

Cabinet Office Ordinance on the Disclosure of Information, etc. on Issuers of Foreign Government Bonds, etc.

(Ordinance of the Ministry of Finance No. 26 of April 27, 1972)

Pursuant to the provisions of the proviso to Article 4, paragraph (1), Article 4, paragraph (4), Article 5 as applied mutatis mutandis pursuant to Article 27, Article 7, Article 13, paragraph (2) to (4) inclusive, Article 24, paragraph (1) to (3) inclusive, Article 24-5, paragraphs (1) and (2), and Article 25, paragraphs (1) and (3) of the Securities and Exchange Act; and to the provisions of Article 5, paragraph (1) of the Order for Enforcement of the Securities and Exchange Act; the Ordinance of the Ministry of Finance on Notification, etc. in a Public Offering or Secondary Distribution of Foreign Government Bonds, etc. shall be provided as follows.

(Definitions)

Article 1 In this Cabinet Office Ordinance, the meanings of the terms listed in the following items are as prescribed respectively in those items:

- (i) Foreign Government Bonds, etc.: those listed in the following sub-items:
 - (a) among the Securities listed in Article 2, paragraph (1), item (xvii) of the Financial Instruments and Exchange Act (Act No. 25 of 1948; hereinafter referred to as the "Act"), those that have the nature of the Securities listed in Article 2, paragraph (1), item (i) to (iii) inclusive, or (vi) of the Act (excluding the Securities listed in Article 1, item (i), sub-item (e) of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc. (Ordinance of the Ministry of Finance No. 5 of 1973)); and
 - (b) among the Securities listed in Article 2, paragraph (1), item (xx) of the Act, those that indicate the rights pertaining to the Securities listed in sub-item (a);
- (i)-2 Depository Receipts for Foreign Government Bonds, etc.: the Securities listed in sub-item (b) of the preceding item;
- (ii) Classes of Securities: for the Securities listed in Article 2, paragraph (1), item (xvii) of the Act, the classes that have been categorized based on the differences in the nature of the Securities listed in Article 2, paragraph (1), item (i) to (iii) inclusive and item (vi) of the Act;
- (iii) Public Offering of Securities: a Public Offering of Securities as prescribed in Article 2(3) of the Act;
- (iv) Secondary Distribution of Securities: a Secondary Distribution of Securities as defined in Article 2, paragraph (4) of the Act (excluding a Secondary

- Distribution of Securities listed in Article 4, paragraph (1), item (iv) of the Act), a General Offering of Securities Acquired by a Qualified Institutional Investor as defined in Article 4, paragraph (2) of the Act (excluding one that falls under category of a Secondary Distribution of Securities as defined in Article 2, paragraph (4) of the Act), and a General Offering of Securities Acquired by a Professional Investor, etc. as defined in Article 4(3) of the Act (excluding one that falls under the category of a Secondary Distribution of Securities as defined in Article 2, paragraph (4) of the Act; the same applies hereinafter);
- (v) Issuer: an Issuer as defined in Article 2, paragraph (5) of the Act;
 - (vi) Underwriter: an Underwriter as defined in Article 15, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
 - (vii) Prospectus: a Prospectus as defined in Article 2, paragraph (10) of the Act;
 - (viii) Written Notice of Securities: the written notice set forth in Article 4, paragraph (6) of the Act;
 - (ix) Securities Registration Statement: among the Securities Registration Statements set forth in Article 2, paragraph (7) of the Act, the statement set forth in Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
 - (x) Reference Documents: Reference Documents as defined in Article 5, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
 - (xi) Reported Prospectus: a Prospectus (excluding the Prospectus listed in the following item) under Article 13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
 - (xii) Temporary Reported Prospectus: among the Prospectuses under Article 13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, those used in a Public Offering or Secondary Distribution of Securities related to said Prospectuses before the day on which the notification under Article 4, paragraph (1) to paragraph (3) inclusive of the Act comes into effect;
 - (xiii) Shelf Registration Prospectus: among the Prospectuses under Article 13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 23-12, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, those stating the contents that are to be stated in the Shelf Registration Statements set forth in Article 23-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, or in the Amended Shelf Registration Statements under Article 23-4 of the Act as applied mutatis mutandis pursuant to Article 27 of the Act (excluding the Prospectus listed in the following item);
 - (xiv) Temporary Shelf Registration Prospectus: among the Prospectuses under

- Article 13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 23-12, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, those stating the contents that are to be stated in the Shelf Registration Statements set forth in Article 23-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, or in the Amended Shelf Registration Statements under Article 23-4 of the Act as applied mutatis mutandis pursuant to Article 27, which are used before the day on which the Shelf Registration set forth in Article 23-3, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 comes into effect;
- (xv) Supplementary Shelf Registration Prospectus: among the Prospectuses under Article 13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 23-12, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, those stating the contents that are to be stated in the Shelf Registration Supplements set forth in Article 23-8, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
- (xvi) Written Notice of Shelf Registration: a written notice under Article 4, paragraph (6) of the Act as applied mutatis mutandis pursuant to Article 23-8, paragraph (4) as applied mutatis mutandis pursuant to Article 27 of the Act;
- (xvii) Shelf Registration Statement: a Shelf Registration Statement under Article 23-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
- (xviii) Shelf Registration Supplements: Shelf Registration Supplements as defined in Article 23-8, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
- (xix) Annual Securities Report: an Annual Securities Report as defined in Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
- (xx) Semiannual Securities Report: a Semiannual Securities Report as defined in Article 24-5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
- (xxi) Extraordinary Report: an Extraordinary Report as defined in Article 24-5, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
- (xxii) Financial Instruments Exchange: Financial Instruments Exchanges as defined in Article 2, paragraph (16) of the Act, including those that are operated in an area outside Japan (meaning Japan as defined in Article 6, paragraph (1), item (i) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949); the same applies hereinafter) and that are of the same nature as a Financial Instruments Exchange;

