceedings is made following a ruling commencing bankruptcy proceedings pursuant to the provisions of Article 574, paragraph (1) or (2) of the Companies Act.

(Registration of Entity Conversion)

Article 76 (1) The information that is required to be registered pursuant to the provisions of Article 76 of the Act (excluding the company's date of incorporation) must be recorded in the registration record section of the registration record.

(2) Having registered the restoration of a registration due to the invalidation of an entity conversion, a registrar must record a cancellation code the registration of the dissolution due to entity conversion.

(Registration of Merger)

Article 77 (1) The information that is required to be registered pursuant to the provisions of Article 79 of the Act in the registration of a company's incorporation due to a consolidation-type merger must be recorded in the registration record section of the registration record.

(2) The provisions of Article 65, paragraph (1) apply mutatis mutandis to the sending of a written application under the provisions of Article 83, paragraph (2) of the Act.

(3) Having registered the restoration of a registration due to the invalidation of a merger, a registrar must record a cancellation code the registration of the dissolution due to merger.

#### (Registration of Company Split)

Article 78 (1) The information that is required to be registered pursuant to the provisions of Article 84, paragraph (1) of the Act in the registration of an incorporation due to an incorporation-type company split must be recorded in the registration record section of the registration record.

(2) The provisions of Article 65, paragraph (1) apply mutatis mutandis to the sending of a written application under the provisions of Article 88, paragraph (2) of the Act.

#### (Registration of Share Exchange or Share Transfer)

Article 79 The provisions of Article 65, paragraph (1) apply mutatis mutandis to the sending of a written application under the provisions of Article 92, paragraph (2) of the Act.

#### (Closing a Registration Record and Related Registration Records)

Article 80 (1) The following registrations must be made in the registration record section:

(i) registration of relocation which is made in the former locality of the head office or a branch office, if the head office or branch office has been relocated to a place outside of the jurisdictional district of the registry office (excluding the case in which the head office is in the jurisdictional district of the registry office or there is another branch office in it);

(ii) registration of closure that is made in the former locality of a branch office, if the branch office has been closed (excluding the case in which the head office is in the jurisdictional district of the registry office or there is another branch office in it);

(iii) registration of dissolution due to entity conversion or merger;

(iv) registration of dissolution due to the invalidation of an entity conversion, the invalidation of a consolidation-type merger, or the invalidation of an incorporation-type company split;

- (v) registration of the completion of liquidation; and
  - (vi) registration of the conclusion of a special liquidation (but only if a ruling concluding a special liquidation has been issued due to the completion of the special liquidation).
- (2) Once a registration set forth in one of the items of the preceding paragraph has been made, a registrar must close the registration record.

Article 81 (1) A registrar may close the registration record, in any of the following cases:

- (i) when ten years have passed since the registration of the dissolution; or
  - (ii) when five years have passed since filing the notification under the provisions of the following paragraph or paragraph (3).
- (2) If a company notifies the registry office having jurisdiction in the locality of its head office that it has not completed its liquidation during the period that runs from two months prior to the end of the period set forth in item (i) or (ii) of the preceding paragraph until the time that the registration record is closed, a registrar may not close the registration record, notwithstanding the provisions of the preceding paragraph.
- (3) If a company notifies the registry office having jurisdiction in the locality of its head office that it has not completed its liquidation after a registrar has closed the registration record pursuant to the provisions of paragraph (1), a registrar must restore the registration record.
- (4) Having closed or restored a registration record pursuant to the provisions of paragraph (1) or (3), a registrar must notify the registry office in the locality of the branch office to that effect, without delay.
- (5) Having received the notice referred to in the preceding paragraph, a registrar must close or restore the registration record without delay.
- (6) The provisions of the second sentence of Article 45 apply *mutatis mutandis* when a registration record is restored pursuant to the provisions of paragraph (3) or the preceding paragraph.

(Requests on Recording Surnames of Officers or Other Persons, and Related Matters)

Article 81-2 (1) A person filing an application to register a company's incorporation, to register a liquidator, to register a change due to the assumption of office of an officer (meaning a director, company auditor, executive officer, accounting advisor, or financial auditor; hereinafter the same applies in this Article) or a liquidator, or to register a change in the surname of an officer or liquidator, may file a request for the surname that was used before marriage (excluding the case in which the surname is the same as the surname required to be recorded) by an officer or liquidator who has changed



surnames due to marriage and whose name is required to be recorded in the register as a result of the application, to also be recorded.

- (2) In order to make the request referred to in the preceding paragraph, an applicant must enter the following information in the written application for the registration referred to in that paragraph, and attach a document evidencing that information to the written application:
  - (i) the name of the officer or liquidator whose surname that was used before marriage is required to be recorded; and
  - (ii) the surname that was used before marriage by the officer or liquidator referred to in the preceding item.
- (3) If the request referred to in paragraph (1) has been filed, when making the registration related to the application referred to in that paragraph, a registrar is to record the information set forth in item (ii) of the preceding paragraph concerning the request referred to in that paragraph.
- (4) If an application is filed to register a change due to the reappointment of an officer for whom the information set forth in paragraph (2), item (ii) has been recorded, or if an application is filed to register a change of surname for an officer or liquidator for whom the information has been recorded, the registrar is not to register the information for the officer or liquidator whose name is required to be recorded in the register as a result of the application, only in the following cases:
  - (i) if the applicant makes a request indicating that they do not want the information to be recorded; and
  - (ii) if the information and the surname that to be recorded in the register are the same.
- (5) In order to make a request referred to in item (i) of the preceding paragraph, the applicant must enter the name of the officer or liquidator who does not want the information set forth in paragraph (2), item (ii) to be recorded in the written application for the registration referred to in that paragraph.

## **Section 6 Registration of General Partnership Companies**

(Documents to be Attached)

Article 82 The articles of incorporation must be attached to a written application if the filing of an application would give rise to grounds to invalidate the information to be registered unless provided for in the articles of corporation.

(Registration Concerning Extinguishment of Right to Execute Business or Authority of Representation of Member)

Article 83 Having registered the withdrawal of a member, a registrar must record a cancellation code of the registration of the extinguishment of the right

to execute business or the authority of representation of the member.

(Registration Concerning the Suspension of a Member's execution of Duties and Related Matters)

Article 84 Having registered a removal of member or the extinguishment of the right to execute business or the authority of representation of the member, a registrar must record a cancellation code the registration concerning a suspension of the member's execution of duties or concerning the person performing that member's duties in their place.

(Registration of Continuation)

Article 85 (1) Having registered a continuation pursuant to the provisions of Article 642, paragraph (1) of the Companies Act, a registrar must record a cancellation code the registration of the dissolution and the registrations of the liquidators and the liquidator representing the liquidating membership company.

(2) Having registered a continuation pursuant to the provisions of Article 845 of the Companies Act, a registrar must record a cancellation code the registration of the invalidation or revocation of the company's incorporation and the registrations of the liquidators and the liquidator representing the liquidating membership company.

(Registration of Liquidators)

Article 86 (1) Having registered a liquidator pursuant to the provisions of Article 928, paragraph (2) or (3) of the Companies Act, a registrar must record a cancellation code the registration of the representative member.

(2) The provisions of the preceding paragraph apply mutatis mutandis if a registrar has registered a dissolution as under Article 641, item (iv) or (vii) of the Companies Act or has registered the invalidation or revocation of a company's incorporation.

(Registration Concerning the Suspension of a Liquidator's execution of Duties and Related Matters)

Article 87 Having registered the dismissal of a liquidator pursuant to the provisions of Article 648, paragraph (3) of the Companies Act, a registrar must record a cancellation code the registration concerning a suspension in the liquidator's execution of duties or the person performing the liquidator's duties in their place.

(Registration of a Change of Kind of a Membership Company)

Article 88 The information that is required to be registered pursuant to the

provisions of Article 104 of the Act (excluding the company's date of incorporation) must be recorded in the registration record section of the registration record.

(Requests on Recording Surnames of Members or Other Persons and Related Matters)

Article 88-2 (1) A person filing an application to register a company's incorporation, to register a liquidator, to register a change due to admission of a member, to register a change due to the assumption of office of a liquidator, to register a change (including a change due to the assumption of office) of the person responsible for acting as the member representing a general partnership company, if that member is a corporation, or of the person responsible for acting as the liquidator representing a liquidating membership company, if that liquidator is a corporation (hereinafter such a person is referred to as a "person performing their duties" in this Article); or to register a change to the surname of a member, liquidator, or person performing their duties, may file a request for the surname that was used before marriage (excluding the case in which the surname is the same as the surname required to be recorded) by a member, liquidator, or person performing their duties who has changed surnames due to marriage and whose name is required be recorded in the register as a result of the application, to also be recorded.

(2) The provisions of Article 81-2, paragraphs (2) through (5) apply mutatis mutandis to the case referred to in the preceding paragraph. In such a case, the phrase "officer or liquidator" in the items of Article 81-2, paragraph (2) and Article 81-2, paragraphs (4) and (5) is deemed to be replaced with "member, liquidator, or person performing their duties", and the phrase "a change due to the reappointment of an officer for whom the information set forth in paragraph (2), item (ii) has been recorded, or if an application is filed to register a change of surnames for an officer or liquidator for whom such information has been recorded" in paragraph (4) of that Article is deemed to be replaced with "member, liquidator, or person performing their duties, for whom the information set forth in paragraph (2), item (ii) has been recorded".

(Provisions Applied Mutatis Mutandis)

Article 89 The provisions of Articles 62 through 64, Article 65, paragraph (1) and paragraphs (3) through (5), Article 71, Articles 76 through 78, Article 80 (excluding paragraph (1), item (vi)), and Article 81 apply mutatis mutandis to the registration of a general partnership company. In such a case, the term "entity conversion" in Article 80, paragraph (1), item (iii) is deemed to be replaced with "change of kind of a membership company, entity conversion".

## **Section 7 Registration of Limited Partnership Companies**

Article 90 The provisions of the preceding Section apply mutatis mutandis to registration of a limited partnership company.

## **Section 8 Registration of Limited Liability Companies**

(Registration of Dissolution)

Article 91 (1) Having registered a dissolution pursuant to the provisions of Article 641 (excluding items (v) and (vi)) of the Companies Act, a registrar must record a cancellation code the registrations of the members executing business and the representative member.

(2) The provisions of the preceding paragraph apply mutatis mutandis if a registrar has registered the invalidation or revocation of a company's incorporation.

(Provisions Applied Mutatis Mutandis)

Article 92 The provisions of Article 61, paragraph (9) and Section 6 (excluding Article 86) apply mutatis mutandis to a limited liability company. In such a case, the term "member" in Article 83 and Article 84 is deemed to be replaced with "member who executes business", the phrase "change due to admission of a member" in Article 88-2, paragraph (1) is deemed to be replaced with "change due to admission of a member who executes business or to grant of executive management authority", and the phrase "member, liquidator" in that paragraph and paragraph (2) of that Article is deemed to be "member who executes business, liquidator".

## **Section 9 Registration of Foreign Companies**

(Information to Be Stated in a Written Application)

Article 93 In order to apply for the registration of information regarding a matter that has arisen in a foreign country pursuant to the provisions of Article 933, paragraph (5) of the Companies Act, the applicant must state the date on which a written notice of that information reached a representative in Japan in the written application.

(Registration Record Required to be Registered)

Article 94 (1) A foreign company must be registered in a registration record corresponding to the type of register that is the most suitable for registering that foreign company.

(2) A registrar must record information that is required to be registered in the

section in that is the most suitable for recording that information.

(Record of the Law Governing Incorporation)

Article 95 Registration of the law governing the incorporation of a foreign company must be made in the trade name section, and registration of a foreign company's representative in Japan must be made in the member section or the officer section.

(Closing a Registration Record and Related Matters)

Article 96 (1) The following registrations must be made in the registration record section:

- (i) registration of a relocation which is made in the former locality of a business office if that business office has been relocated to a place outside of the jurisdictional district of the registry office (excluding the case in which there is another business office in the jurisdictional district of the registry office);
- (ii) registration of a closure which is made in the former locality of a business office if that business office has been closed (excluding the case in which there is another business office in the jurisdictional district of the registry office or the case in which the domicile of the representative in Japan is in the jurisdictional district of the registry office (but only if all the business offices in Japan have been closed));
- (iii) registration of the resignation of all of the representatives in Japan (limited to those who have domiciles in Japan) of a foreign company that has established business offices in Japan (unless an order commencing liquidation has been issued);
- (iv) registration of a relocation which is made in the locality of the former domicile of a foreign company's representative in Japan that has not established a business office in Japan, if that representative has relocated their domicile to a place outside of the jurisdictional district of the registry office (unless another representative in Japan is domiciled in the jurisdictional district of the registry office);
- (v) registration of the establishment of a business office which is made in the locality of the domicile of the foreign company's representative in Japan that has not established a business office in Japan, if that foreign company has established a business office outside of the jurisdictional district of the registry office;
- (vi) registration of the resignation of a representative in Japan of a foreign company that has not established a business office in Japan (excluding the case in which another domestic representative is domiciled in the jurisdictional district of the registry office or in which an order commencing liquidation has been issued); and

(vii) registration of the completion of liquidation.

(2) Once a registration set forth in one of the items of the preceding paragraph has been made, a registrar must close the registration record.

(Provisions Applied Mutatis Mutandis)

Article 97 (1) The provisions of Article 65, paragraph (1) apply mutatis mutandis to the sending of a written application under the provisions of Article 52, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 131 of the Act.

(2) The provisions of Articles 74 and 75 apply mutatis mutandis to the registration of a foreign company.

## **Section 10 Correction and Cancellation of Registrations**

(Documents to be Attached to Written Applications for Correction)

Article 98 If it is obvious from the written application for registration or its attached documents that the registration contains an error or omission, it is not required for documents evidencing the existence of the error or omission to be attached to a written application for correction. In such a case, that fact must be stated in the written application for correction.

(Correction of a Registration)

Article 99 (1) In order to correct a registration, a registrar must record a cancellation code the registered information required to be corrected, and if there is registered information for which a cancellation code is recorded as a result of the registration, the registration of that registered information must be restored.

(2) When a registration is corrected pursuant to the provisions of Article 133, paragraph (2) of the Act, a registrar must record the date of the permission for the correction.

(Cancellation of Registration)

Article 100 (1) In order to cancel a registration, a registrar must record a cancellation code the registered information required to be canceled, and if there is registered information for which a cancellation code is recorded as a result of the registration, the registration of that registered information must be restored; provided, however, that this does not apply if the registration record is required to be closed as a result of the registration being canceled.

(2) If a registration is canceled pursuant to the provisions of Article 137 or Article 138, paragraph (3) of the Act, a registrar must also record that fact.

(3) The provisions of Article 98 apply mutatis mutandis to an application for

cancellation of a registration.

### **Chapter III Special Provisions on Application for Registration Using an Electronic Data Processing System**

(Application for Registration Using an Electronic Data Processing System and Related Matters)

Article 101 (1) The following application, submission, notification, or request (hereinafter referred to as a "filing") may be filed by means of an electronic data processing system prescribed in Article 3, paragraph (1) of the Act on the Use of Information and Communications Technology pursuant to that paragraph; provided, however, that the filing must conform to the conditions specified by the Minister of Justice:

- (i) an application for registration (including a request for the issuance of a receipt that is filed at the same time; the same applies hereinafter);
- (ii) the submission of a seal impression or a notification to discontinue use of a seal (but only if an application for registration referred to in the preceding item is filed at the same time);
- (iii) a request for certification in the form of an electronic certificate; and
- (iv) a request for the issuance of a certificate of registered information or a seal registration certificate.

(2) The provisions of item (iv) of the preceding paragraph do not apply to the seal registration certificate that has been submitted by the representative of a corporation that is a guardian (or the person who should perform the duties of the representative, if the representative is a corporation) or by a person nominated to perform the duties of the trustee or equivalent person.