- (xxiii) Financial Instruments Specialist: a Financial Instruments Specialist as defined in Article 2, paragraph (9) of the Act (limited to a person engaged in the Securities Services defined in Article 28, paragraph (8) of the Act);
- (xxiv) Offers to Sell, etc. Exclusively to Professional Investors: Offers to Sell, etc. Exclusively to Professional Investors as defined in Article 2, paragraph (6) of the Act;
- (xxv) Securities for Professional Investors: Securities for Professional Investors as defined in Article 4(3) of the Act;
- (xxvi) Exclusive Solicitation of Professional Investors for Offers to Acquire: Exclusive Solicitation of Professional Investors for Offers to Acquire as defined in Article 4, paragraph (3), item (i) of the Act;
- (xxvii) Specified Information on Securities, etc.: Specified Information on Securities, etc. as defined in Article 27-33 of the Act; and
- (xxviii) Issuer's Information, etc.: Issuer's Information, etc. as defined in Article 27-34 of the Act.

(Public Offerings and Secondary Distributions of Securities for Which Notification May Be Omitted)

Article 1-2 Where the Issuer is an Issuer of Foreign Government Bonds, etc., the Public Offering or Secondary Distribution of Securities whose total issue value or distribution value is less than 100 million yen which is specified by a Cabinet Office Ordinance, as referred to in Article 4, paragraph (1), item (v) of the Act, shall be a Public Offering or Secondary Distribution other than those listed in the following items:

- (i) where the amount obtained by adding up the total issue value or total distribution value of Securities in a Public Offering or Secondary Distribution and the total issue value or total distribution value of Securities of the same class that were the subject of a Public Offering or Secondary Distribution (excluding Public Offerings or Secondary Distributions for which a notification under Article 4, paragraph (1) of the Act has been given and which took place before said notification, and Public Offerings or Secondary Distributions for which the Shelf Registration Supplements under Article 23-8, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act were submitted and which took place before said submission) that took place within the one year prior to the day on which the aforementioned Public Offering or Secondary Distribution will begin is 100 million yen or more, said Public Offering or Secondary Distribution of Securities;
- (i)-2 where the amount obtained by adding up the total issue value of Securities in a Public Offering (limited to where such has come to fall under the category of a Public Offering by satisfying the requirements prescribed in

- Article 1-6, item (i) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; hereinafter referred to as the "Order")) and the total issue value of the Newly Issued Securities of the Same Class as defined in that Article that were issued within the six months prior to the day on which said Securities are to be issued, is 100 million yen or more, said Public Offering of Securities;
- (ii) where two or more sets of Public Offerings or Secondary Distributions for Securities of the same class that have a total issue value or total distribution value of less than 100 million yen take place at the same time and where the total amount of the total issue value or total distribution value of the Securities in those Public Offerings or Secondary Distributions is 100 million yen or more, said Public Offerings or Secondary Distributions of Securities;
 - (iii) a Public Offering or a Secondary Distribution of Securities that are of the same class as the Securities in a Public Offering or Secondary Distribution whose total issue value or distribution value is 100 million yen or more, or a Public Offering or a Secondary Distribution of Securities that are of the same class as the Securities in a Public Offering or Secondary Distribution as defined in item (i), that will take place at the same time as said Public Offering or Secondary Distribution;
 - (iv) a Public Offering or Secondary Distribution of Securities conducted by a notifier who has been issued a disposition suspending the validity of his/her notification under Article 10, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, or suspending the validity of his/her notification, Shelf Registration, or extension of the period under Article 11, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, where such a Public Offering or Secondary Distribution is to be newly conducted within the period under these dispositions; and
 - (v) a Public Offering or Secondary Distribution of Securities conducted by a registrant who has been issued a disposition suspending the validity of his/her Shelf Registration under Article 23-10, paragraph (3) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, or suspending the validity of his/her Shelf Registration, notification, or extension of the period under Article 23-11, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, where such a Public Offering or Secondary Distribution is to be newly conducted within the period under these dispositions.

(Agents of Issuers of Securities for Which Offers Exclusively Targeting Qualified Institutional Investors Are Conducted)

Article 1-3 An Issuer of Foreign Government Bonds, etc., whose Offer to Issue Securities, etc. (meaning an Offer to Issue Securities, etc. as defined in Article

4, paragraph (1), item (iv) of the Act; the same applies hereinafter) falls under the category of an Offer Exclusively Targeting Qualified Institutional Investors (meaning an Offer Exclusively Targeting Qualified Institutional Investors as defined in Article 23-13, paragraph (1) of the Act; the same applies hereinafter) shall specify a person who has an address in Japan and who has the authority to represent said Issuer of Foreign Government Bonds, etc. in any acts concerning the transfer of said Securities (such person shall be referred to as the "Issuer's Agent" in the following Article).

(Obligation to Give Notice of a Transfer Which Has Been Conducted in Violation of Article 4, paragraph (2) of the Act)

Article 1-4 When an Issuer's Agent has learned that the relevant Securities have been transferred in violation of Article 4, paragraph (2) of the Act, he/she shall notify the Director-General of the Kanto Local Finance Bureau to that effect without delay.

(Scope of Securities Which Are Excluded from the Category of Securities for Professional Investors)

Article 1-5 The Securities specified by a Cabinet Office Ordinance, referred to in Article 2-12-2, paragraph (1) of the Order, shall be Specified Listed Securities (meaning Specified Listed Securities as defined in Article 2, paragraph (33) of the Act) that fall under the category of Foreign Government Bonds, etc. and Specified Over-the-Counter Traded Securities (meaning Specified Over-the-Counter Traded Securities as defined in Article 2-12-2, paragraph (3), item (ii) of the Order) that fall under the category of Foreign Government Bonds, etc.

(Procedures, etc. for Obtaining Acknowledgement to the Effect that Securities Do Not Fall Under the Category of Securities for Professional Investors)

Article 1-6 (1) Where an Issuer of the Securities that fall under the category of Foreign Government Bonds, etc. that are defined in Article 2-12-2, paragraph (1) of the Order wishes to obtain acknowledgement set forth in that paragraph, he/she shall attach the documents listed in the following items to a written application for acknowledgement and shall submit them to the Director-General of the Kanto Local Finance Bureau:

- (i) a copy of the registry of holders of the Foreign Government Bonds, etc. at the time of application;
- (ii) a document verifying that the representative person of the Issuer of the Foreign Government Bonds, etc. that is stated in the written application for acknowledgement is a person who has legitimate authority for the submission of said written application for acknowledgement; and
- (iii) a document verifying that the Issuer of Foreign Government Bonds, etc.

has granted a person who has an address in Japan the authority to represent said Issuer in any acts concerning the submission of the written application for acknowledgement.

- (2) Where the Issuer is an Issuer of Foreign Government Bonds, etc., the number of holders prescribed in Article 2-12-2, paragraph (1) of the Order shall be the number of persons (excluding Non-Residents (meaning non-residents as defined in Article 6, paragraph (1), item (vi) of the Foreign Exchange and Foreign Trade Act; the same applies in Article 11-15, paragraph (2), item (ii), sub-item (b) and Article 13-2, paragraph (4))) who are listed in the registry of the holders of said Foreign Government Bonds, etc. that are held by Financial Instruments Specialists, etc. (meaning Financial Instruments Specialists, etc. as defined in Article 34 of the Act) that have been entrusted with the custody of said Foreign Government Bonds, etc. as of the last day of the fiscal year or business year (hereinafter collectively referred to as "Fiscal Year, etc.") immediately preceding the Fiscal Year, etc. which includes the day on which the application was filed or as of the last day of the Fiscal Year, etc. that commenced within two years before the day of commencement of the immediately preceding Fiscal Year, etc.
- (3) When the documents listed in the items of paragraph (1) have not been written in Japanese or English, translations thereof shall be attached.

(Offers of Securities for Professional Investors That Exclusively Target General Investors for Which a Notification May Be Omitted)

Article 1-7 The cases specified by a Cabinet Office Ordinance, referred to in Article 4, paragraph (3) of the Act, shall be the where a Holder of Foreign Government Bonds, etc. that has come to fall under item (iii) of that paragraph (excluding the Issuer of said Foreign Government Bonds, etc.) conducts a General Offering of Securities Acquired by Professional Investors, etc. for said Foreign Government Bonds, etc. (limited to those held as of the day prior to when said Foreign Government Bonds, etc. came to fall under that item) during the period between the day set forth in the parenthetical and the day on which one year has elapsed from said day.

(Same Class of Securities as the Relevant Securities)

Article 1-8 The Securities specified by a Cabinet Office Ordinance, referred to in Article 4, paragraph (3), item (iii) of the Act, shall be Foreign Government Bonds, etc. for which the matters prescribed in the items of Article 12, paragraph (1) of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Act (Ordinance of the Ministry of Finance No. 14 of 1993; hereinafter referred to as the "Ordinance on Definitions") are the same matters as those for the Securities listed in Article 4,

paragraph (3), item (iii) of the Act, in accordance with the category of Securities listed in each of said items.

(Written Notice of Securities)

- Article 2 (1) A Written Notice of Securities that is to be submitted by an Issuer of Foreign Government Bonds, etc. pursuant to the provisions of Article 4, paragraph (6) of the Act shall be prepared in accordance with Form 1 and shall be submitted to the Director-General of the Kanto Local Finance Bureau.
- (2) The following documents shall be attached to a Written Notice of Securities. In this case, if said documents have not been written in Japanese, translations thereof shall be attached:
- (i) a copy of the Wholesale Underwriting Contract that the relevant Issuer or holder has concluded with a Financial Instruments Specialist;
 - (ii) a copy of the contract in which the relevant Issuer has entrusted the administration of claims, or any other duties to perform acts for obligees or acts for said Issuer; and
 - (iii) a legal opinion letter from a responsible party at the department in charge of legal affairs or from a legal expert, stating that the Public Offering or Secondary Distribution of said Securities is lawful, as well as the text of the laws and regulations set forth in said legal opinion letter.
- (3) The amount specified by a Cabinet Office Ordinance, referred to in the proviso to Article 4, paragraph (6) of the Act (including where it is applied mutatis mutandis pursuant to Article 23-8, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act) as related to Foreign Government Bonds, etc., shall be ten million yen.

(Written Notice of Changes)

Article 3 Where there are any changes in the content stated in the Written Notice of Securities under paragraph (1) of the preceding Article on or after the submission date of said Written Notice of Securities but before the day on which the transactions of Securities subject to the relevant Public Offering or Secondary Distribution terminate, the person who submitted said Written Notice of Securities shall submit a written notice of changes stating the contents of said changes to the Director-General of the Kanto Local Finance Bureau without delay.