(3) The electronic data processing system specified by order of the competent ministry provided for in Article 6, paragraph (1) of the Act on Use of Information and Communications Technology means an electronic data processing system that uses telecommunications lines to connect the computer used by the registry office and a computer that is used by a person making a filing provided for in paragraph (1) and that complies with the technical standards specified by the Minister of Justice.

(4) The case specified by order of the competent ministry provided for in Article 6, paragraph (6) of the Act on Use of Information and Communications Technology is a case in which a registrar finds it necessary to check the original copy of a document or other documents associated with a filing.

(Means of Applying for a Registration)

Article 102 (1) In order to apply for a registration pursuant to the provisions of paragraph (1), item (i) of the preceding Article, an applicant or an applicant's

representative or agent (hereinafter referred to as the "applicant or equivalent person" in this Chapter), as specified by the Minister of Justice, must transmit data concerning the information that is required to be stated in a written application pursuant to the provisions of laws and regulations, for which the measures provided for in Article 33-4 have been taken (hereinafter referred to as "data required to be entered in a written application").

- (2) If there is a document that is required to be attached to a written application for registration pursuant to the provisions of laws and regulations (including an electronic or magnetic record prescribed in Article 19-2 of the Act), the applicant or equivalent person, as specified by the Minister of Justice, must transmit data that substitutes for that document, for which the person preparing the data (or the person preparing the data and the person certifying the data, if the data requires certification; the same applies in paragraph (5)) has taken the measures prescribed in the preceding paragraph (hereinafter referred to as "data substituting for the attached document"); provided, however, that this does not preclude the applicant or equivalent person from submitting or sending the relevant document to the registry office in lieu of transmitting the data substituting for the attached document.
- (3) When applying for a registration and transmitting the data required to be entered in a written application, an applicant or equivalent person (other than a privately appointed agent) must also transmit one of the following certificates evidencing the information necessary for confirming that the applicant or equivalent person has taken the measures provided for in paragraph (1):
  - (i) an electronic certificate prescribed in Article 33-8, paragraph (2) (including as applied *mutatis mutandis* pursuant to other ministerial orders);
  - (ii) an electronic signature certificate prepared pursuant to the provisions of Article 3, paragraph (1) of the Act on the Authentication Services of the Japan Agency for Local Authority Information Systems in Connection with Electronic Signatures and Electronic User Certificates;
  - (iii) an electronic certificate prepared by an accredited authentication service provider as prescribed in Article 8 of the Act on Electronic Signatures and Certification Business (Act No. 102 of 2000) (meaning an electronic certificate prescribed in Article 4, item (i) of the Regulations for Enforcement of the Act on Electronic Signatures and Certification Business (Order of the Ministry of Internal Affairs and Communications, Ministry of Justice, and Ministry of Economy, Trade and Industry No. 2 of 2001)) or any other electronic certificate that the Minister of Justice specifies as one that makes it possible to confirm who has taken the relevant measures, using information such as the person's name, address, and date of birth; or
  - (iv) if a government agency commissions the procedure, an electronic certificate



prepared by the government agency that the Minister of Justice specifies as one that makes it possible for a registrar to confirm who has taken the relevant measures.

- (4) If a person files an application for registration is to be filed by a privately appointed agent and transmits data required to be entered in a written application, one of the following certificates evidencing the information necessary for confirming that the agent has taken the measures prescribed in paragraph (1) must also be transmitted:
- (i) an electronic certificate set forth in one of the items of the preceding paragraph; or
  - (ii) an electronic certificate that makes it possible to confirm who has taken the relevant measures, which the Minister of Justice specifies as being equivalent to what is set forth in the preceding item.
- (5) When transmitting data substituting for the attached document, an applicant or equivalent person must also transmit the data provided for in the following items evidencing the information necessary for confirming that the person who prepared the relevant data has taken the measures prescribed in paragraph (1), in accordance with the category of data set forth in the relevant item:
- (i) data evidencing the authority of a privately appointed agent: an electronic certificate set forth in one of the items of paragraph (3);
  - (ii) data other than what is provided for in the preceding item: an electronic certificate set forth in one of the items of the preceding paragraph or an electronic certificate of a designated notary prescribed in Article 3, paragraph (1) of the Ministerial Order on Processes Relating to Electronic and Magnetic Records by Designated Notary.

(Special Provisions on Attached Documents)

Article 103 When applying for registration pursuant to the provisions of Article 101, paragraph (1), item (i), if an applicant or equivalent person transmits, as data substituting for an attached document referred to in paragraph (2), data that substitutes for a document evidencing a person's consent to assume office referred to in Article 61, paragraph (7), for which the director or equivalent person who has consented to assume office (or the director or equivalent person who constitutes the principal that has consented to assume office, if an adult guardian or curator has agreed, on behalf of the principal, for the principal to assume office; hereinafter the same applies in this Article) has taken the measures provided for in Article 33-4, and also transmits an electronic certificate set forth in paragraph (3), item (ii) or (iii) of the preceding Article pursuant to the provisions of paragraph (5), item (ii) of that Article, the provisions of Article 61, paragraph (7) concerning the director or equivalent person who has agreed to assume office do not apply to the application.

(Special Provisions on Application Document Files)

Article 104 If an application for registration is filed pursuant to the provisions of Article 101, paragraph (1), item (i), a registrar must place a document stating the content of the data required to be entered in the written application and data substituting for the attached documents into an application document file, in order to make them available for inspection as under the first sentence of Article 11-2 of the Act.

(Means of Paying Fees When an Electronic Data Processing System Is Used to Apply for a Registration)

- Article 105 (1) When an application for registration under the provisions of Article 49, paragraph (1) of the Act is filed by the means prescribed in Article 101, paragraph (1) and cash is used to pay the fees, a person must pay the fees using the means based on the payment information obtained from a registrar.
- (2) When an application for registration under the provisions of Article 49, paragraph (1) of the Act is filed by the means prescribed in Article 101, paragraph (1) and revenue stamps are used to pay the fees, the phrase "the document referred to in paragraph (1)" in Article 63, paragraph (3) is deemed to be replaced with "the documents specified by a registrar", and the relevant provisions apply.
- (3) The provisions of the preceding two paragraphs apply mutatis mutandis to the registration of a membership company.

(Means of Submitting a Seal Impression or Filing a Notification to Discontinue Use of a Seal)

- Article 106 (1) When submitting a seal impression or filing a notification to discontinue use of a seal pursuant to the provisions of Article 101, paragraph (1), item (ii), the person submitting the seal impression or filing the notification to discontinue use of the seal or that person's agent (referred to as the "submitter, filer, or agent" in the following paragraph), as specified by the Minister of Justice, must transmit data concerning the information that is required to be stated or clarified in the document referred to in Article 9, paragraph (1) or the information that is required to be stated in the document referred to in paragraph (7) of that Article and for which the person submitting the seal impression or filing the notification to discontinue use of the seal has taken the measures provided for in Article 33-4 (referred to as "transmission of submission or filing data" in paragraph (3)).
- (2) If there is a document that is required to be attached to the document referred to in Article 9, paragraph (1) or (7), the submitter, filer, or agent, as specified by the Minister of Justice, must transmit data that substitutes for

that document and for which the person preparing the data has taken the measures prescribed in the preceding paragraph (referred to as "the transmission of data substituting for an attached document when submitting a seal impression or filing a notification to discontinue use of a seal" in the following paragraph).

- (3) The provisions of Article 102, paragraph (3) apply mutatis mutandis to the transmission of submission or filing data, and the provisions of paragraph (5) of that Article apply mutatis mutandis to the transmission of data substituting for an attached document when submitting a seal impression or filing a notification to discontinue use of a seal.

(Means of Requesting Certification in the Form of an Electronic Certificate)

Article 106-2 (1) When requesting certification in the form of an electronic certificate pursuant to the provisions of Article 101, paragraph (1), item (iii), an applicant or equivalent person, as specified by the Minister of Justice, must transmit data concerning the information that is required to be entered in a written application referred to in Article 33-6, paragraph (1), for which the measures provided for in Article 33-4 have been taken (referred to as "the transmission of application data for a certification request" in paragraph (4)).

(2) An applicant or equivalent person, as specified by the Minister of Justice, must transmit the electronic or magnetic record that is required to be submitted pursuant to the provisions of Article 33-6, paragraph (1) and the data substituting for the document that is required to be attached to a written application pursuant to the provisions of paragraph (7) of that Article.

(3) If there is a document that is required to be attached to a written application referred to in Article 33-6, paragraph (1) in addition to the document prescribed in the preceding paragraph, the applicant or equivalent person, as specified by the Minister of Justice, must transmit data that substitutes for that document and for which the person preparing the data has taken the measures prescribed in paragraph (1) (referred to as "the transmission of data substituting for an attached document for a certification request" in the following paragraph).

(4) The provisions of Article 102, paragraphs (3) and (4) apply mutatis mutandis to the transmission of application data for a certification request, and the provisions of paragraph (5) of that Article apply mutatis mutandis to the transmission of data substituting for an attached document for a certification request.

(5) The part of the provisions of Article 33-7, paragraph (1) that concerns the entry of information on the written application does not apply to a request under the provisions of paragraph (1).

(6) When a person requests certification in the form of an electronic certificate by

the means prescribed in Article 101, paragraph (1), they must pay the fees by the means of making a payment based on the payment information obtained from a registrar.

(Means of Requesting the Issuance of Certificate of Registered Information)

- Article 107 (1) When requesting the issuance of a certificate of registered information or a seal registration certificate pursuant to the provisions of Article 101, paragraph (1), item (iv), an applicant or equivalent person, as specified by the Minister of Justice, must transmit data concerning the information set forth in the following items (or, if requesting the issuance of a seal registration certificate, data concerning the information for which the measures prescribed in Article 102, paragraph (1) have been taken):
- (i) information required to be stated in a written application pursuant to the provisions of these Regulations;
  - (ii) an indication that the applicant or equivalent person will receive issuance of the certificate of registered information at the registry office, if that person is asking to be issued a certificate of registered information (excluding the case prescribed in item (iv));
  - (iii) an indication that the applicant or equivalent person will receive issuance of the seal registration certificate at the registry office and the seal registration card number, if that person is asking to be issued a seal registration certificate (excluding the case prescribed in item (v));
  - (iv) an indication that the applicant or equivalent person is asking to be sent a certificate of registered information, if this is the case, and the address to send the certificate to; and
  - (v) an indication that the applicant or equivalent person is asking to be sent a seal registration certificate, if this is the case, and the seal registration card number and the address to send the certificate to.
- (2) If an applicant or equivalent person makes a request under the provisions of the preceding paragraph through an agent, data that substitutes for a document evidencing the authority of the agent (if this is a request for issuance of a seal registration certificate, the data for which the person preparing the data has taken the measures prescribed in Article 102, paragraph (1)) must also be transmitted, as specified by the Minister of Justice.
- (3) The provisions of Article 102, paragraph (3), paragraph (4), and paragraph (5), item (i) apply mutatis mutandis to an electronic certificate that is required to be transmitted together with the data referred to in the preceding two paragraphs when an applicant or equivalent person requests for issuance of a seal registration certificate pursuant to the provisions of paragraph (1).
- (4) The provisions of Article 22, paragraph (2) (if an applicant or equivalent person is requesting issuance of a seal registration certificate, limited to when

they ask for the seal registration certificate to be sent (hereinafter referred to as a "request to be sent a seal registration certificate")), Article 28, paragraph (2), Article 33, and the part of Article 29 that concerns entering information on a written application do not apply to a request under the provisions of paragraph (1).

- (5) When seeking to be issued a certificate of registered information pursuant to the provisions of paragraph (1) (except when seeking to have the certificate of registered information sent), an applicant or equivalent person must submit the document specified by the Minister of Justice.
- (6) To apply the provisions of Article 22, paragraph (2) to a request for issuance of a seal registration certificate pursuant to the provisions of paragraph (1) (excluding a request to be sent a seal registration certificate), the phrase "when submitting the written application referred to in the preceding paragraph" in that paragraph is deemed to be replaced with "when seeking for issuance of a seal registration certificate pursuant to the provisions of Article 107, paragraph (1)", and the phrase "present a seal registration card" in that paragraph is deemed to be replaced with "submit the document specified by the Minister of Justice and present a seal registration card".
- (7) When requesting issuance of a certificate of registered information or a seal registration certificate by the means prescribed in Article 101, paragraph (1), a person must pay the fees by the means of making a payment based on the payment information obtained from a registrar.

(Measures to Clarify the Name of the Person in Question)

Article 108 The measures clarifying the name or trade name that are specified by order of the competent ministry provided for in Article 6, paragraph (4) of the Act on Use of Information and Communications Technology are measures provided for in the following items in accordance with the category set forth in that item:

- (i) an application for registration under the provisions of Article 102, paragraph (1), submission of a seal impression or a notification to discontinue use of a seal under the provisions of Article 106, paragraph (1), a request for certification in the form of an electronic certificate under the provisions of Article 106-2, paragraph (1), or a request for issuance of a seal registration certificate under the provisions of paragraph (1) of the preceding Article: measure prescribed in Article 102, paragraph (1) taken by the person who is required to provide a signature or take other such actions; and
- (ii) a request for issuance of a certificate of registered information under the provisions of paragraph (1) of the preceding Article: measure of entering data regarding the name of the applicant or equivalent person.

## Chapter IV Miscellaneous Provisions

(Means of Registration by Order of the Director of the Legal Affairs Bureau or District Legal Affairs Bureau)

Article 109 When making a registration based on an order by the Director of the Legal Affairs Bureau or District Legal Affairs Bureau, a registrar must also record the name of the Director of the Legal Affairs Bureau or District Legal Affairs Bureau who issued the order, the date of the order, and the fact that the registration is being made based on the order.

(Information to be Stated in a Written Application for Registration Due to Merger, Company Split, or Share Transfer)

Article 110 Having filed a notification under the provisions of Article 15, paragraph (2), Article 15-2, paragraph (2) or (3), or Article 15-3, paragraph (2) of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947) for a merger, company split, or share transfer, an applicant or equivalent person must enter the date of the notification in the written application to register a change or incorporation of an entity due to a merger, to register a change due to an absorption-type company split to be made by the company succeeding in the absorption-type company split or to register incorporation due to an incorporation-type company split, or to register incorporation due to a share transfer; if a period has been shortened pursuant to the provisions of the proviso to Article 10, paragraph (8) of that Act as applied mutatis mutandis pursuant to Article 15, paragraph (3), Article 15-2, paragraph (4), or Article 15-3, paragraph (3) of that Act, the applicant or equivalent person must also enter the shortened period in the written application.

(Attached Documents for Registration by a Trustee or Equivalent Person)

Article 111 The provisions of Article 9-4, paragraph (2) apply mutatis mutandis if a person nominated to perform the duties of the trustee or equivalent person files an application for registration.

(Registration Concerning Civil Rehabilitation)

Article 112 (1) The following registrations must be made in the member section or the officer section:

- (i) registration concerning the disposition under the provisions of Article 54, paragraph (1) of the Civil Rehabilitation Act;
- (ii) registration concerning the disposition under the provisions of Article 64, paragraph (1) of the Civil Rehabilitation Act; and
- (iii) registration concerning the disposition under the provisions of the first

sentence of Article 79, paragraph (1) of the Civil Rehabilitation Act (including as applied mutatis mutandis pursuant to paragraph (3) of that Article).

- (2) In the case set forth in one of the following items, a registrar must record a cancellation code the registration provided for in that item:
- (i) when having registered the commencement of rehabilitation proceedings: the registration set forth in item (iii) of the preceding paragraph;
  - (ii) when having registered the revocation of an order commencing rehabilitation proceedings or the disconfirmation of the rehabilitation plan: the registration of the commencement of the rehabilitation proceedings and the registrations set forth in items (i) and (ii) of the preceding paragraph; and
  - (iii) when having registered the completion of rehabilitation proceedings, the discontinuance of rehabilitation proceedings, or the revocation of the rehabilitation plan: the registration of the commencement of the rehabilitation proceedings, the registrations set forth in items (i) and (ii) of the preceding paragraph, and the registration of the confirmation of the rehabilitation plan.

(Registration Concerning Corporate Reorganization)

Article 113 (1) The following registrations must be made in the officer section:

- (i) registration concerning the disposition under the provisions of Article 30, paragraph (1) or Article 35, paragraph (1) of the Corporate Reorganization Act (including as applied mutatis mutandis pursuant to Article 44, paragraph (2) of that Act);
  - (ii) registration concerning a trustee pursuant to the provisions of the Corporate Reorganization Act; and
  - (iii) registration concerning provisions of a reorganization plan or an order of the court pursuant to the provisions of the first sentence of Article 72, paragraph (4) of the Corporate Reorganization Act.
- (2) In the case set forth in one of the following items, a registrar must record a cancellation code the registration provided for in that item:
- (i) when having registered the commencement of reorganization proceedings: the registration set forth in item (i) of the preceding paragraph;
  - (ii) when having registered the revocation of an order commencing reorganization proceedings: the registration of the commencement of the reorganization proceedings and the registration set forth in item (ii) of the preceding paragraph;
  - (iii) when having registered the revocation of provisions of the reorganization plan or an order of the court pursuant to the provisions of the first sentence of Article 72, paragraph (4) of the Corporate Reorganization Act: the

registration set forth in item (iii) of the preceding paragraph; and  
(iv) when having registered the completion of reorganization proceedings, the discontinuance of reorganization proceedings, or the disconfirmation of the reorganization plan: the registration of the commencement of the reorganization proceedings, the registrations set forth in items (ii) and (iii) of the preceding paragraph, and the registration of the confirmation of the reorganization plan.

(Registration Concerning Recognition and Assistance Procedures)

Article 114 (1) The following registrations must be made in the member section or the officer section:

- (i) registration concerning the disposition under the provisions of Article 32, paragraph (1) of the Act on Recognition of and Assistance for Foreign Insolvency Proceedings; and
  - (ii) registration concerning the disposition under the provisions of Article 51, paragraph (1) of the Act on Recognition of and Assistance for Foreign Insolvency Proceedings (including as applied *mutatis mutandis* pursuant to paragraph (3) of that Article).
- (2) In the case set forth in one of the following items, a registrar must record a cancellation code the registration provided for in that item:
- (i) when having registered a revocation or loss of effect pursuant to the provisions of Article 9, paragraph (3) of the Act on Recognition of and Assistance for Foreign Insolvency Proceedings: the registrations set forth in the items of the preceding paragraph; or
  - (ii) when having registered a revocation or loss of effect pursuant to the provisions of Article 9, paragraph (5) of the Act on Recognition of and Assistance for Foreign Insolvency Proceedings: the stay order prescribed in paragraph (4) of that Article.

(Registration Concerning a Receiver of the Insurer)

Article 115 (1) Registration concerning the disposition under the provisions of Article 241, paragraph (1) of the Insurance Business Act must be made in the member section or the officer section.

- (2) In the registration referred to in the preceding paragraph, a registrar must also record the name or trade name, address, and the head office or principal office of the receiver of the insurer referred to in Article 241, paragraph (1) of the Insurance Business Act.

(Registration Concerning a Financial Administrator)

Article 116 The provisions of the preceding Article apply *mutatis mutandis* to a registration concerning an order under the provisions of Article 74, paragraph



(1) of the Deposit Insurance Act.

(Registration Concerning Bankruptcy)

Article 117 (1) The following registrations must be made in the member section or the officer section:

- (i) registration concerning a bankruptcy trustee; and
- (ii) registration concerning the disposition under the provisions of Article 91, paragraph (1) of the Bankruptcy Act.

(2) In the case set forth in one of the following items, a registrar must record a cancellation code the registration provided for in that item:

- (i) when having registered the commencement of bankruptcy proceedings: the registration set forth in item (ii) of the preceding paragraph;
- (ii) when having registered the revocation of an order commencing bankruptcy proceedings: the registration of the commencement of the bankruptcy proceedings and the registration set forth in item (i) of the preceding paragraph; and
- (iii) when having registered the discontinuance of bankruptcy proceedings pursuant to the provisions of Article 218, paragraph (1) of the Bankruptcy Act: the registration set forth in item (i) of the preceding paragraph.

(3) In the following cases, a registrar must close the registration record:

- (i) when having registered the completion of bankruptcy proceedings; and
- (ii) when having registered the discontinuance of bankruptcy proceedings under the provisions of Article 216, paragraph (1) or Article 217, paragraph (1) of the Bankruptcy Act.

(Notice of a Civil Fine Cases)

Article 118 Upon learning in the course of duty that there is a person who should be subject to a civil fine, a registrar must notify the district court with jurisdiction of the case without delay.

### **Supplementary Provisions**

(Effective Date)

(1) This Ministerial Order comes into effect as of April 1, 1964.

(Repeal of Order of the Attorney-General's Office)

(2) The Regulations on Commercial Registrations (Order of the Attorney-General's Office No. 112 of 1951; hereinafter referred to as "the former Regulations") are hereby repealed.

(Recompilation of the Pages of Registers)

- (3) Registry offices must recompile register pages under the former Regulations (hereinafter each such page is referred to as an "old register page") into register pages under this Ministerial Order (hereinafter referred to as "the new Regulations"; and each such page is hereinafter referred to as a "new register page").
- (4) A registry office is to perform the recompilation under the preceding paragraph by transferring the currently valid registrations that have been made in the old register pages, to the new register pages.
- (5) Having transferred a registration pursuant to the provisions of the preceding paragraph, a registrar must enter the fact that the registration has been transferred pursuant to paragraph (4) of the Supplementary Provisions of this Ministerial Order and the date of the transfer in both the old and new register pages, affix the registrar's seal to them, and make the old register pages inactive.

(Transitional Measures Applicable Until Recompilation of Register Pages)

- (6) Until register pages are recompiled pursuant to the provisions of paragraph (3) of the Supplementary Provisions, prior laws continue to govern the old register pages and the procedures for registrations to be made in them; provided, however, that the provisions of the new Regulations (other than Article 35, paragraph (1)) apply to the registration application procedures.
- (7) Notwithstanding the provisions of the preceding paragraph, a registry office may use a page for one of the sections under the new Regulations (including any paper that is the same as one of the pages of the purpose section or the officer section and that has been submitted pursuant to the provisions of Article 80, paragraph (1) or (2) of the new Regulations (including as applied mutatis mutandis pursuant to Article 93 of the new Regulations)) as a part of the old register pages. In such a case, if there is a currently valid registration that the provisions of the new Regulations would require to be made in a page for one of those sections, a registrar must transfer the registration to a page for the relevant section, enter in that page the fact that the registration has been transferred pursuant to paragraph (7) of the Supplementary Provisions of this Ministerial Order and the date of the transfer, affix their seal to it, and use red ink to cross out the former registration that has been transferred.
- (8) If a page for one of the sections under the new Regulations has been used as a part of the old register pages pursuant to the provisions of the preceding paragraph, the provisions of paragraphs (4) and (6) of the Supplementary Provisions do not apply to a registration that the provisions of the new Regulations would require to be made in a page for such a section, nor do they apply to the procedures for such a registration.

(Register Pages of Stock Companies at Designated Registry Offices)

- (9) A register page based on the format of Appendix 18 of the former Regulations is deemed to have been recompiled pursuant to the provisions of paragraph (3) of the Supplementary Provisions.
- (10) A "number of register pages" section must be created for register pages referred to in the preceding paragraph, in accordance with the format of Appendix 7 of the new Regulations.

(Seal Registration Papers)

- (11) A seal registration paper under the provisions of the former Regulations which concerns a person who is required to submit a seal impression to the relevant registry office pursuant to the provisions of the Act, a manager, or a trustee under the Corporate Reorganization Act, is deemed to be a seal registration paper under the provisions of the new Regulations.
- (12) A registrar must draw a red X over the address and name section of a seal registration paper under the provisions of the former Regulations other than the paper referred to in the preceding paragraph.

(Recompilation of the Trade Name Register Page)

- (13) The register page for trade name that has two or more business offices registered at the time of enforcement of the new Regulations must be recompiled for each business office.

(Register Pages for Minors)

- (14) A register page for a minor which exists at the time of enforcement of the new Regulations must be made inactive once 20 years have passed since the creation of the register page.

(Registration of a Company's Manager)

- (15) In order to transfer the registration of a company's manager to the company's register pursuant to the provisions of Article 42, paragraph (1) of the Act on Arrangement, etc., of Relevant Acts Incidental to the Enforcement of the Commercial Registration Act (Act No. 126 of 1963), a registrar must transfer the information set forth in Article 51, paragraph (1), item (i), item (iv), and item (v) of the Act which is contained in the registration for the company's manager to the "other information" section of the company's register pages; provided, however, that if the company's register pages have not been recompiled pursuant to the provisions of paragraph (3) of the Supplementary Provisions, the registrar must transfer that information to the spare section, or bind the existing register pages concerning the manager into the company's register.

- (16) When transferring a registration under the provisions of the preceding paragraph, a registrar must enter in both of the register pages the fact that the registration has been transferred and the date of the transfer, affix their seal to them, and make the register pages for the manager inactive.
- (17) An existing register page for a manager which has been bound into a company's register pursuant to the provisions of the proviso to paragraph (15) of the Supplementary Provisions is deemed to be a page of the spare section. In such a case, a registrar must use red ink to cross out information other than that which is set forth in Article 51, paragraph (1), item (i), item (iv), and item (v) of the Act, and if there is any blank space on that page or on an existing page of the spare section, a registrar must draw a red X over it.
- (18) Notwithstanding the provisions of the main clause of paragraph (6) of the Supplementary Provisions, the provisions of Article 66 of the new Regulations apply to the registration of a company's manager after it is transferred or its register page is bound pursuant to the provisions of the proviso to paragraph (15) of the Supplementary Provisions.
- (19) If there is registration of a manager which cannot be transferred or whose register page cannot be bound as under paragraph (15) of the Supplementary Provisions, a registrar must make that manager's register pages inactive.
- (20) Prior provisions apply in situations to which the Procedures for Handling Commercial Registrations (Ministerial Order No. 58 of 1939) apply mutatis mutandis as provided in another order.

**Supplementary Provisions [Ministry of Justice Order No. 15 of March 31, 1966]**

This Ministerial Order comes into effect as of April 1, 1966.

**Supplementary Provisions [Ministry of Justice Order No. 13 of March 14, 1967]**

- (1) This Ministerial Order comes into effect as of April 1, 1967.
- (2) After the enforcement of this Ministerial Order, the sections for the total number of issued shares, for the distinction between par value and no par value, and for the classes and numbers of shares in a stock company's register pages prior to the amendment by this Ministerial Order which already exist at the time of enforcement of this Ministerial Order are deemed to be the sections for the total number of issued shares and for the classes and numbers of shares.
- (3) A registrar, ex officio, must use red ink to cross out any registration of the distinction between par value and no par value of issued shares which has already been made at the time of enforcement of this Ministerial Order.

(4) A paper that is identical to a stock company's register page that is based on a format prior to the amendment by this Ministerial Order, and a page based on the format of Appendix 12, which already exists at the time of enforcement of this Ministerial Order, may continue to be used after the enforcement of this Ministerial Order until otherwise provided for by law. This being the case, the provisions of paragraph (2) apply mutatis mutandis.

**Supplementary Provisions [Ministry of Justice Order No. 40 of July 29, 1967]**

This Ministerial Order comes into effect as of August 1, 1967.

**Supplementary Provisions [Ministry of Justice Order No. 43 of September 1, 1967]**

This Ministerial Order comes into effect as of September 20, 1967.

**Supplementary Provisions [Ministry of Justice Order No. 81 of December 27, 1972]**

(Effective Date)

(1) This Ministerial Order comes into effect as of March 1, 1973.

(Transitional Provisions)

(2) Notwithstanding the provisions of Article 9, paragraphs (2) through (4), Article 82, paragraph (2), or Article 93, paragraph (1) of the Regulations on Commercial Registrations as amended by this Ministerial Order, prior laws continue to govern a seal impression submitted or an application for registration filed prior to the enforcement of this Ministerial Order.

**Supplementary Provisions [Ministry of Justice Order No. 80 of December 17, 1973] [Extract]**

(1) This Ministerial Order comes into effect as of January 1, 1974.

**Supplementary Provisions [Ministry of Justice Order No. 25 of April 2, 1974]**

This Ministerial Order comes into effect as of the date of promulgation.

**Supplementary Provisions [Ministry of Justice Order No. 35 of April 20,**

1977]

(Effective Date)

- (1) This Ministerial Order comes into effect as of May 1, 1977.

(Transitional Measures for Register Pages)

- (2) A register page that already exists at the time of enforcement of this Ministerial Order is deemed to be a register page under the provisions of the amended Regulations on Commercial Registrations or Regulations on Corporate Registrations. This being the case, any spare section page in the register pages prepared in the format of Appendix 7 format prior to the amendment by this Ministerial Order, on which a registration concerning convertible bonds and any other registration has been made, is deemed to be a spare section page or a convertible bonds section page in the register pages prepared in the format of Appendix 7 as amended by this Ministerial Order; any spare section page on which only registrations concerning convertible bonds have been made is deemed to be a convertible bonds section page in the register pages prepared in the format of Appendix 7 as amended by this Ministerial Order; and any trade name or purpose section page in the register pages prepared in the format of Appendix 8 prior to the amendment by this Ministerial Order is deemed to be a trade name or capital section page and a purpose section page in the register pages prepared in the format of Appendix 8 as amended by this Ministerial Order.

(Transitional Measures for Registrations Concerning Convertible Bonds and Other Registrations)

- (3) If a registration concerning convertible bonds or any other registration has already been made on an existing page of the spare section and a registrar is to register the information that, after the enforcement of this Ministerial Order, is required to be registered in the convertible bonds section or the "other information" section, the registrar must transfer the currently valid registration concerning the convertible bonds to a new convertible bonds section page, or any other currently valid registration to a new spare section page. In such a case, a registrar must enter in the new page that fact that registration has been transferred pursuant to the provisions of paragraph (3) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations and the Regulations on Corporate Registrations (Ministry of Justice Order No. 35 of 1977), and the date of the transfer, affix their seal to it, and use red ink to cross out the former registration that has been transferred.

(Transitional Measures for Registrations Concerning the Purpose of Limited Liability Companies)

- (4) After the enforcement of this Ministerial Order, any information required to be registered in the purpose section with regard to a limited liability company must be registered in the new purpose section page. This being the case, if there is any blank space on an existing page of the purpose section, a registrar must draw a red X over it.

(Transitional Measures for Seal Impressions and Seal Registration Papers)

- (5) Seal impressions and seal registration papers that exist at the time of enforcement of this Ministerial Order are deemed to be seal impressions and seal registration papers submitted pursuant to the provisions of the amended Regulations on Commercial Registrations.

(Interim Measures for Papers That Are Identical to Register Pages)

- (6) A paper that is identical to a register page under the provisions of the Regulations on Commercial Registrations or Regulations on Corporate Registrations prior to the amendment, which already exists at the time of enforcement of this Ministerial Order (other than a paper that is identical to the trade name or purpose section page of a limited liability company) may be used for one year after the enforcement of this Ministerial Order. In such a case, the provisions of the first sentence of paragraph (2) of the Supplementary Provisions apply mutatis mutandis.

**Supplementary Provisions [Ministry of Justice Order No. 7 of February 1, 1980]**

- (1) This Ministerial Order comes into effect as of February 15, 1980.

**Supplementary Provisions [Ministry of Justice Order No. 48 of September 16, 1981]**

This Ministerial Order comes into effect as of October 1, 1981.