(Cases Where Disclosure Has Been Made)

- Article 3-2 The cases specified by a Cabinet Office Ordinance, referred to in Article 4, paragraph (7) of the Act, shall be the following cases when the relevant Securities are Foreign Government Bonds, etc.:
- (i) where a notification under Article 4, paragraph (1) to paragraph (3)

- inclusive of the Act concerning a Secondary Distribution that has already taken place for Foreign Government Bonds, etc. of the same issue as the relevant Foreign Government Bonds, etc., or concerning a Public Offering or Secondary Distribution that has already taken place for Foreign Government Bonds, etc. of the same class as the relevant Foreign Government Bonds, etc. (meaning other Foreign Government Bonds, etc. for which the matters specified in the items of Article 12, paragraph (1) of the Ordinance on Definitions are the same as the matters for the relevant Foreign Government Bonds, etc., in accordance with the category of Foreign Government Bonds, etc. listed in each of said items; hereinafter the same applies in this Article) (excluding where the proviso to Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act applies to the Issuer of the relevant Foreign Government Bonds, etc.);
- (ii) where a registration under Article 23-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, that has already been made with regard to a Public Offering or Secondary Distribution of the relevant Foreign Government Bonds, etc. or of Foreign Government Bonds, etc. of the same class as the relevant Foreign Government Bonds, etc. has come into effect, and where the Shelf Registration Supplements under Article 23-8, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act have already been submitted with regard to any of the Public Offerings or Secondary Distributions of Foreign Government Bonds, etc. subject to said registration (excluding where the proviso to Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act applies to the Issuer of the relevant Foreign Government Bonds, etc.); and
- (iii) where the relevant Foreign Government Bonds, etc. fall under the category of Securities listed in Article 24, paragraph (1), item (i) or (ii) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, and where an Annual Securities Report pertaining to the business year immediately preceding the business year which includes the day on which the relevant Foreign Government Bonds, etc. came to fall under the category of Securities listed in Article 24, paragraph (1), item (i) or (ii) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act has been submitted to the Director-General of the Kanto Local Finance Bureau pursuant to the provisions of Article 24, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act.

(Agents)

Article 4 (1) Where an Issuer of Foreign Government Bonds, etc. submits a Securities Registration Statement pursuant to the provisions of Article 5,

paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, he/she shall specify a person who has an address in Japan and who has the authority to represent said Issuer in any acts concerning the submission of the notification of the Public Offering or Secondary Distribution (such person shall be referred to as an "Agent" in Article 11-2, paragraph (1), item (iii)).

(2) Where an Issuer of Foreign Government Bonds, etc. submits a Shelf Registration Statement under Article 23-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act or the Shelf Registration Supplements under Article 23-8, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, he/she shall specify a person who has an address in Japan and who has the authority to represent said Issuer in any acts concerning the submission of said Shelf Registration Statement or Shelf Registration Supplements.

(3) Where an Issuer of Foreign Government Bonds, etc. listed in the items of Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act submits the written application for approval under Article 4, paragraph (1) of the Order, he/she shall specify a person who has an address in Japan and who has the authority to represent said Issuer in any acts concerning the submission of said written application for approval.

(Content of Entries, etc. in a Securities Registration Statement)

Article 5 An Issuer of Foreign Government Bonds, etc. who wishes to submit a Securities Registration Statement pursuant to the provisions of Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act shall prepare three copies of the Securities Registration Statement and shall submit them to the Director-General of the Kanto Local Finance Bureau.

(Special Provisions on Entries in a Securities Registration Statement)

Article 6 With regard to a Securities Registration Statement, the cases specified by a Cabinet Office Ordinance, referred to in the proviso to Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the cases listed in the following items, and the matters specified by a Cabinet Office Ordinance, referred to in the proviso to Article 5, paragraph (1) of the Act and the proviso to Article 13, paragraph (2) of the Act, shall be the matters listed in the following items, in accordance with the category of cases listed in each item:

- (i) where it is necessary to conduct a Public Offering before deciding the issue price of the relevant Securities:
 - (a) the issue price;
 - (b) the interest rate;

- (c) the deposit for subscription;
- (d) the subscription handling office;
- (e) the contents of the underwriting contract (excluding the names and addresses of the major Financial Instruments Specialists with which Wholesale Underwriting Contracts will be concluded);
- (f) the bond certificate managing company; and
- (g) the places for the payment of principal and interest.
- (ii) where it is necessary to conduct a Secondary Distribution before deciding the distribution price of the relevant Securities:
 - (a) the distribution price;
 - (b) the subscription handling office; and
 - (c) the contents of the entrustment agreement for the Secondary Distribution (excluding the names and addresses of the major Financial Instruments Specialists with which Wholesale Underwriting Contracts will be concluded).

(Securities Registration Statements by the Inclusion Method)

Article 6-2 (1) The period specified by a Cabinet Office Ordinance, referred to in Article 5, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be one year.

(2) The Securities Registration Statements as specified by a Cabinet Office Ordinance, referred to in Article 5, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be an Annual Securities Report that is prepared in accordance with Form 3 or 4 and submitted to the Director-General of the Kanto Local Finance Bureau.

(3) Where an Issuer of Foreign Government Bonds, etc. who has continuously submitted the Annual Securities Reports for the period specified in the preceding paragraph wishes to submit an Annual Securities Report, he/she may prepare such Annual Securities Report in accordance with Form 2-2, pursuant to the provisions of Article 5, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act.

(Securities Registration Statement by the Reference Method)

Article 6-3 (1) Where an Issuer of Foreign Government Bonds, etc. who satisfies all of the requirements listed in the items of Article 5, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act wishes to submit a Securities Registration Statement, he/she may prepare such Securities Registration Statement in accordance with Form 2-3, pursuant to that paragraph.

(2) The period specified by a Cabinet Office Ordinance, referred to in Article 5, paragraph (4), item (i) of the Act as applied mutatis mutandis pursuant to

Article 27 of the Act, shall be one year.