**Supplementary Provisions [Ministry of Justice Order No. 36 of July 16, 1982]**

(Effective Date)

- (1) This Ministerial Order comes into effect as of October 1, 1982.

(Transitional Measures for Registration of Changes to Shareholders Meeting

Resolutions)

- (2) If a resolution at a shareholders meeting, organizational meeting, or general meeting of members has been made prior to the enforcement of this Ministerial Order, prior laws continue to govern the registration of a change or non-existence of the resolution.

**Supplementary Provisions [Ministry of Justice Order No. 33 of June 24, 1985]**

- (1) This Ministerial Order comes into effect as of July 1, 1985.
- (2) When using revenue stamps to pay fees pursuant to the provisions of Article 8 of the Supplementary Provisions of the Registration Special Account Act (Act No. 54 of 1985), a person must make the payment by affixing the revenue stamps to the written application or written request.

**Supplementary Provisions [Ministry of Justice Order No. 7 of February 13, 1986]**

(Effective Date)

- (1) This Ministerial Order comes into effect as of March 1, 1986.

(Transitional Measures for the Register Pages of Limited Liability Companies)

- (2) A spare section page in the register pages of a limited liability company for which a registration concerning a branch office has already been made at the time of enforcement of this Ministerial Order is deemed to be a spare section page and branch office section page in the register pages prepared in the format of Appendix 8 as amended by this Ministerial Order.

(Transfer of Registration Concerning the Branch Office of a Limited Liability Company)

- (3) In the case referred to in the preceding paragraph, when registering information that, after the enforcement of this Ministerial Order, is required to be registered in the "other information" section or the branch office section, a registrar must transfer the currently valid registration concerning the branch office to a new branch office section page. In such a case, the registrar must enter in the new page the fact that the registration has been transferred pursuant to the provisions of paragraph (3) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations and the Regulations on Corporate Registrations (Ministry of Justice Order No. 7 of 1986) and the date of the transfer, affix their seal to it, and use red ink to cross out the former registration that has been transferred.



(Transitional Measures for the Convertible Bonds Section Pages)

- (4) Notwithstanding the provisions of Article 4, paragraph (2), Article 44, paragraph (1), and Article 86-2 of the Regulations on Commercial Registrations as amended by this Ministerial Order, prior laws continue to govern the convertible bonds section pages of a stock company for which a registration concerning convertible bonds has already been made at the time of enforcement of this Ministerial Order, until registration concerning convertible bonds is made for that stock company after the enforcement of this Ministerial Order.

(Transferring Registrations Concerning Convertible Bonds)

- (5) If registrations concerning convertible bonds for different classes (or for convertible bonds that have different serial numbers, if the total amount of bonds has been issued in installments) have been made in the register pages of a stock company, in making a registration concerning convertible bonds for that stock company after the enforcement of this Ministerial Order, a registrar must transfer the currently valid registrations concerning those convertible bonds to a new page, by class (or by serial number, if the total amount of bonds has been issued in installments); provided, however, that when finding it to be appropriate to do so, a registrar may choose not to transfer a registration concerning a certain class of convertible bonds (or concerning convertible bonds that have a certain serial number, if the total amount of bonds has been issued in installments).
- (6) Having transferred all of the currently valid registrations pursuant to the provisions of the preceding paragraph, a registrar must enter in both the existing page and the new page that they have been transferred pursuant to the provisions of paragraph (5) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations and the Regulations on Corporate Registrations (Ministry of Justice Order No. 7 of 1986) and the date of the transfer, affix their seal to them, and make the existing page inactive; having transferred part of the currently valid registrations, a registrar must enter in the new page that they have been transferred pursuant to the provisions of paragraph (5) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations and the Regulations on Corporate Registrations (Ministry of Justice Order No. 7 of 1986) and the date of the transfer, affix their seal to it, and use red ink to cross out the former registrations that have been transferred.

(Application Mutatis Mutandis to Bonds with Warrants)

- (7) The provisions of paragraph (4) apply mutatis mutandis to a bond with

warrants section page, and the provisions of paragraph (5) and the preceding paragraph apply mutatis mutandis to the transfer of a registration concerning bonds with warrants.

**Supplementary Provisions [Ministry of Justice Order No. 15 of April 28, 1989]**

(Effective Date)

- (1) This Ministerial Order comes into effect as of May 1, 1989.

(Recompilation of Commercial Registers)

- (2) Designated registry offices must recompile registers related to affairs that are required to be handled using an electronic data processing system pursuant to the provisions of Article 101 of the Regulations on Commercial Registrations as amended by Article 1 into registers referred to in Article 113-2, paragraph (1) of the Commercial Registration Act; provided, however, that this does not apply to affairs not suitable for handling by an electronic data processing system.
- (3) A designated registry office is to perform the recompilation of a register under the provisions of the preceding paragraph by transferring the currently valid registrations that have been made in the register pages into a registration record; the date of the assumption of office is also to be transferred for the registration of a director, representative director, or company auditor (other than a date entered in an inactive register page); and registered information related to the most recent change of the currently valid registrations for registration of the trade name and head office (other than any registered information entered in an inactive register page) is also to be transferred.
- (4) Having transferred a registration pursuant to the provisions of the preceding paragraph, a registrar must record in the registration record the fact that a transfer has been made pursuant to the provisions of paragraph (3) of the Supplementary Provisions of the Ministerial Order for Partial Amendment of the Regulations on Commercial Registrations and Other Regulations (Ministry of Justice Order No. 15 of 1989) and the date of the transfer, and their identification number.
- (5) Having transferred a registration pursuant to the provisions of paragraph (3), a registrar must enter in the register page the fact that a transfer has been made pursuant to the provisions of paragraph (3) of the Supplementary Provisions of the Ministerial Order for Partial Amendment of the Regulations on Commercial Registrations and Other Regulations (Ministry of Justice Order No. 15 of 1989) and the date of the transfer, affix their seal to it, and make the register page inactive.

(Recording Seal Impressions)

- (6) If, pursuant to the provisions of Article 101 of the Regulations on Commercial Registrations as amended by Article 1, a designated registry office is required to use an electronic data processing system to handle affairs related to seal impressions, it must record the submitted seal impression and information stated in seal registration papers on a magnetic disk (including an object that can securely record certain information by equivalent means); provided, however, that this does not apply to affairs not suitable for handling by an electronic data processing system.
- (7) In the case prescribed in the main clause of the preceding paragraph, if the submitted seal impression is not suitable to be recorded, a registrar may ask a person to resubmit the seal impression or to take other appropriate measures.
- (8) The seal registration paper referred to in paragraph (6) must be preserved for five years from the day the information was recorded as under that paragraph.

(Recompilation of the Registers of Corporations and Foreign Corporations)

- (9) The provisions of paragraph (2) through the preceding paragraph apply mutatis mutandis when affairs related to corporations and foreign corporations are handled using an electronic data processing system at a designated registry office.

**Supplementary Provisions [Ministry of Justice Order No. 11 of March 22, 1990]**

(Effective Date)

This Ministerial Order comes into effect as of April 1, 1990.

**Supplementary Provisions [Ministry of Justice Order No. 38 of November 1, 1990]**

This Ministerial Order comes into effect as of January 1, 1991.

**Supplementary Provisions [Ministry of Justice Order No. 43 of December 25, 1990]**

This Ministerial Order comes into effect as of April 1, 1991.

**Supplementary Provisions [Ministry of Justice Order No. 3 of January 24, 1994]**

This Ministerial Order comes into effect as of April 1, 1994.

**Supplementary Provisions [Ministry of Justice Order No. 16 of March 15, 1996]**

This Ministerial Order comes into effect as of April 1, 1996.

**Supplementary Provisions [Ministry of Justice Order No. 69 of November 18, 1996]**

This Ministerial Order comes into effect as of December 1, 1996.

**Supplementary Provisions [Ministry of Justice Order No. 52 of September 5, 1997]**

This Ministerial Order comes into effect as of October 1, 1997.

**Supplementary Provisions [Ministry of Justice Order No. 55 of September 19, 1997]**

This Ministerial Order comes into effect as of October 1, 1997.

**Supplementary Provisions [Ministry of Justice Order No. 29 of April 10, 1998]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of May 6, 1998.

(Designation of the Day on Which This Ministerial Order Begins to Apply)

Article 2 (1) Except for Article 118-2 and Article 119, paragraph (4) of the Regulations on Commercial Registrations as amended by this Ministerial Order (hereinafter referred to as "the new Regulations"), the provisions of the new Regulations apply beginning on the day that the Minister of Justice designates for each registry office (hereinafter referred to as "the day this Ministerial Order begins to apply").

(2) The Minister of Justice may specify a part of the affairs related to seal impressions conducted by a registry office when making the designation referred to in the preceding paragraph.

(3) The Minister of Justice makes a designation referred to in paragraph (1) by giving public notice of the registry office and the day this Ministerial Order begins to apply. When making a designation under the provisions of the

preceding paragraph in such a case, the Minister of Justice must also give public notice of the scope of the affairs specified.

(Transitional Measures for Recording Information in Seal Files)

- Article 3 (1) A person who has submitted a seal impression and a seal registration paper that already exist at the time of the designation referred to in paragraph (1) of the preceding Article (hereinafter referred to as the "designation referred to in Article 2 of the Supplementary Provisions") may request the issuance of a seal registration card under the provisions of Article 9-4, paragraph (1) of the new Regulations, unless the registry office to which the submission was made is a designated registry office prescribed in Article 113-2 of the Act (hereinafter referred to as a "registry office designated to use an electronic data processing system in its affairs"); provided, however, that this does not apply if the seal impression is not suitable for recording in a seal file.
- (2) If a request for issuance of a seal registration card has been made pursuant to the provisions of the preceding paragraph, the seal impression and information stated in the seal registration paper are deemed to be the seal impression and information filed with the seal that have been submitted pursuant to the provisions of Article 9, paragraph (1) of the new Regulations, and a registrar must record the seal impression and information stated in the seal registration paper into a seal file.
- (3) The provisions of the preceding paragraph apply mutatis mutandis if an application to register a change or to correct a registration is filed for registered information that is stated in a seal registration paper referred to in paragraph (1); provided, however, that this does not apply if the seal impression associated with the seal registration paper is not suitable for recording into a seal file.
- (4) Beyond what is provided for in the preceding two paragraphs, a registry office may deem the seal impression and information stated in a seal registration paper that already exist at the time of the designation referred to in Article 2 of the Supplementary Provisions to be the seal impression and information filed with the seal that have been submitted pursuant to the provisions of Article 9, paragraph (1) of the new Regulations, and record the seal impression and information stated in the seal registration paper into a seal file.
- (5) The seal registration paper referred to in the preceding three paragraphs must be preserved for two years from the day the information was recorded as under that paragraph.
- (6) On finding it to be necessary to do so in order to take the measure referred to in paragraph (4), a registrar may ask a person to change their seal or to take other appropriate measures.

Article 4 Once a designation referred to in Article 2 of the Supplementary Provisions is made for a registry office designated to use an electronic data processing system in its affairs, a record associated with a seal impression that already exists at the time of the designation referred to in Article 2 of the Supplementary Provisions is deemed to be a record associated with a seal impression that has been submitted pursuant to the provisions of Article 9, paragraph (1) of the new Regulations.

**Supplementary Provisions [Ministry of Justice Order No. 7 of February 13, 1986]**

(Effective Date)

(1) This Ministerial Order comes into effect as of March 1, 1986.

(Transitional Measures for the Register Pages of Limited Liability Companies)

(2) A spare section page in the register pages of a limited liability company for which a registration concerning a branch office has already been made at the time of enforcement of this Ministerial Order is deemed to be a spare section page and a branch office section page in the register pages prepared in the format of Appendix 8 as amended by this Ministerial Order.

(Transfer of Registrations Concerning the Branch Offices of a Limited Liability Company)

(3) In the case referred to in the preceding paragraph, when registering the information that, after the enforcement of this Ministerial Order, is required to be registered in the "other information" section or the branch office section, a registrar must transfer the currently valid registrations concerning the branch office to a new branch office section page. In such a case, the registrar must enter in the new page the fact that the registrations have been transferred pursuant to the provisions of paragraph (3) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations and the Regulations on Corporate Registrations (Ministry of Justice Order No. 7 of 1986) and the date of the transfer, affix their seal to it, and use red ink to cross out the former registration that has been transferred.

(Transitional Measures for Convertible Bonds Section Pages)

(4) Notwithstanding the provisions of Article 4, paragraph (2), Article 44, paragraph (1), and Article 86-2 of the Regulations on Commercial Registrations as amended by this Ministerial Order, prior laws continue to govern the convertible bonds section pages of a stock company for which a registration

concerning convertible bonds has already been made at the time of enforcement of this Ministerial Order, until the registration concerning convertible bonds is made for that stock company after the enforcement of this Ministerial Order.

(Transfer of Registrations Concerning Convertible Bonds)

- (5) If registration concerning convertible bonds for different classes (or for convertible bonds that have different serial numbers, if the total amount of bonds has been issued in installments) have been made in the register pages of a stock company, in making a registration concerning convertible bonds for that stock company after the enforcement of this Ministerial Order, a registrar must transfer the currently valid registration concerning those convertible bonds to a new page, by class (or by serial number, if the total amount of bonds has been issued in installments); provided, however, that on finding it to be appropriate to do so, the registrar may choose not to transfer a registration concerning a certain class of convertible bonds (or convertible bonds that have a certain serial number, if the total amount of bonds has been issued in installments).
- (6) Having transferred all of the currently valid registrations pursuant to the provisions of the preceding paragraph, the registrar must enter in both the existing page and the new page the fact that they have been transferred pursuant to the provisions of paragraph (5) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations and the Regulations on Corporate Registrations (Ministry of Justice Order No. 7 of 1986) and the date of the transfer, affix their seal to them, and make the existing page inactive; having transferred a part of the currently valid registrations, the registrar must enter in the new page the fact that it has been transferred pursuant to the provisions of paragraph (5) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations and the Regulations on Corporate Registrations (Ministry of Justice Order No. 7 of 1986) and the date of the transfer, affix their seal to the page, and use red ink to cross out the former registrations that have been transferred.

(Application Mutatis Mutandis to Bonds with Warrants)

- (7) The provisions of paragraph (4) apply mutatis mutandis to bonds with warrants section pages, and the provisions of paragraph (5) and the preceding paragraph apply mutatis mutandis to the transfer of registrations concerning bonds with warrants.

**Supplementary Provisions [Ministry of Justice Order No. 15 of April 28, 1989]**

(Effective Date)

- (1) This Ministerial Order comes into effect as of May 1, 1989.

(Recompilation of Commercial Registers)

- (2) Designated registry offices must recompile registers associated with affairs that are required to be handled using an electronic data processing system pursuant to the provisions of Article 101 of the Regulations on Commercial Registrations as amended by Article 1 into the registers referred to in Article 113-2, paragraph (1) of the Commercial Registration Act; provided, however, that this does not apply to registers not suitable for handling by an electronic data processing system.
- (3) A designated registry office is to perform the recompilation of a register under the preceding paragraph by transferring the currently valid registrations that have been made in the register pages into a registration record; the date of the assumption of office is also to be transferred for registration of a director, representative director, or company auditor (other than the date entered in an inactive register page); and registered information related to the most recent change of the currently valid registrations for the trade name and the head office (other than registered information entered in an inactive register page) is also to be transferred.
- (4) Having transferred a registration under the provisions of the preceding paragraph, a registrar must record in the registration record the fact that a transfer has been made pursuant to the provisions of paragraph (3) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations and Other Regulations (Ministry of Justice Order No. 15 of 1989), and the date of the transfer, and also their identification number.
- (5) Having transferred a registration under the provisions of paragraph (3), a registrar must enter in the register page the fact that a transfer has been made pursuant to the provisions of paragraph (3) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations and Other Regulations (Ministry of Justice Order No. 15 of 1989) and the date of the transfer, affix their seal to it, and make the register page inactive.

(Recording Seal Impressions)

- (6) If, pursuant to the provisions of Article 101 of the Regulations on Commercial Registrations as amended by Article 1, a designated registry office is required to use an electronic data processing system to handle affairs related to seal impressions, it must record the submitted seal impression and information



stated in seal registration papers on a magnetic disk (including an object that can securely record certain information by equivalent means); provided, however, that this does not apply to affairs not suitable for handling by an electronic data processing system.

- (7) In the case prescribed in the main clause of the preceding paragraph, if a submitted seal impression is not suitable to be recorded, a registrar may ask a person to resubmit the seal impression or take other appropriate measures.
- (8) A seal registration paper referred to in paragraph (6) must be preserved for five years from the day the information was recorded pursuant to the provisions of that paragraph.

(Recompilation of the Registers of Corporations and Foreign Corporations)

- (9) The provisions of paragraph (2) through the preceding paragraph apply mutatis mutandis when affairs related to corporations and foreign corporations are handled using an electronic data processing system at a designated registry office.

**Supplementary Provisions [Ministry of Justice Order No. 11 of March 22, 1990]**

(Effective Date)

This Ministerial Order comes into effect as of April 1, 1990.

**Supplementary Provisions [Ministry of Justice Order No. 38 of November 1, 1990]**

This Ministerial Order comes into effect as of January 1, 1991.

**Supplementary Provisions [Ministry of Justice Order No. 43 of December 25, 1990]**

This Ministerial Order comes into effect as of April 1, 1991.

**Supplementary Provisions [Ministry of Justice Order No. 3 of January 24, 1994]**

This Ministerial Order comes into effect as of April 1, 1994.

**Supplementary Provisions [Ministry of Justice Order No. 16 of March 15, 1996]**

This Ministerial Order comes into effect as of April 1, 1996.

**Supplementary Provisions [Ministry of Justice Order No. 69 of November 18, 1996]**

This Ministerial Order comes into effect as of December 1, 1996.

**Supplementary Provisions [Ministry of Justice Order No. 52 of September 5, 1997]**

This Ministerial Order comes into effect as of October 1, 1997.

**Supplementary Provisions [Ministry of Justice Order No. 55 of September 19, 1997]**

This Ministerial Order comes into effect as of October 1, 1997.

**Supplementary Provisions [Ministry of Justice Order No. 29 of April 10, 1998]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of May 6, 1998.

(Designation of the Day This Ministerial Order Begins to Apply)

Article 2 (1) The provisions of the Regulations on Commercial Registrations as amended by this Ministerial Order (hereinafter referred to as "the new Regulations"), excluding Article 118-2 and Article 119, paragraph (4) of the new Regulations, apply beginning on the day that the Minister of Justice designates for each registry office (hereinafter referred to as "the day this Ministerial Order begins to apply").

(2) The Minister of Justice may specify the part of the affairs related to seal impressions conducted by a registry office when making a designation referred to in the preceding paragraph.

(3) The Minister of Justice makes a designation referred to in paragraph (1) by giving public notice of the registry office and the day this Ministerial Order begins to apply. When making a designation under the preceding paragraph in such a case, the Minister of Justice must also give public notice of the scope of the specified affairs.

(Transitional Measures for Recording Information in Seal Files)

Article 3 (1) A person who has submitted a seal impression and a seal

registration paper which already exist at the time of the designation referred to in paragraph (1) of the preceding Article (hereinafter referred to as the "designation referred to in Article 2 of the Supplementary Provisions") may request issuance of a seal registration card as under Article 9-4, paragraph (1) of the new Regulations, unless the registry office to which the submission was made is a designated registry office prescribed in Article 113-2 of the Act (hereinafter referred to as a "registry office designated to use an electronic data processing system in its affairs"); provided, however, that this does not apply if the seal impression is not suitable to be recorded in a seal file.

- (2) If a request for issuance of a seal registration card has been made pursuant to the provisions of the preceding paragraph, the seal impression and the information stated in the seal registration paper are deemed to be a seal impression and information filed with the seal that have been submitted pursuant to the provisions of Article 9, paragraph (1) of the new Regulations, and a registrar must record the seal impression and the information stated in the seal registration paper in a seal file.
- (3) The provisions of the preceding paragraph apply mutatis mutandis if an application to register a change or to correct a registration is filed for registered information that has been stated in a seal registration paper referred to in paragraph (1); provided, however, that this does not apply if the seal impression associated with the seal registration paper is not suitable to be recorded in a seal file.
- (4) Beyond what is provided for in the preceding two paragraphs, a registry office may deem a seal impression and information stated in a seal registration paper that already exist at the time of the designation referred to in Article 2 of the Supplementary Provisions to be a seal impression and information filed with the seal that have been submitted pursuant to the provisions of Article 9, paragraph (1) of the new Regulations, and record the seal impression and the information stated in the seal registration paper in a seal file.
- (5) A seal registration paper referred to in the preceding three paragraphs must be preserved for two years from the day the information was recorded pursuant to the provisions of that paragraph.
- (6) On finding it to be necessary to do so in order to take a measure referred to in paragraph (4), a registrar may ask a person to change their seal or to take other appropriate measures.

Article 4 Once a designation referred to in Article 2 of the Supplementary Provisions is made for a registry office designated to use an electronic data processing system in its affairs, record associated with a seal impression that already exists at the time of the designation referred to in Article 2 of the Supplementary Provisions is deemed to be a record associated with a seal

impression that has been submitted pursuant to the provisions of Article 9, paragraph (1) of the new Regulations.

Article 5 (1) Once a designation referred to in Article 113 of the Act is made for a registry office for which a designation referred to in Article 2 of the Supplementary Provisions has been made (hereinafter referred to as a "registry office subject to a designation referred to in Article 2 of the Supplementary Provisions"), the registry office must record its seal file records on a magnetic disk; provided, however, that, for affairs not suitable for handling by an electronic data processing system, the registry office must prepare a document containing the seal impression and the information filed with the seal in lieu of recording the relevant information on a magnetic disk.

(2) The provisions of the Regulations on Commercial Registrations prior to the amendment by this Ministerial Order (hereinafter referred to as "the former Regulations") apply to affairs associated with seal impressions in cases referred to in the proviso to the preceding paragraph. In such a case, the document referred to in the proviso to the preceding paragraph is deemed to be a seal registration paper.

(Transitional Measures for Certification of Seal Registrations)

Article 6 (1) Notwithstanding the provisions of Article 24, Article 27, and Article 32-2 of the new Regulations, for a period of six months after the day this Ministerial Order begins to apply, prior laws continue to govern the affairs associated with the certification of a seal registration for a person who has already submitted a seal impression at the time of the designation referred to in Article 2 of the Supplementary Provisions and has not been issued a seal registration card.

(2) Prior laws continue to govern affairs associated with seal impressions other than what is prescribed in the preceding paragraph, which concerns seal impressions that have not been recorded in a seal file or on a magnetic disk.

(Measures for Transfer of Jurisdiction)

Article 7 (1) If a part of the jurisdictional area of registry office A that is a registry office subject to a designation referred to in Article 2 of the Supplementary Provisions and is other than a registry office designated to use electronic data processing systems in its affairs (hereinafter referred to as a "registry office not designated to use electronic data processing systems in its affairs") is transferred to the jurisdiction of registry office B that is a registry office for which a designation referred to in Article 2 of the Supplementary Provisions has not been made (hereinafter referred to as a "registry office not subject to a designation referred to in Article 2 of the Supplementary

Provisions"), registry office B must record the seal file records transferred from registry office A on a magnetic disk.

- (2) In the case referred to in the preceding paragraph, the provisions of Article 108, paragraphs (4) and (5) of the former Regulations do not apply.

Article 8 (1) If a part of the jurisdictional area of registry office A that is a registry office subject to a designation referred to in Article 2 of the Supplementary Provisions and is not a registry office designated to use electronic data processing systems in its affairs is transferred to the jurisdiction of registry office B that is a registry office not subject to a designation referred to in Article 2 of the Supplementary Provisions which is not designated to use electronic data processing systems in its affairs, registry office A must send registry office B documents containing the seal impressions and information filed with the seals related to the seal file record concerning the part that has been transferred (excluding a record that has been recorded pursuant to Article 9 of the new Regulations) and record that fact in a seal file.

- (2) A document sent to registry office B pursuant to the preceding paragraph is deemed to be a seal registration paper that has been submitted to registry office B.
- (3) In the case referred to in paragraph (1), the provisions of Article 11, paragraph (1) of the new Regulations which concern the transfer of seal file records and the provisions of paragraph (7) of that Article do not apply.

Article 9 (1) If a part of the jurisdictional area of registry office A that is a registry office not subject to a designation referred to in Article 2 of the Supplementary Provisions and is not a registry office designated to use electronic data processing systems in its affairs is transferred to the jurisdiction of registry office B that is a registry office subject to a designation referred to in Article 2 of the Supplementary Provisions and is a registry office designated to use electronic data processing systems in its affairs, and registry office B receives transfer of seal registration papers from registry office A, registry office B must record the seal impressions and the information stated in the seal registration papers on a magnetic disk.

- (2) In the case referred to in the preceding paragraph, the registry office must preserve the seal registration papers for a period of two years from the day it received the transfer.
- (3) In the case referred to in paragraph (1), the provisions of Article 108, paragraph (4) of the new Regulations do not apply.

Article 10 (1) If a part of the jurisdictional area of registry office A that is a registry office not subject to a designation referred to in Article 2 of the

Supplementary Provisions and is not a registry office designated to use electronic data processing systems in its affairs is transferred to the jurisdiction of registry office B that is a registry office subject to a designation referred to in Article 2 of the Supplementary Provisions and is not a registry office designated to use electronic data processing systems in its affairs, and registry office B receives transfer of seal registration papers from registry office A, registry office B must record the seal impressions and the information stated in the seal registration papers in a seal file.

(2) In the case referred to in the preceding paragraph, a registry office must preserve the seal registration papers for a period of two years from the day it received the transfer.

**Supplementary Provisions [Ministry of Justice Order No. 40 of August 28, 1998]**

This Ministerial Order comes into effect as of the date on which the Act on Special Provisions of the Civil Code Concerning the Perfection Requirements for the Assignment of Claims comes into effect (October 1, 1998).

**Supplementary Provisions [Ministry of Justice Order No. 48 of October 22, 1998]**

This Ministerial Order comes into effect as of the date on which the Act on Emergency Measures for the Revitalization of the Financial Functions comes into effect.

**Supplementary Provisions [Ministry of Justice Order No. 52 of December 18, 1998]**

This Ministerial Order comes into effect as of January 1, 1999.

**Supplementary Provisions [Ministry of Justice Order No. 40 of September 20, 1999]**

This Ministerial Order comes into effect as of October 1, 1999.

**Supplementary Provisions [Ministry of Justice Order No. 21 of March 30, 2000]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of April 1, 2000.

(Transitional Measures)

Article 2 Prior laws continue to govern a registration associated with a case of composition that, pursuant to the provisions of Article 3 of the Supplementary Provisions of the Civil Rehabilitation Act, is to continue to be governed by prior laws.

**Supplementary Provisions [Ministry of Justice Order No. 37 of September 22, 2000]**

(Effective Date)

(1) This Ministerial Order comes into effect as of October 1, 2000.

(Transitional Measures)

(2) The provisions of Article 33-6, paragraph (1) of the Regulations on Commercial Registrations as amended by this Ministerial Order (including as applied mutatis mutandis pursuant to other ministerial orders) which concern the presentation of a seal registration card do not apply if the designation referred to in Article 2, paragraph (1) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations (Ministry of Justice Order No. 29 of 1998) has not been made for the affairs associated with the seal impressions of persons submitting written applications and magnetic disks pursuant to the provisions of Article 33-6, paragraph (1) of the Regulations on Commercial Registrations.

**Supplementary Provisions [Ministry of Justice Order No. 19 of January 31, 2001]**

(Effective Date)

(1) This Ministerial Order comes into effect as of April 1, 2001.

(Transitional Measures for Financial Administrators)

(2) Prior laws continue to govern a registration concerning a disposition under the provisions of Article 8, paragraph (1) of the Act on Emergency Measures for the Revitalization of the Financial Functions (Act No. 132 of 1998) and the procedures to be followed by the financial administrator referred to in that paragraph.

**Supplementary Provisions [Ministry of Justice Order No. 27 of March 16, 2001]**

This Ministerial Order comes into effect as of April 1, 2001.

**Supplementary Provisions [Ministry of Justice Order No. 65 of August 31, 2001]**

(Effective Date)

- (1) This Ministerial Order comes into effect as of the date on which the Act Partially Amending the Commercial Code (Act No. 79 of 2001) comes into effect.

(Transitional Measures for Register Pages)

- (2) A trade name and capital section page in the register pages of a stock company which already exist at the time of enforcement of this Ministerial Order are deemed to be a trade name and capital section page in the register pages prepared in the format of Appendix 7 as amended by this Ministerial Order.

(Transitional Measures for the Registration of the Amount of Each Share with a Par Value)

- (3) A registrar, ex officio, must use red ink to cross out a registration of the amount of each share with a par value which has already been made at the time of enforcement of this Ministerial Order.
- (4) To apply the provisions of the preceding paragraph when registration work is handled by an electronic data processing system, the phrase "use red ink to cross out" in that paragraph is deemed to be replaced with "record a cancellation code for".

(Transitional Measures for Papers That Are Identical to Register Pages)

- (5) A paper that is identical to any of the stock company's register pages that is prepared in a format prior to the amendment and that already exists at the time of enforcement of this Ministerial Order, as well as a page prepared in the format of Appendix 12 that already exists at that time, may continue to be used after the enforcement of this Ministerial Order, until otherwise provided for by law. In such a case, the provisions of paragraph (2) of the Supplementary Provisions apply mutatis mutandis.

**Supplementary Provisions [Ministry of Justice Order No. 3 of January 31, 2002]**

(Effective Date)

- (1) This Ministerial Order comes into effect as of April 1, 2002.



(Transitional Measures)

- (2) Prior laws continue to govern the registrations of a share warrant, convertible bond, or bond with a warrant that, pursuant to the provisions of Article 70 of the Act on Arrangement of Related Acts that Accompany the Enforcement of the Acts Partially Amending the Commercial Code (Act No. 129 of 2001), are to continue to be governed by prior laws.

**Supplementary Provisions [Ministry of Justice Order No. 34 of April 25, 2002]**

This Ministerial Order comes into effect as of May 1, 2002.

**Supplementary Provisions [Ministry of Justice Order No. 47 of July 31, 2002]**

This Ministerial Order comes into effect as of November 1, 2002.

**Supplementary Provisions [Ministry of Justice Order No. 50 of August 30, 2002]**

This Ministerial Order comes into effect as of the date of promulgation.

**Supplementary Provisions [Ministry of Justice Order No. 57 of November 18, 2002]**

(Effective Date)

- (1) This Ministerial Order comes into effect as of April 1, 2003; provided, however, that in Article 1 the provisions amending Article 111, paragraph (1) of the Regulations on Commercial Registrations (limited to the part adding the phrase "(in the cases referred to in items (ii) and (iii), excluding the registered information for which a cancellation code has been recorded as a result of the correction of registration pursuant to the provisions of Article 108, paragraph (2) of the Act, and the registered information for which a cancellation code has been recorded by the registration of the first-mentioned registered information)" after the phrase "information set forth in the respective items" in that paragraph) and the provisions amending Article 115-2, paragraph (1) of that Regulations, and the provisions of paragraph (3) of the Supplementary Provisions come into effect as of the date of promulgation.

(Transitional Measures for Register Pages)

- (2) An officer's liability section (A) page in the register pages of a stock company

or a mutual company which already exists at the time of enforcement of this Ministerial Order is deemed to be an officer's liability section (A) page in the register pages prepared in the format of Appendix 7 of the Regulations on Commercial Registrations as amended by Article 1.