- (3) The Annual Securities Reports specified by a Cabinet Office Ordinance, referred to in Article 5, paragraph (4), item (i) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the Annual Securities Reports prescribed in paragraph (2) of the preceding Article.
- (4) The criteria specified by a Cabinet Office Ordinance, referred to in Article 5, paragraph (4), item (ii) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be that an Issuer of Foreign Government Bonds, etc. who wishes to submit a Securities Registration Statement falls under any of the following items:
 - (i) the total face value of the bond certificates that the Issuer has issued in Japan by submitting a Securities Registration Statement shall be ten billion yen or more; or
 - (ii) one Designated Rating Organization (meaning a Designated Rating Organization as defined in Article 1, item (xiii)-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc.; hereinafter the same applies in this paragraph) has granted a Specified Rating (meaning the rating defined in Article 9-4, paragraph (5), item (i), sub-item (e) of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc.; hereinafter the same applies in this paragraph) to any of the Foreign Government Bonds, etc. whose Issuer is the relevant Issuer and which have already been issued, and another Designated Rating Organization has granted a Specified Rating to any of the Foreign Government Bonds, etc. whose Issuer is the relevant person or for which said person wishes to give the notification under Article 4, paragraph (1) of the Act in relation to the Public Offering or Secondary Distribution of the Foreign Government Bonds, etc. (limited to where these ratings have been publicized).

(Documents Attached to the Securities Registration Statement)

Article 7 (1) The documents specified by a Cabinet Officer Ordinance as documents that should be attached to a Securities Registration Statement (such documents shall be referred to as the "Attached Documents" in the following Article) pursuant to the provisions of Article 5, paragraph (6) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the documents prescribed in the following items in accordance with the category of Securities Registration Statement listed in each of said items. In this case, if the documents listed in sub-item (b) to sub-item (d) inclusive of item (i) (including the where they are cited in item (ii)) cannot be attached to the Securities Registration Statement, said documents may be attached to the amendment prescribed in Article 7 of the Act as applied mutatis mutandis pursuant to Article 27 of the Act and submitted:

- (i) a Securities Registration Statement prepared in accordance with Form 2 or Form 2-2:
 - (a) a document verifying that the Issuer has granted a person who has an address in Japan the authority to represent said Issuer in any acts concerning the notification of the Public Offering or Secondary Distribution of Securities;
 - (b) a copy of the Wholesale Underwriting Contract which the Issuer or holder has concluded with a Financial Instruments Specialist;
 - (c) a copy of the contract in which the Issuer has entrusted the administration of claims, or any other duties to perform acts for obligees or acts for said Issuer;
 - (d) a copy of the contract concerning the payment of the principal and interest and the text of the relevant laws and regulations of the Issuer's country concerning the payment of the principal and interest;
 - (e) a legal opinion letter from a responsible party at the department in charge of legal affairs or from a legal expert, stating that the Public Offering or Secondary Distribution of the relevant Securities is lawful, as well as the text of the laws and regulations set forth in said legal opinion letter; and
 - (f) when the payment of the principal and interest of Foreign Government Bonds, etc. (excluding those that have the nature of the Securities listed in Article 2, paragraph (1), items (i) and (vi) of the Act), has been guaranteed by the country to which the relevant Issuer belongs, a document stating the contents of said guarantee.
- (ii) a Securities Registration Statement prepared in accordance with Form 2-3:
 - (a) the documents listed in the preceding item;
 - (b) a document indicating that the person who submitted the Securities Registration Statement satisfies the requirements listed in the items of Article 5, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
 - (c) where the following circumstances have occurred on or after the submission date of an Annual Securities Report in regard to which an entry in the Securities Registration Statement stated to the effect that reference should be made (excluding where a Semiannual Securities Report, Extraordinary Report, or amendment report stating the details of a material fact as follows has been included in the Reference Documents of said Securities Registration Statement), a document stating the details of the relevant material fact:
 - 1. that, with regard to a material fact that occurred before the submission date of the Annual Securities Report and that should have been included therein but whose details could not be stated at the time that

said documents were submitted, it has become possible to state the details thereof; and

2. that a material fact has occurred with regard to a matter that should be stated in an Annual Securities Report.
 - (d) a document giving an accurate and concise summary of the major matters stated under "Outline of Issuer" in an Annual Securities Report in regard to which an entry in the Securities Registration Statement stated to the effect that reference should be made.
- (2) When the documents listed in the items of the preceding paragraph have not been written in Japanese, translations thereof shall be attached.

(Voluntary Amendment of Securities Registration Statements)

Article 8 With regard to a Securities Registration Statement, the circumstances specified by a Cabinet Office Ordinance, referred to in Article 7 of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the following circumstances:

- (i) that, with regard to a material fact that occurred before the submission date of the Securities Registration Statement or the Attached Documents thereof and that should have been included therein but whose details could not be stated at the time that said documents were submitted, it has become possible to state the details thereof;
- (ii) that a material fact has occurred with regard to a matter that should be stated in said Securities Registration Statement or the Attached Documents thereto; or
- (iii) that, with regard to matters listed in the items of Article 6 which were not stated in the relevant Securities Registration Statement, the details thereof have been determined.

(Secondary Distribution of Securities for Which the Preparation of a Prospectus May Be Omitted)

Article 8-2 The Secondary Distribution of Securities specified by a Cabinet Office Ordinance, referred to in Article 13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act (including where it is applied mutatis mutandis pursuant to Article 23-12, paragraph (2) of the Act), shall not fall under the category of a Secondary Distribution of Securities as prescribed in Article 2, paragraph (4) of the Act.

(Content of Entries in a Prospectus That Is to Be Delivered for Securities That Require Notification)

Article 9 The matters specified by a Cabinet Office Ordinance, referred to in Article 13, paragraph (2), item (i), sub-item (a)1. as applied mutatis mutandis

pursuant to Article 27 of the Act, shall be the matters listed in Part I and Part II of Form 2, the matters listed in Part I to Part III inclusive of Form 2-2, and the matters listed in Part I and Part II of Form 2-3; provided, however, that the matters which are not to be made available for public inspection pursuant to the provisions of Article 25, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act are excluded.