(Transitional Measures for Information Stated in a Certificate of Registered Information)

- (3) Prior laws continue to govern the information stated in a certificate of registered information if a registration has been corrected pursuant to the provisions of Article 108, paragraph (2) of the Commercial Registration Act (including as applied mutatis mutandis pursuant to other laws and regulations) prior to the enforcement of the provisions prescribed in the proviso to paragraph (1) of the Supplementary Provisions.

**Supplementary Provisions [Ministry of Justice Order No. 20 of March 31, 2003] [Extract]**

(Effective Date)

- (1) This Ministerial Order comes into effect as of April 1, 2003.

(Transitional Measures Associated with the Partial Amendment of the Regulations on Commercial Registrations)

- (3) Prior laws continue to govern affairs associated with the seal impressions of persons who have already submitted seal impressions at the time of enforcement of this Ministerial Order.
- (4) Prior laws continue to govern registrations concerning reorganization cases that, pursuant to the provisions of Article 2 of the Supplementary Provisions of the Corporate Reorganization Act and Article 13 of the Act on Arrangement of Relevant Acts that Accompany the Enforcement of the Corporate Reorganization Act, are to continue to be governed by prior laws; provided, however, that this does not apply to the documents to be attached when a person who has been nominated to perform the duties of the trustee or temporary administrator in the reorganization case and who has submitted a seal impression after the enforcement of this Ministerial Order files an application for registration.

**Supplementary Provisions [Ministry of Justice Order No. 49 of May 30, 2003]**

This Ministerial Order comes into effect as of June 1, 2003.

**Supplementary Provisions [Ministry of Justice Order No. 22 of March 29, 2004]**

This Ministerial Order comes into effect as of June 21, 2004.

**Supplementary Provisions [Ministry of Justice Order No. 63 of September 24, 2004]**

This Ministerial Order comes into effect as of October 1, 2004.

**Supplementary Provisions [Ministry of Justice Order No. 89 of December 16, 2004]**

(Effective Date)

- (1) This Ministerial Order comes into effect as of January 1, 2005.

(Transitional Measures)

- (2) Prior laws continue to govern registrations concerning bankruptcy cases that, pursuant to the provisions of Article 3, paragraph (1) of the Supplementary Provisions of the Bankruptcy Act (Act No. 75 of 2004), are to continue to be governed by prior laws.

**Supplementary Provisions [Ministry of Justice Order No. 5 of January 14, 2005]**

(Effective Date)

- (1) This Ministerial Order comes into effect as of February 1, 2005.

(Transitional Measures for Registration of the Means of Giving Public Notice of the Split or Merger of a Limited Liability Company)

- (2) If the means of giving public notice of the split or merger of a limited liability company has already been registered at the time of enforcement of this Ministerial Order (but only if an electronic data processing system is used to handle the work for registration), a registrar, ex officio, must record the information related to the registration in the registration record as the means by which the company will give public notice of a merger or a split.
- (3) Having recorded information pursuant to the provisions of the preceding paragraph, a registrar must record in the registration record the fact that information has been recorded pursuant to the provisions of paragraph (2) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations (Ministry of Justice Order No. 5 of

2005) and the date on which it was recorded, and also their identification number.

- (4) Having recorded information pursuant to the provisions of paragraph (2), a registrar, ex officio, must record a cancellation code the registration of the means of giving public notice of a split and the registration of the means of giving public notice of a merger, prescribed in that paragraph.

**Supplementary Provisions [Ministry of Justice Order No. 19 of February 24, 2005] [Extract]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of March 7, 2005.

(Principles of Transitional Measures)

Article 2 Unless otherwise provided for in these Supplementary Provisions, the provisions of the Regulations on Commercial Registrations as amended by Article 1 (hereinafter referred to as "the new Regulations on Commercial Registrations") apply to matters that have occurred prior to the enforcement of this Ministerial Order; provided, however, that this does not preclude any effect that has arisen pursuant to the provisions of the Regulations on Commercial Registrations prior to the amendment by that Article (hereinafter referred to as "the former Regulations on Commercial Registrations").

(Recompilation of Registers)

Article 3 (1) Once a registry office has been designated under the provisions of Article 53, paragraph (2) of the Act on Arrangement of Relevant Acts that Accompany the Enforcement of the Real Property Registration Act (Act No. 124 of 2004; hereinafter referred to as "the Arrangement Act") (excluding those deemed to have been designated pursuant to the provisions of paragraph (4) of that Article) in connection with its affairs, it must recompile registers associated with those affairs into the registers referred to in Article 1-2, item (i) of the Commercial Registration Act as amended by Article 52 of the Arrangement Act (Act No. 125 of 1963; hereinafter referred to as "the new Commercial Registration Act"); provided however, that this does not apply to a register that is not suitable for handling by an electronic data processing system.

- (2) A designated registry office is to perform the recompilation of a register pursuant to the provisions of the preceding paragraph by transferring the currently valid registrations that have been made in the register pages to a registration record; the date of the assumption of office is also to be transferred for the registration of a director, representative director, member of the

committee on important property, or company auditor (or of a director, committee member, executive officer, or representative executive officer, if the company is a company with committees) (excluding the date stated in an inactive register page); and registered information related to the most recent change of the currently valid registrations for the trade name and the head office (excluding registered information stated in an inactive register page) is also to be transferred.

- (3) When transferring a registration pursuant to the provisions of the preceding paragraph, a registrar must record that fact and the date of the transfer in the registration record, and also their identification number.
- (4) When transferring a registration pursuant to the provisions of paragraph (2), the registrar must enter that fact and the date of the transfer in the register page, affix their seal to it, and make the register page inactive.
- (5) The register referred to in Article 113-2, paragraph (1) of the Commercial Registration Act prior to the amendment by Article 52 of the Arrangement Act (hereinafter referred to as "the former Commercial Registration Act") is deemed to be the register referred to in Article 1-2, item (i) of the new Commercial Registration Act.

#### (Recording Seal Impressions)

- Article 4 (1) Once a registry office has been designated as under Article 53, paragraph (2) of the Arrangement Act (excluding those that are deemed to have been designated pursuant to the provisions of paragraph (4) of that Article) in connection with its affairs, the registry office must record the seal file records associated with those affairs on a magnetic disk prescribed in Article 9, paragraph (6) of the new Regulations on Commercial Registrations; provided however, that for those not suitable for handling by electronic data processing system, the registry office must prepare a document containing the seal impression and the information filed with the seal in lieu of recording the relevant information on a magnetic disk.
- (2) The record made pursuant to the provisions of Article 105, paragraph (1) of the former Regulations on Commercial Registrations is deemed to be the record made pursuant to the provisions of Article 9, paragraph (6) of the new Regulations on Commercial Registrations.

#### (Transitional Measures for Registers and Seal Impressions)

- Article 5 (1) The provisions of the new Regulations on Commercial Registrations (excluding the provisions of Article 11, Article 36, paragraphs (4) and (5), Article 38-3, and Article 40, paragraph (1)) apply to the affairs that have been designated as under Article 53, paragraph (2) of the Adjustments Act (including those that are deemed to have been designated pursuant to the

- provisions of paragraph (4) of that Article) from the day of the designation.
- (2) Until the designation under the provisions of Article 53, paragraph (2) of the Arrangement Act is made, the provisions of the former Regulations on Commercial Registrations (excluding the provisions of Article 11, Article 12, Article 28, paragraph (2), Article 36, paragraph (4), Article 86-3, Article 86-4, and Chapter III) remain in effect with regard to affairs that have not been designated as under that paragraph. In such a case, the term "document" in Article 92 of the former Regulations on Commercial Registrations is deemed to be replaced with "document and the seal registration certificate referred to in Article 89-5, paragraph (3) and Article 89-9, paragraph (3) of the Act".
- (3) The provisions of Article 28, paragraph (2) of the new Regulations on Commercial Registrations apply *mutatis mutandis* when a person requests the issuance of a document pursuant to the provisions of Article 11, paragraph (1) and Article 12, paragraph (1) of the former Commercial Registration Act that are to remain in effect pursuant to the provisions of Article 53, paragraph (5) of the Arrangement Act. In such a case, the phrase "a certificate of registered information or a seal registration certificate" in Article 28, paragraph (2) of the new Regulations on Commercial Registrations is deemed to be replaced with "a certified copy or an extract of the register; a document certifying that the registered information has not changed, that certain information has not been registered, or that the information stated in the certified copy or an extract of the register has not changed; or a seal registration certificate".
- (4) The provisions of Article 105, paragraph (1), item (i) of the new Regulations on Commercial Registrations do not apply to affairs that have not been designated as under Article 53, paragraph (2) of the Arrangement Act (including those that are deemed to have been designated pursuant to the provisions of paragraph (4) of that Article) at the registry office prescribed in that item.

(Transitional Measures for Transfer of Jurisdiction)

- Article 6 (1) The provisions of Article 11 of the new Regulations on Commercial Registrations do not apply to affairs that have not been designated as under Article 53, paragraph (2) of the Adjustments Act (including those deemed to be designated pursuant to the provisions of paragraph (4) of that Article) at registry office A or registry office B prescribed in paragraph (1) of that Article.
- (2) The provisions of Article 11, Article 12, Article 106, paragraph (6), Article 107, and Article 108 of the former Regulations on Commercial Registrations remain in effect for the affairs referred to in the preceding paragraph. In such a case, the terms set forth in the middle column of the following table in the provisions of the former Regulations on Commercial Registrations which are set forth in the left column of that table are replaced with the terms set forth in the right

column of that table.

Article 106, paragraph (6)	the affairs referred to in the preceding paragraph	if a part of the jurisdictional area of registry office A that is a registry office designated under the Arrangement Act (meaning a registry office that has been designated under Article 53, paragraph (2) of the Act on Arrangement of Relevant Acts that Accompany the Enforcement of the Real Property Registration Act (Act No. 124 of 2004) (this includes if it is deemed to have been designated pursuant to the provisions of paragraph (4) of that Article); the same applies hereinafter) is transferred to the jurisdiction of registry office B that is a registry office designated under the Adjustments Act, the affairs referred to in Article 6, paragraph (1) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations (Ministry of Justice Order No. 19 of 2005)
Article 107, paragraph (1)	if a part of the jurisdictional area of registry office A that is a designated registry office is transferred to the jurisdiction of registry office B that is a registry office other than a designated registry office (hereinafter referred to as an "undesigned registry office")	if a part of the jurisdictional area of registry office A that is a registry office designated under the Arrangement Act is transferred to the jurisdiction of registry office B that is not a registry office designated under the Arrangement Act
	Article 105, paragraph (1)	Article 9, paragraph (6) of this Ministerial Order as amended by Article 1 of the Ministerial Order Partially Amending the Regulations on Commercial Registrations (hereinafter referred to as "the new Regulations on Commercial Registrations")
	paragraph (2) of that Article	Article 9-2, paragraph (1) of the new Regulations on Commercial Registrations
Article 107, paragraph (2)	paragraphs (2) and (3) of the preceding Article	Article 11, paragraphs (3) and (4) of the new Regulations on Commercial Registrations

Article 108, paragraph (1)	if a part of the jurisdictional area of registry office A that is an undesignated registry office, is transferred to the jurisdiction of registry office B that is a designated registry office	if a part of the jurisdictional area of registry office A that is not a registry office designated under the Arrangement Act is transferred to the jurisdiction of registry office B that is a registry office designated under the Arrangement Act
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(Transitional Measures for Registers Prior to Recompilation)

- Article 7 (1) In applying the provisions of Article 53, paragraph (2), paragraph (5), and paragraph (6) of the Arrangement Act, Article 5, paragraph (1), paragraph (2), and paragraph (4) of the Supplementary Provisions, and paragraph (1) of the preceding Article, affairs that have been designated as under Article 53, paragraph (2) of the Arrangement Act, concerning registers for which recompilation pursuant to the provisions of Article 3, paragraph (1) of the Supplementary Provisions have not been finished (including registers not suitable for handling by an electronic data processing system) or seal impressions associated with records for which recording on a magnetic disk as under Article 4, paragraph (1) of the Supplementary Provisions (excluding the affairs referred to in the following paragraph), are deemed to be affairs that have not been designated as under Article 53, paragraph (2) of the Arrangement Act.
- (2) The provisions of Article 5, paragraph (2) and Article 6, paragraph (2) of the Supplementary Provisions of the Ministerial Order Partially Amending the Regulations on Commercial Registrations (Ministry of Justice Order No. 29 of 1998) apply mutatis mutandis to affairs designated as under Article 53, paragraph (2) of the Arrangement Act not suitable to be handled by an electronic data processing system, concerning seal impressions when documents have been prepared pursuant to the provisions of the proviso to Article 4, paragraph (1) of the Supplementary Provisions.
- (3) The provisions of paragraph (1) apply mutatis mutandis to affairs that are deemed to have received designation referred to in Article 53, paragraph (2) of the Arrangement Act pursuant to the provisions of paragraph (4) of that Article and which concern registers not suitable to be handled by an electronic data processing system.

(Transitional Measures for Designation of a Specified Designated Registry Office)



Article 8 The designation referred to in Article 116-2, paragraph (1) of the former Regulations on Commercial Registrations which already exists at the time of the enforcement of this Ministerial Order is deemed to be the designation referred to in Article 101, paragraph (1) of the new Regulations on Commercial Registrations.

(Transitional Measures for Corporations and Foreign Corporations)

Article 9 The provisions of Article 2 through the preceding Article of the Supplementary Provisions apply mutatis mutandis to the affairs concerning corporations (excluding general partnership companies, limited partnership companies, stock companies, and limited liability companies), foreign corporations (excluding foreign companies), and limited partnership agreements for investment under the Limited Partnership Act for Investment (Act No. 90 of 1998).

**Supplementary Provisions [Ministry of Justice Order No. 99 of September 30, 2005] [Extract]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of the date on which the Act Partially Amending the Act on Special Provisions of the Civil Code Concerning the Perfection Requirements for the Assignment of Claims (referred to as "the Amending Act" in paragraph (4) of the following Article) comes into effect (October 3, 2005).

**Supplementary Provisions [Ministry of Justice Order No. 6 of January 26, 2006]**

This Ministerial Order comes into effect as of the day specified by Cabinet Order as referred to in the main clause of Article 1 of the Supplementary Provisions of the Act Partially Amending the Insurance Business Act (Act No. 38 of 2005).

**Supplementary Provisions [Ministry of Justice Order No. 15 of February 9, 2006]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of the date on which the Companies Act comes into effect (hereinafter referred to as "the effective date").