(Special Instructions Regarding a Prospectus That Is to Be Delivered for Securities That Require Notification)

Article 10 (1) The matters specified by a Cabinet Office Ordinance, referred to in Article 13, paragraph (2), item (i), sub-item (a)2. of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the matters specified in the following items, in accordance with the category of Prospectuses listed in each of those items:

(i) a Reported Prospectus: the following matters:

- (a) with regard to the Public Offering or Secondary Distribution of Securities related to the Prospectus, where the notification under Article 4, paragraph (1) to (3) inclusive of the Act has been made, a statement to the effect that said notification has come into effect;
- (b) where the Foreign Government Bonds, etc. are indicated in a foreign currency, a statement to the effect that they may be affected by changes in the foreign exchange rate; and
- (c) where Article 13, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act applies to the Prospectus, the matters stated in the documents listed in Article 7, paragraph (1), item (ii), sub-item (b) to (d) inclusive.

(ii) a Temporary Reported Prospectus: the following matters:

- (a) with regard to the Public Offering or Secondary Distribution of Securities related to the Temporary Prospectus, where the notification under Article 4, paragraph (1) to (3) inclusive of the Act has been made, the day on which said notification was made and a statement to the effect that said notification has yet to come into effect;
- (b) with regard to the contents stated in the Temporary Reported Prospectus, a statement to the effect that amendments may be made; and
- (c) the matters listed in sub-items (b) and (c) of the preceding item.

(2) The matters listed in the items of the preceding paragraph shall be stated on the front page or in some other conspicuous location in the Reported Prospectus or Temporary Reported Prospectus.

(Special Instructions Regarding a Prospectus That Is to Be Delivered for Securities in Regard to Which Disclosure Has Already Been Made)

Article 11 (1) The matters specified by a Cabinet Office Ordinance, referred to in Article 13, paragraph (2), item (i), sub-item (b)2. of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the matters listed in the following items in accordance with the category of Prospectus listed in each of those items:

(i) a Reported Prospectus: the following matters:

- (a) where this is a Prospectus for a Public Offering of Securities, a statement to the effect that notifications under Article 4, paragraph (1) to (3) inclusive of the Act have not been made;
- (b) where the Foreign Government Bonds, etc. are indicated in a foreign currency, a statement to the effect that they may be affected by changes in the foreign exchange rate; and
- (c) where Article 13, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act applies to the Prospectus, the matters stated in the documents listed in Article 7, paragraph (1), item (ii), sub-item (b) to (d) inclusive.

(ii) a Temporary Reported Prospectus: the following matters:

- (a) where this is a Temporary Prospectus for a Public Offering of Securities, a statement to the effect that notifications under Article 4, paragraph (1) to (3) inclusive of the Act have not been made;
- (b) with regard to the stated contents, a statement to the effect that amendments may be made; and
- (c) the matters listed in sub-items (b) and (c) of the preceding item.

(2) The matters listed in the items of the preceding paragraph shall be stated on the front page or in some other conspicuous location in the Reported Prospectus or Temporary Reported Prospectus.

(Method of Publicizing the Issue Price, etc.)

Article 11-2 (1) The methods specified by a Cabinet Office Ordinance, referred to in Article 15, paragraph (5) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be as follows:

- (i) publication in two or more daily newspapers that cover matters related to overall current affairs in Japan or that cover general matters related to Japanese industry and the domestic economy (referred to as "Daily Newspapers" in the following item);
- (ii) publication in one or more Daily Newspapers, and making available for inspection via a telecommunications line the matters that have been recorded in a file that is stored on the computer used by the Issuer or the person who wishes to have the Securities acquired through a Public Offering or Secondary Distribution or to sell them therethrough; or
- (iii) making available for inspection via a telecommunications line the matters

which have been recorded in a file that is stored on the computer used by the Issuer, the Agent thereof, or the person who wishes to have the Securities acquired through a Public Offering or Secondary Distribution or to sell them therethrough (limited to where said person confirms directly, by telephone or by any other means, with the counterparty that the person wishes to have acquire the Securities or to whom said person wishes to sell such Securities through the Public Offering or Secondary Distribution, to the effect that said counterparty has inspected said matters or has by any other method acquired information pertaining to said matters).

- (2) With regard to the method whereby the relevant matters are made available for inspection via a telecommunications line as listed in item (ii) and item (iii) of the preceding paragraph, the condition in which the matters are available for inspection shall be maintained until the period in which the person wishes to have the Securities acquired through a Public Offering or Secondary Distribution or in which the person wishes to sell said Securities therethrough ends.

(Content of Entries, etc. in a Shelf Registration Statement)

Article 11-3 An Issuer of Foreign Government Bonds, etc. who wishes to register a Public Offering or Secondary Distribution of Securities pursuant to the provisions of Article 23-3, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, shall prepare three copies of the Shelf Registration Statement for each Public Offering or Secondary Distribution in accordance with Form 6, and shall submit them to the Director-General of the Kanto Local Finance Bureau.