(Transitional Measures for Commercial Registrations)

Article 2 (1) A registrar, ex officio, must record a cancellation code the following registrations that have already been made at the time of enforcement of this Ministerial Order:

- (i) registration of provisions on joint agency of managers;
  - (ii) registration of provisions on joint representation by members of a general partnership company or a limited partnership company;
  - (iii) registration of the means of giving public notice of a merger of a general partnership company or a limited partnership company;
  - (iv) registration of provisions specifying that share certificates will not be issued;
  - (v) registration of provisions on the rights of shareholders that hold shares with restricted voting rights;
  - (vi) registration of provisions on dividends of interest prior to commencement of business;
  - (vii) registration of the name, address, and business offices of a registration organization;
  - (viii) registration of provisions on joint representation by representative directors of a stock company;
  - (ix) registration of establishment of a committee on important property and the names of the members of the committee on important property;
  - (x) registration indicating that the company is a company with committees;
  - (xi) registration of provisions on joint representation by representative executive officers;
  - (xii) registration of the amount for one unit of contribution;
  - (xiii) registration of provisions on joint representation by the directors of a limited liability company;
  - (xiv) registration of the means of giving public notice of a merger or split of a limited liability company; and
  - (xv) registration of provisions on joint representation by liquidators.
- (2) Notwithstanding the provisions of the preceding paragraph, a registrar, ex officio, must record a cancellation code the registrations (excluding the registration of the trade name, the head office, the branch offices (limited to those that are located within the jurisdictional district of the registry office in question), and the date of incorporation of the company, and the registrations made in the registration record section) in the localities of the branch offices of a company that have already been made at the time of enforcement of this Ministerial Order.
- (3) A registrar, ex officio, must make the registrations provided for in each of the following items for the company set forth in that item, in the locality of the head office of that company:
- (i) a stock company that continues to exist pursuant to the provisions of the

first sentence of Article 66, paragraph (1) of the Act on Arrangement of Relevant Acts that Accompany the Enforcement of the Companies Act (hereinafter referred to as "the Arrangement Act"): the following registrations:

- (a) registration indicating that provisions have been made for voting by special directors, and giving the names of the special directors (but only if a registration set forth in paragraph (1), item (ix) has been made for the stock company);
  - (b) registration indicating that the company is a company with committees (but only if registration set forth in paragraph (1), item (x) has been made for the stock company);
  - (ii) a limited partnership company that continues to exist pursuant to the provisions of the first sentence of Article 66, paragraph (3) of the Arrangement Act: registration of the information set forth in Article 913, item (viii) of the Companies Act with regard to members with unlimited liability (unless a registration of the name of the member who is to represent the company has been made for that limited partnership company).
- (4) When making a registration ex officio pursuant to the provisions of Article 136, paragraph (10), paragraph (12), or paragraph (16) of the Arrangement Act or the preceding paragraph, a registrar must record in the registration record the fact that information has been recorded pursuant to the provisions of the Arrangement Act or this Ministerial Order and the date on which it was recorded, and also their identification number.
- (5) When transferring the registration of a manager ex officio pursuant to the provisions of Article 136, paragraph (7) of the Arrangement Act (excluding registration set forth in paragraph (1), item (i)), for a registration record of registration in the locality of the head office, a registrar must record the fact that the registration has been transferred pursuant to the provisions of the Arrangement Act and the date of the transfer; for a registration record of registration in the locality of a branch office, a registrar must record the fact that the registration has been transferred pursuant to the provisions of the Arrangement Act and the date of the transfer, and record a cancellation code the registration of the manager and also record their identification number.
- (6) In the case prescribed in the preceding paragraph, if the manager has submitted a seal impression to a register office, a registrar of the registry office having jurisdiction in the locality of a branch office must transfer the record for that seal impression to the registry office having jurisdiction in the locality of the head office. In such a case, having transferred the record for the seal impression, the registrar must record that fact in the record for the seal impression.

Article 3 Having made a registration set forth in one the following items, a registrar must record a cancellation code the registration provided for in that item that was made under the provisions of the Commercial Code (Act No. 48 of 1899) prior to the amendment by Article 64 of the Arrangement Act, which corresponds to information related to the registration:

- (i) registration made under the provisions of Article 113, paragraph (5) of the Arrangement Act: registration of provisions on matters that require a resolution at a general meeting of class shareholders, registration of provisions on the issuance of shares with conversion rights, registration of provisions on the issuance of compulsory convertible shares, or registration of provisions on cancellation of shares based on profits to be distributed; and
- (ii) registration under the provisions of Article 13, paragraph (2) of the Cabinet Order Prescribing Transitional Measures that Accompany the Enforcement of the Act on Arrangement of Relevant Acts that Accompany the Enforcement of the Companies Act (Cabinet Order No. 367 of 2005): registration of grounds on which the company may cancel share options and of the conditions for the cancellation.

Article 4 (1) The information that is required to be recorded pursuant to the provisions of Article 136, paragraph (19) of the Arrangement Act (excluding the company's date of incorporation) in a registration to be made for a stock company after the trade name is changed in the case that a special limited liability company (meaning a special limited liability company prescribed in Article 3, paragraph (2) of the Arrangement Act; the same applies in the following paragraph) has changed its trade name pursuant to the provisions of Article 45, paragraph (1) of the Arrangement Act, must be recorded in the registration record section of the registration record.

- (2) Registration of a dissolution which is made for a special limited liability company in the case prescribed in the preceding paragraph must be made in the registration record section of the registration record.
- (3) Once the registration prescribed in the preceding paragraph has been made, a registrar must close the registration record.

Article 5 Prior laws continue to govern the processes for the provisional registration of a trade name that, pursuant to the provisions of Article 136, paragraph (3) or (6) of the Arrangement Act, are to continue to be governed by prior laws.

Article 6 Notwithstanding the provisions of Article 65, paragraphs (4) and (5) of the Regulations on Commercial Registrations as amended by Article 1, if the head office has been relocated to a jurisdictional district of another registry

office and the written applications for registrations at the new locality and the former locality have been submitted to the registry office having jurisdiction in the former locality prior to the effective date, prior laws continue to govern the procedures for those registrations.

(Transitional Measures for Registration of Corporations)

Article 7 (1) A registrar, ex officio, must record a cancellation code the following registrations that have been made at the time of enforcement of this Ministerial Order:

- (i) registration of provisions on joint agency of agents such as counselors of a ship owner's mutual insurance union, credit union, federation of credit unions, labor bank, federation of labor banks, mutual company, foreign mutual company, specified purpose company (including a special former specified purpose company (meaning the special former specified purpose company prescribed in Article 230, paragraph (1) of the Arrangement Act; the same applies in the following Article); hereinafter the same applies in this paragraph and the following paragraph), tobacco growers' association, agricultural cooperative, federation of agricultural cooperatives, agricultural mutual benefit association, federation of agricultural mutual benefit associations, fishery cooperative, fishery production association, federation of fishery cooperatives, fishery processing cooperative, federation of fishery processing cooperatives, federation of mutual aid fishery cooperatives, fishing vessel insurance association, fisheries credit guarantee fund association, export fisheries union, fishing industry mutual aid association, federation of fishing industry mutual aid associations, forestry cooperative, production forestry cooperative, federation of forestry cooperatives, The Norinchukin Bank, Shoko Chukin Bank, small and medium-size enterprise cooperative, export association, import association, cooperative partnerships, commercial and industrial partnerships, federation of commercial and industrial partnerships, research and development partnership concerning mining and manufacturing technology, farming and residence association, or association for development of disaster prevention districts;
- (ii) registration of provisions on joint representation by persons representing a legal professional corporation, judicial scrivener corporation, land and house investigator corporation, audit corporation, ship owner's mutual insurance union, investment corporation, credit union, federation of credit unions, labor bank, federation of labor banks, mutual company, specified purpose company, administrative scrivener corporation, tax accountant corporation, liquor business association, federation of liquor business associations, central union of liquor business associations, life hygiene trade association, life hygiene trade small association, federation of life hygiene trade associations, labor

- and social security attorney corporation, agricultural cooperative, federation of agricultural cooperatives, fishery cooperative, federation of fishery cooperatives, fishery processing cooperative, federation of fishery processing cooperatives, federation of fishery mutual aid associations, export fisheries union, forestry cooperative, federation of forestry cooperatives, small and medium-size enterprise cooperative, export association, import association, cooperative partnerships, commercial and industrial partnerships, federation of commercial and industrial partnerships, research and development partnership concerning mining and manufacturing technology, shopping district promotion association, federation of shopping district promotion association, patent professional corporation, coastal shipping association, or federation of coastal shipping associations;
- (iii) registration of the name, address, and business offices of a registration organization for the preferred equity investment of a cooperative financial institution (meaning cooperative financial institution defined in Article 2, paragraph (1) of the Act on Preferred Equity Investment by Cooperative Structured Financial Institution (Act No. 44 of 1993)) or a specified purpose company;
  - (iv) a mutual company's registration of establishment of a committee on important property and the names of the members of the committee on important property;
  - (v) a mutual company's registration indicating that the company is a company with committees;
  - (vi) a specified purpose company's registration of the amount for one unit of specified equity;
  - (vii) registration of provisions on the scope of or restrictions to the representative authority of the person representing a member commodity exchange.
- (2) Notwithstanding the provisions of the preceding paragraph, a registrar, ex officio, must record a cancellation code the registrations (excluding the registration of the trade name or name, the head office or the principal office, branch offices or the secondary offices (limited to that located within the jurisdictional district of the relevant registry office), and the date of incorporation of a company or corporation, and the registrations made in the registration record section) in the localities of the branch offices or secondary offices of a credit union, federation of credit unions, labor bank, federation of labor banks, mutual company, specified purpose company, agricultural cooperative, federation of agricultural cooperatives, agricultural producers' cooperative corporation, central union of agricultural cooperatives, fishery cooperative, fishery production association, federation of fishery cooperatives, fishery processing cooperative, federation of fishery processing cooperatives,

federation of fishing industry mutual aid associations, export fisheries union, Shoko Chukin Bank, small and medium-size enterprise cooperative, federation of small business associations, export association, import association, cooperative partnerships, commercial and industrial partnerships, federation of commercial and industrial partnerships, research and development partnership concerning mining and manufacturing technology, that have already been made at the time of enforcement of this Ministerial Order.

- (3) A registrar, ex officio, must make the following registrations for a mutual company in the locality of its principal office:
  - (i) registration indicating that provisions have been made for voting by special directors and giving the names of the special directors (but only if a registration set forth in paragraph (1), item (iv) has been made for the mutual company);
  - (ii) registration indicating that the company is a company with committees (but only if a registration set forth in paragraph (1), item (v) has been made for the mutual company).
- (4) When making a registration ex officio pursuant to the provisions of Article 214, paragraph (23), Article 216, paragraph (61), Article 221, paragraph (52), or Article 233, paragraph (19) of the Arrangement Act or the preceding paragraph, a registrar must record in the registration record the fact that information has been recorded pursuant to the provisions of the Arrangement Act or this Ministerial Order and the date on which that information was recorded, and their identification number.
- (5) When transferring the registration of an agent such as a counselor (excluding the registration set forth in paragraph (1), item (i)) ex officio pursuant to the provisions of Article 194, paragraph (24), Article 198, paragraph (22), Article 216, paragraph (58), Article 221, paragraph (49), Article 233, paragraph (18), Article 350, paragraph (25), Article 354, paragraph (24), Article 370, paragraph (15), Article 394, paragraph (7), Article 397, paragraph (18), Article 406, paragraph (16), Article 414, paragraph (18), or Article 419, paragraph (14) of the Arrangement Act, for a registration record of registration in the locality of the head office or the principal office, a registrar must record in the registration record the fact that the registration has been transferred pursuant to the provisions of the Arrangement Act and the date of the transfer; for a registration record of registration in the locality of a branch office or a secondary office, a registrar must record in the registration record the fact that the registration has been transferred pursuant to the provisions of the Arrangement Act and the date of the transfer, and record a cancellation code the registration of the agent as well as their identification number.
- (6) The provisions of Article 2, paragraph (6) of the Supplementary Provisions apply mutatis mutandis to the case prescribed in the preceding paragraph.

Article 8 The provisions of Article 4 of the Supplementary Provisions apply mutatis mutandis to the registration of the incorporation of a special former specified purpose company or the registration of the dissolution of that company, if a resolution deciding that the special former specified purpose company is to conduct asset securitization business based on a new asset securitization plan pursuant to the provisions of Article 234, paragraph (2) of the Arrangement Act is adopted at a general meeting of members.

Article 9 The provisions of Article 5 of the Supplementary Provisions apply mutatis mutandis to the procedures for provisional registration of a trade name that, pursuant to the provisions of Article 192, paragraph (36) or (38), Article 216, paragraph (55) or (57), Article 221, paragraph (46) or (48), or Article 233, paragraph (14) or (16) of the Arrangement Act, is to continue to be governed by prior laws.

Article 10 The provisions of Article 6 of the Supplementary Provisions apply mutatis mutandis to the registration of a corporation (excluding a company), an investment business limited partnership, or a limited liability business partnership.

Article 11 To apply the provisions of Article 216, paragraph (32) of the Arrangement Act to a mutual company for which liquidators have been registered prior to the effective date, the term "registered information" in that paragraph is deemed to be replaced with "registered information (excluding the information on the names and addresses of the liquidators and the representative liquidator among the information registered in the locality of the principal office)".

(Special Provisions on Registration Work Not Handled by an Electronic Data Processing System)

Article 12 (1) The same rules as under the Regulations on Commercial Registrations as amended by this Ministerial Order and as under other ministerial orders apply to cases in which registration work is not handled by an electronic data processing system; provided, however, that the same rules as under the Regulations on Commercial Registrations prior to the amendment by the Ministerial Order Partially Amending the Regulations on Commercial Registrations and Other Regulations (Ministry of Justice Order No. 19 of 2005) and as under other ministerial orders apply to matters related to registers, register pages, seal file records, and the format of written applications for registration that are filed using papers that are identical to register pages.



(2) To apply the provisions of Articles 2 through 4 and Article 7 of the Supplementary Provisions in the case prescribed in the preceding paragraph, in those provisions, the term "registration record" is deemed to be replaced with "register page", the phrase "and also record their identification number in" is deemed to be replaced with "and also affix their seal to", the phrase "record a cancellation code the registration" is deemed to be replaced with "use red ink to cross out", the phrase "record for the seal impression" is deemed to be replaced with "seal file record", and the term "registration record section" in Article 2, paragraph (2), Article 4, paragraph (1), and Article 7, paragraph (2) of the Supplementary Provisions is deemed to be replaced with "grounds for and date of register page creation", and the term "registration record section" in Article 4, paragraph (2) of the Supplementary Provisions is deemed to be replaced with "'other information' section".

**Supplementary Provisions [Ministry of Justice Order No. 49 of April 14, 2006]**

This Ministerial Order comes into effect as of the date of promulgation.

**Supplementary Provisions [Ministry of Justice Order No. 15 of March 30, 2007] [Extract]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of April 1, 2007.

**Supplementary Provisions [Ministry of Justice Order No. 57 of September 28, 2007] [Extract]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of the date on which the Trust Act comes into effect (September 30, 2007); provided, however, that in Article 1 the provisions amending Article 70 of the Regulations on Real Property Registrations and Article 6 come into effect as of the date on which the Postal Service Privatization Act (Act No. 97 of 2005) comes into effect (October 1, 2007).

**Supplementary Provisions [Ministry of Justice Order No. 52 of September 25, 2008]**

This Ministerial Order comes into effect as of October 1, 2008.

**Supplementary Provisions [Ministry of Justice Order No. 5 of March 16, 2009]**

This Ministerial Order comes into effect as of the date of promulgation.

**Supplementary Provisions [Ministry of Justice Order No. 17 of April 1, 2010] [Extract]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of the date of its promulgation.

**Supplementary Provisions [Ministry of Justice Order No. 5 of March 25, 2011] [Extract]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of April 1, 2011.

(Transitional Measures that Accompany the Abolition of Registration Revenue Stamps)

Article 4 When using revenue stamps or registration revenue stamps to pay fees pursuant to the provisions of Article 382 of the Supplementary Provisions of the Act on Special Accounts (Act No. 23 of 2007) and the provisions of Article 2 of the Supplementary Provisions of the Cabinet Order on the Arrangement of Related Acts that Accompany the Partial Enforcement of the Act on Special Accounts (Cabinet Order No. XXX of 2011), a person must make the payment by affixing revenue stamps or registration revenue stamps to the written request, written commission, or written application.

**Supplementary Provisions [Ministry of Justice Order No. 25 of August 26, 2011] [Extract]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of the date of its promulgation.

**Supplementary Provisions [Ministry of Justice Order No. 7 of March 8, 2012] [Extract]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of the date of its

promulgation; provided, however, that the provisions amending Appended Table 3 come into effect as of the date on which the Act Partially Amending the Civil Code and Other Acts (Act No. 61 of 2011) comes into effect (April 1, 2012).

**Supplementary Provisions [Ministry of Justice Order No. 3 of March 21, 2013] [Extract]**

This Ministerial Order comes into effect as of the date of its promulgation.