(Documents Attached to a Shelf Registration Statement)

Article 11-4 (1) The documents specified by a Cabinet Office Ordinance, referred to in Article 23-3, paragraph (2) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act as the documents that an Issuer of Foreign Government Bonds, etc. should attach to a Shelf Registration Statement (such documents shall be referred to as "Attached Documents" in the following Article), shall be the following documents:

- (i) a document verifying that the Issuer has granted a person who has an address in Japan the authority to represent said Issuer in any acts concerning the relevant Shelf Registration Statement;
- (ii) a legal opinion letter from a responsible party at the department in charge of legal affairs or from a legal expert, stating that the Shelf Registration Statement is lawful, as well as the text of the laws and regulations set forth in said legal opinion letter;
- (iii) a document indicating that the person who submitted the Shelf

Registration Statement satisfies the requirements listed in the items of Article 5, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;

- (iv) where the circumstances listed in the following items have occurred after the submission date of the Annual Securities Report in regard to which an entry in the Securities Registration Statement stated to the effect that reference should be made (excluding where a Semiannual Securities Report, Extraordinary Report, or amendment report stating the details of a material fact as set forth in one of the following items has been included in the reference documents of said Securities Registration Statement), a document stating the details of the relevant material fact:
 - (a) that, with regard to a material fact that occurred before the submission date of the Annual Securities Report and that should have been included therein but whose details could not be stated at the time that said documents were submitted, it has become possible to state the details thereof; and
 - (b) that a material fact has occurred with regard to a matter that should be stated in the Annual Securities Report has occurred.
 - (v) a document giving an accurate and concise summary of the major matters stated under "Outline of Issuer" in an Annual Securities Report in regard to which an entry in the Shelf Registration Statement stated to the effect that reference should be made.
- (2) The documents listed in the following items may be attached to the Shelf Registration Statement (including Amended Shelf Registration Statements; the same applies in Article 11-10, paragraph (2) and Article 11-11, paragraph (1)):
- (i) a document verifying that the Issuer has granted a person who has an address in Japan the authority to represent said Issuer in any acts concerning the submission of Shelf Registration Supplements pertaining to the Shelf Registration Statement;
 - (ii) a legal opinion letter from a responsible party at the department in charge of legal affairs or from a legal expert, stating that the Public Offering or Secondary Distribution of the relevant Securities is lawful, as well as the text of the laws and regulations set forth in said legal opinion letter; and
 - (iii) the documents listed in Article 7, paragraph (1), item (i), sub-item (b) to (d) inclusive.
- (3) When the documents listed in the items of paragraph (1) and the items of the preceding paragraph have not been written in Japanese, translations thereof shall be attached.

(Grounds, etc. for the Submission of an Amended Shelf Registration Statement)
Article 11-5 (1) With regard to a Shelf Registration Statement and the Attached

Documents thereof that have been submitted, the circumstances specified by a Cabinet Office Ordinance as those that require the amendment of the contents thereof, referred to in Article 23-4 of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the circumstances listed in the following items:

- (i) that part of an unissued portion of the planned amount of issue that was stated in the documents is no longer likely to be issued within the planned issue Period;
 - (ii) that there have been changes in the major Financial Instruments Specialists who are scheduled to conduct the underwriting and who have been stated in the documents; or
 - (iii) that the scheduled date for the shelf registration to come into effect that was stated in the documents has been changed.
- (2) A Shelf Registration Holder (meaning a Shelf Registration Holder as defined in Article 23-4 of the Act as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter) who wishes to submit an Amended Shelf Registration Statement pursuant to the provisions of Article 23-4 of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall prepare three copies of Amended Shelf Registration Statements in accordance with Form 7, and shall submit them to the Director-General of the Kanto Local Finance Bureau.
- (3) The matters specified by a Cabinet Office Ordinance as matters stated in a Shelf Registration Statement and the Attached Documents thereof that may not be amended for changes pursuant to the provisions of Article 23-4 of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the matters listed in the following items:
- (i) an increase in the planned amount of issue;
 - (ii) changes to the planned issue period; and
 - (iii) changes to the Classes of Securities.

(Planned Issue Period Pertaining to Shelf Registration)

Article 11-6 The period specified by a Cabinet Office Ordinance, referred to in Article 23-6, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be one year or two years, depending on the preference of the Issuer of Foreign Government Bonds, etc. who wishes to make the Shelf Registration.

(Content of Entries, etc. in Written Withdrawals of Shelf Registration)

Article 11-7 A Shelf Registration Holder who wishes to withdraw a Shelf Registration pursuant to the provisions of Article 23-7, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall prepare a

Written Withdrawal of Shelf Registration in accordance with Form 8, and shall submit it to the Director-General of the Kanto Local Finance Bureau.

(Content of Entries, etc. in Shelf Registration Supplements)

Article 11-8 A Shelf Registration Holder who wishes to have Securities that have been registered pursuant to the provisions of Article 23-8, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act acquired or who wishes to sell such Securities, shall prepare three copies of the Shelf Registration Supplement for each Public Offering or Secondary Distribution of said Securities in accordance with Form 9, and shall submit them to the Director-General of the Kanto Local Finance Bureau.

(Public Offerings and Secondary Distributions for Which the Submission of Shelf Registration Supplements Maybe Omitted)

Article 11-9 The Public Offering or the Secondary Distribution of Securities specified by a Cabinet Office Ordinance, referred to in the provisions of the proviso to Article 23-8, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be a Public Offering or Secondary Distribution other than those listed in the items of Article 1-2.

(Content of Entries, etc. in a Written Notice of Shelf Registration)

Article 11-10 (1) The Written Notice of Shelf Registration that an Issuer of Foreign Government Bonds, etc. submits pursuant to the provisions of Article 23-8, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act shall be prepared in accordance with Form 10, and shall be submitted to the Director-General of the Kanto Local Finance Bureau.

(2) The documents listed in the following items (excluding documents whose content is the same as that contained in a document attached to the Shelf Registration Statement pursuant to Article 11-4, paragraph (1) or (2)) shall be attached to a Written Notice of Shelf Registration. In this case, when said documents have not been written in Japanese, translations thereof shall be attached:

- (i) a copy of the Wholesale Underwriting Contract that the relevant Issuer or holder has concluded with a Financial Instruments Specialist;
- (ii) a copy of the contract in which the relevant Issuer has entrusted the administration of claims, or any other duties to perform acts for obligees or acts for said Issuer; and
- (iii) a legal opinion letter from a responsible party at the department in charge of legal affairs or from a legal expert, stating that the Public Offering or Secondary Distribution of the relevant Securities is lawful, as well as the text of the laws and regulations set forth in said written legal opinion.