**Supplementary Provisions [Ministry of Justice Order No. 2 of February 28, 2014]**

This Ministerial Order comes into effect as of the date provided for by Cabinet Order referred to in Article 1, item (ii) of the Supplementary Provisions of the Act for Partially Amendment of the Financial Instruments and Exchange Act and Other Acts (Act No. 45 of 2013).

**Supplementary Provisions [Ministry of Justice Order No. 33 of December 18, 2014] [Extract]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of the date on which the Act Partially Amending the Companies Act comes into effect.

(Transitional Measures that Accompany the Partial Amendment of Regulations on Commercial Registrations)

- Article 2 (1) A registrar, ex officio, must record a cancellation code the registration indicating that a stock company is a company with committees, which has already been made at the time of enforcement of this Ministerial Order.
- (2) A registrar, ex officio, must make a registration in the locality of the head office of a stock company for which the registration referred to in the preceding paragraph has been made, indicating that the company is a company with a nominating committee and other committees.
- (3) When making a registration ex officio pursuant to the provisions of the preceding paragraph, a registrar must record in the registration record the fact that information has been recorded pursuant to the provisions of this Ministerial Order and the date on which the information was recorded, and record their identification number in the registration record.

**Supplementary Provisions [Ministry of Justice Order No. 5 of February 3,**

2015]

(Effective Date)

(1) This Ministerial Order comes into effect as of February 27, 2015.

(Transitional Measures for Attached Documents)

(2) Notwithstanding the provisions of Article 61, paragraph (5) or (6) of the Regulations on Commercial Registrations as amended by this Ministerial Order (hereinafter referred to as "the new Ministerial Order") (including as applied mutatis mutandis pursuant to other ministerial orders), prior laws continue to govern applications for registration filed prior to the enforcement of this Ministerial Order.

(Transitional Measures for Requests to Record Surnames of Directors and Other Persons, and Related Matters)

(3) Notwithstanding the provisions of Article 81-2, paragraph (1) or Article 88-2, paragraph (1) (including as applied mutatis mutandis) of the new Ministerial Order, within six months from the date on which this Ministerial Order comes into effect, a person who is the representative of a company and has submitted a seal impression to a registry office may, at any time, submit a document stating the information set forth in the items of Article 81-2, paragraph (2) of the new Ministerial Order with regard to a director, company auditor, executive officer, accounting advisor, financial auditor, or liquidator of a stock company, or a member (or the person who should perform their duties, if the member representing a membership company is a corporation) or liquidator (or the person who should perform their duties, if the liquidator representing a liquidating membership company is a corporation) of a membership company, for which registration has already been made at the time of enforcement of this Ministerial Order, and request the information set forth in item (ii) of that paragraph to be recorded in the registration record. The person must affix the seal whose impression was submitted to the registry office to the document, and also attach a document evidencing the information set forth in the items of Article 81-2, paragraph (2) of the new Ministerial Order to the document.

(4) The provisions of the preceding paragraph apply mutatis mutandis to the officer or other persons of a corporation other than a company, who has already been registered at the time of enforcement of this Ministerial Order.

(5) The provisions of paragraph (3) apply mutatis mutandis to an unlimited liability partner or liquidator of an investment business limited partnership defined in Article 2, paragraph (2) of the Limited Partnership Act for Investment (Act No. 90 of 1998) or a partner or liquidator of a limited liability partnership defined in Article 2 of the Limited Liability Partnership Act (Act

No. 40 of 2005) (or the person who should perform the duties of a partner or liquidator, if the partner or liquidator is a corporation), who has already been registered at the time of enforcement of this Ministerial Order.

**Supplementary Provisions [Ministry of Justice Order No. 42 of September 25, 2015]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of October 5, 2015.

(Transitional Measures)

Article 2 Notwithstanding the provisions of Article 52-2 of the Regulations on Commercial Registrations as amended by Article 1, prior laws continue to govern the procedures for registration related to an application to register a change due to the transfer of a trade name or an application to register a change due to the inheritance of a trade name, which has already been filed prior to the enforcement of this Ministerial Order.

**Supplementary Provisions [Ministry of Justice Order No. 51 of December 4, 2015] [Extract]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of the date on which the provisions set forth in Article 1, item (iv) of the Supplementary Provisions of the Act on the Use of Numbers to Identify a Specific Individual in Administrative Procedures (hereinafter referred to as the "Use of Numbers Act") come into effect (January 1, 2016).

**Supplementary Provisions [Ministry of Justice Order No. 61 of December 28, 2015]**

(Effective Date)

Article 1 This Ministerial Order comes into effect as of March 1, 2016.

(Transitional Measures for Preserving Magnetic Disks Containing Electronic Certificates)

Article 2 Prior laws continue to govern the period for preservation of a magnetic disk that has been preserved pursuant to the provisions of Article 34, item (x) of the Regulations on Commercial Registrations prior to the amendment by this Ministerial Order.

(Transitional Measures for Electronic or Magnetic Records)

Article 3 Notwithstanding the provisions of Article 35-2, paragraph (1), item (i) or Article 36, paragraph (1) of the Regulations on Commercial Registrations as amended by this Ministerial Order (including as applied mutatis mutandis pursuant to other ministerial orders), prior laws continue to govern applications for registration filed prior to the enforcement of this Ministerial Order.

**Supplementary Provisions [Ministry of Justice Order No. 13 of March 24, 2016]**

This Ministerial Order comes into effect as of April 1, 2016.

**Supplementary Provisions [Ministry of Justice Order No. 32 of April 20, 2016]**

(Effective Date)

(1) This Ministerial Order comes into effect as of October 1, 2016.

(Transitional Measures)

(2) Notwithstanding the provisions of Article 61, paragraph (2) or (3) of the Regulations on Commercial Registrations as amended by this Ministerial Order (including as applied mutatis mutandis pursuant to other ministerial orders), prior laws continue to govern applications for registration filed prior to the enforcement of this Ministerial Order.

Appended Table 1 (Trade Name Register)

Section Name	Information Required to be Recorded
Trade name section	Trade name Exemptions from liability for the obligations of the person transferring the trade name Business offices Corporation identification number Trade name user Type of business
Registration record section	Grounds for/date of registration record creation Grounds for/date of closing registration record Grounds for/date of registration record restoration

Appended Table 2 (Register of Minors)

Section Name	Information Required to be Recorded
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Section for minors	Corporation identification number Minors Business offices Type of business
Registration record section	Grounds for/date of registration record creation  Grounds for/date of closing registration record Grounds for/date of registration record restoration

Appended Table 3 (Guardian Register)

Section Name	Information Required to be Recorded
Guardian section	Guardian Corporation identification number Ward Business offices Type of business Information concerning exercise of authority by the guardian
Registration record section	Grounds for/date of registration record creation  Grounds for/date of closing registration record Grounds for/date of registration record restoration

Appended Table 4 (Manager Register)

Section Name	Information Required to be Recorded
Manager section	Manager Corporation identification number Merchant Business office to which the manager has been assigned Business in connection with which the manager is to represent the merchant Trade name to be used by the manager
Registration record section	Grounds for/date of registration record creation  Grounds for/date of closing registration record Grounds for/date of registration record restoration

Appended Table 5 (Stock Company Register)

Section Name	Information Required to be Recorded
Trade name section	Corporation identification number  Trade name Exemption from liability for the obligations of the person transferring the trade name Location of the head office Means of public notice by the company Matters necessary for a person to receive information on a balance sheet

	<p>Matters necessary for a person to receive information on an interim balance sheet, etc.</p> <p>Date of company incorporation</p>
Purpose section	Purpose
Share/capital section	<p>Share units</p> <p>Total number of authorized shares</p> <p>Total number of issued shares, their classes, and the number of shares in each class</p> <p>An indication that the company is a share certificate-issuing company</p> <p>Amount of stated capital</p> <p>Features of shares to be issued</p> <p>Total number of authorized shares in a class and the features of each class of shares</p> <p>Name, address, and business office of the shareholder register administrator</p> <p>Method of depreciation of organization expenses</p> <p>Method of depreciation of operating expenses</p> <p>Other information concerning shares or stated capital</p>
Officer section	<p>Directors, provisional directors, and acting representatives of directors</p> <p>Directors who are audit and supervisory committee members, provisional directors who are audit and supervisory committee members, and acting representatives of directors who are audit and supervisory committee members</p> <p>Accounting advisors, provisional accounting advisors, acting representatives of accounting advisors, and the place where financial statements and related documents are kept</p> <p>Company auditors, provisional company auditors, and acting representatives of company auditors</p> <p>Representative director, provisional representative directors, and acting representatives of representative directors</p> <p>Special directors</p> <p>Committee members, provisional committee members, and acting representatives of committee members</p> <p>Executive officers, provisional executive officers, and acting representatives of executive officers</p> <p>Representative executive officers, provisional representative executive officers, and acting representatives of representative executive officers</p> <p>Financial auditors and provisional financial auditors</p> <p>An indication that a director is an outside director</p>



	<p>An indication that a company auditor is an outside company auditor</p> <p>Liquidators, provisional liquidators, and acting representatives of liquidators</p> <p>Representative liquidators, provisional representative liquidators, and acting representatives of representative liquidators</p> <p>An indication that there are provisions in the articles of incorporation limiting the scope of audit by company auditors to accounting</p> <p>Suspension in the performance of duties</p> <p>Other information regarding officers and other persons (excluding information required to be recorded in the officer liability section)</p>
Officer liability section	<p>Provisions on exemption of a director, accounting advisor, company auditor, executive officer, or financial auditor from liability to the company</p> <p>Provisions on limitation of the liability of a director (excluding one who is an executive director, etc.), accounting advisor, company auditor, or financial auditor to the company</p>
Company manager section	<p>Manager</p> <p>Business office to which the manager is assigned</p>
Branch office section	Locations of branch offices
Share option section	Information concerning share options
Company history section	<p>Continuation of the company</p> <p>An indication that a merger has been implemented and the trade name and the head office of the company disappearing in the absorption-type merger</p> <p>An indication that a company split has been implemented and the trade name and the head office of the company splitting in the absorption-type split</p> <p>An indication that a company split has been implemented and the trade name and the head office of the company succeeding in the absorption-type split or the company incorporated in the incorporation-type split</p>
Enterprise mortgage section	Information concerning enterprise mortgage
Company status section	<p>Provisions on duration</p> <p>Provisions on grounds for dissolution</p> <p>An indication that the company is a company with a board of directors</p>

	<p>An indication that the company is a company with accounting advisors</p> <p>An indication that the company is a company with company auditors</p> <p>An indication that the company is a company with company auditors</p> <p>An indication that there are provisions on the vote by special directors</p> <p>An indication that the company is a company with an audit and supervisory committee</p> <p>An indication that the articles of incorporation provide for the delegation of decisions on the execution of important operations to the directors</p> <p>An indication that the company is a company with a nominating committee and other committees</p> <p>An indication that the company is a company with financial auditors</p> <p>An indication that the company is a company with a board of liquidators</p> <p>Dissolution (excluding information required to be recorded in the registration record section)</p> <p>Invalidation of incorporation</p> <p>Invalidation of share transfer</p> <p>Information concerning special liquidation (excluding information required to be recorded in the officer section and the registration record section)</p> <p>Information concerning civil rehabilitation (excluding information required to be recorded in another section)</p> <p>Information concerning corporate reorganization (excluding information required to be recorded in another section)</p> <p>Information concerning recognition and assistance procedures (excluding information required to be recorded in the officer section)</p> <p>Information concerning bankruptcy (excluding information required to be recorded in the officer section and the registration record section)</p> <p>Information concerning entrustment of business and property administration</p>
Registration record section	<p>Grounds for/date of registration record creation</p> <p>Grounds for/date of closing registration record</p> <p>Grounds for/date of registration record restoration</p>

Appended Table 6 (General Partnership Company Register)

Section Name	Information Required to be Recorded
Trade name section	Corporation identification number

	Trade name Exemption from liability for the obligations of the person transferring the trade name Location of the head office Means of public notice by the company Date of incorporation of the company
Purpose section	Purpose
Member section	Members, representative members, liquidators, and representative liquidators Information concerning the right to execute business or the authority of representation of the members
Company manager section	Manager  Business office to which the manager is assigned
Branch office section	Locations of branch offices
Company history section	Continuation of the company  An indication that a merger has been implemented and the trade name and the head office of the company disappearing in the absorption-type merger An indication that a company split has been implemented and the trade name and the head office of the company splitting in the absorption-type split
Company status section	Provisions on the duration  Provisions on grounds for dissolution Dissolution (excluding information required to be recorded in the registration record section) Invalidation of incorporation Revocation of incorporation Information concerning civil rehabilitation (excluding information required to be recorded in another section) Information concerning recognition and assistance procedures (excluding information required to be recorded in the member section) Information concerning bankruptcy (excluding information required to be recorded in the member section and the registration record section) Information concerning entrustment of business and property administration
Registration record section	Grounds for/date of registration record creation  Grounds for/date of closing registration record Grounds for/date of registration record restoration

Appended Table 7 (Limited Partnership Company Register)

Section Name	Information Required to be Recorded
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Trade name section	<p>Corporation identification number</p> <p>Trade name</p> <p>Exemption from liability for the obligations of the person transferring the trade name</p> <p>Location of the head office</p> <p>Means of public notice by the company</p> <p>Date of incorporation of the company</p>
Purpose section	Purpose
Member section	<p>Members with unlimited liability, members with limited liability, representative members, liquidators, and representative liquidators</p> <p>Subject of contribution by members with limited liability, their value, and the value of the contributions already performed</p> <p>Information concerning the right to execute business or representation of the members</p>
Company manager section	<p>Manager</p> <p>Business office to which the manager is assigned</p>
Branch office section	Locations of branch offices
Company history section	<p>Continuation of the company</p> <p>An indication that a merger has been implemented and the trade name and the head office of the company disappearing in the absorption-type merger</p> <p>An indication that a company split has been implemented and the trade name and the head office of the company splitting in the absorption-type split</p>
Company status section	<p>Provisions on duration</p> <p>Provisions on grounds for dissolution</p> <p>Dissolution (excluding information required to be recorded in the registration record section)</p> <p>Invalidation of incorporation</p> <p>Revocation of incorporation</p> <p>Information concerning civil rehabilitation (excluding information required to be recorded in another section)</p> <p>Information concerning recognition and assistance procedures (excluding information required to be recorded in the member section)</p> <p>Information concerning bankruptcy (excluding information required to be recorded in the member section and the registration record section)</p> <p>Information concerning entrustment of business and property administration</p>
Registration record section	<p>Grounds for/date of registration record creation</p> <p>Grounds for/date of closing registration record</p>

Appended Table 8 (Limited Liability Company Register)

Section Name	Information Required to be Recorded
Trade name section	Corporation identification number Trade name Exemption from liability for the obligations of the person transferring the trade name Location of the head office Means of public notice by the company Date of company incorporation
Purpose section	Purpose
Capital section	Amount of stated capital
Member section	Executive members, representative members, liquidators, and representative liquidators Information concerning the right to execute business or representation of the members
Company manager section	Manager  Business office to which the manager is assigned
Branch office section	Locations of branch offices
Company history section	Continuation of the company  An indication that a merger has been implemented and the trade name and the head office of the company disappearing in the absorption-type merger An indication that a company split has been implemented and the trade name and the head office of the company splitting in the absorption-type split An indication that a company split has been implemented and the trade name and the head office of the company succeeding in the absorption-type split or the company incorporated in the incorporation-type split
Company status section	Provisions on duration  Provisions on grounds for dissolution Dissolution (excluding information required to be recorded in the registration record section) Invalidation of incorporation Revocation of incorporation Information concerning civil rehabilitation (excluding information required to be recorded in another section) Information concerning the recognition and assistance procedure (excluding required information to be recorded in the member section)

	Information concerning bankruptcy (excluding information to required be recorded in the member section and the registration record section)
Registration record section	Grounds for/date of registration record creation  Grounds for/date of closing registration record Grounds for/date of registration record restoration