- (3) The provisions of Article 3 apply mutatis mutandis to where there are any changes in the contents stated in a Written Notice of Shelf Registration.

(Documents Attached to Shelf Registration Supplements)

Article 11-11 (1) The documents specified by a Cabinet Office Ordinance, referred to in Article 23-8, paragraph (5) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the following documents (excluding documents whose contents are identical to those stated in the documents attached to a Shelf Registration Statement pursuant to the provisions of Article 11-4, paragraph (1) or (2)):

- (i) a document verifying that the Issuer has granted a person who has an address in Japan the authority to represent said Issuer in any acts concerning the submission of the relevant Shelf Registration Supplements;
 - (ii) a legal opinion letter from a responsible party at the department in charge of legal affairs or from a legal expert, stating that the submission of the relevant Shelf Registration Supplements is lawful, as well as the text of the laws and regulations set forth in said legal opinion letter; and
 - (iii) where the circumstances listed in the following items have occurred after submission date of an Annual Securities Report in regard to which an entry in the Shelf Registration Supplements stated to the effect that reference should be made (excluding where a Semiannual Securities Report, Extraordinary Report, or amendment report stating the details of a material fact as set forth in one of the following items has been included in the reference documents of said Shelf Registration Supplements), a document stating the details of the relevant material fact:
 - (a) that, with regard to a material fact that occurred before the submission date of the Annual Securities Report and that should have been included therein but whose details could not be stated at the time that said documents were submitted, it has become possible to state the details thereof; and
 - (b) that a material fact has occurred with regard to a matter that should be stated in the relevant Annual Securities Report;
 - (iv) a document giving an accurate and concise summary of the major matters stated under "Outline of Issuer" in an Annual Securities Report in regard to which an entry in the Shelf Registration Supplements stated to the effect that reference should be made; and
 - (v) the documents listed in Article 7, paragraph (1), item (i), sub-item (b) to (c) inclusive.
- (2) When the documents listed in the items of the preceding paragraph have not been written in Japanese, translations thereof shall be attached.

(Special Instructions Regarding the Shelf Registration Prospectus, etc.)

Article 11-12 (1) The matters specified by a Cabinet Office Ordinance, referred to in Article 13, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 23-12, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act and as applied by replacing certain terms pursuant to the provisions of Article 23-12, paragraph (2) of the Act, shall be the matters listed in the following items in accordance with the category of Prospectus listed in each of those items:

(i) a Shelf Registration Prospectus:

- (a) a statement to the effect that the Shelf Registration under Article 23-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act has come into effect concerning the Public Offering or Secondary Distribution related to the Shelf Registration Prospectus;
- (b) a statement to the effect that the contents stated in the Shelf Registration Prospectus may be amended and that reference information in regard to which an entry states to the effect that reference should be made may be newly replaced;
- (c) a statement to the effect that a Supplementary Shelf Registration Prospectus shall be delivered where the Securities are made to be acquired or where such Securities are sold;
- (d) where the Foreign Government Bonds, etc. are indicated in foreign currency, a statement to the effect that they may be affected by changes in the foreign exchange rates;
- (e) the matters stated in a document indicating that the person submitting the Shelf Registration Statement for the Shelf Registration Prospectus satisfies the requirements listed in the items of Article 5, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act;
- (f) where the following circumstances have occurred after the submission date of the latest Annual Securities Report in regard to which an entry in the Shelf Registration Statement or Amended Shelf Registration Statement stated to the effect that reference should be made (excluding where a Semiannual Securities Report, Extraordinary Report, or amendment report stating the details of a material fact as set forth in one of the following items has been included in the reference documents of said Shelf Registration Statement or where it has been stated in said Amended Shelf Registration Statement that reference should be made to such documents), the content of the relevant material fact:
 - a. that, with regard to a material fact that occurred before the submission date of the Annual Securities Report and that should have been included therein but whose details could not be stated at the time that said documents were submitted, it has become possible to state the

- details thereof; and
- b. that a material fact has occurred with regard to a matter that should be stated in the Annual Securities Report.
- (g) the matters stated in a document that gives an accurate and concise summary of the major matters stated under "Outline of Issuer" in an Annual Securities Report in regard to which an entry in the Shelf Registration Statement or Shelf Registration Supplements stated to the effect that reference should be made.
- (ii) a Temporary Shelf Registration Prospectus:
 - (a) with regard to the Public Offering or Secondary Distribution of Securities related to a Temporary Shelf Registration Prospectus, a statement to the effect that the Shelf Registration under Article 23-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act has not yet to come into effect;
 - (b) a statement to the effect that the contents stated in the Temporary Shelf Registration Prospectus may be amended and that reference information in regard to which an entry states to the effect that reference should be made may be newly replaced; and
 - (c) the matters listed in sub-item (c) to (g) inclusive of the preceding item.
- (iii) a Supplementary Shelf Registration Prospectus:
 - (a) where the following circumstances have occurred on or after the submission date of the Annual Securities Report in regard to which an entry in the Shelf Registration Supplements stated to the effect that reference should be made (excluding where a Semiannual Securities Report, Extraordinary Report, or amendment report stating the details of a material fact as follows has been included in the reference documents of said Shelf Registration Supplements), the details of the relevant material fact:
 - 1. that, with regard to a material fact that occurred before the submission date of the Annual Securities Report and that should have been included therein but whose details could not be stated at the time that said documents were submitted, it has become possible to state the details thereof; and
 - 2. that a material fact has occurred with regard to a matter that should be stated in the Annual Securities Report.
 - (b) the matters listed in item (i), sub-item (d) to (g) inclusive.
- (2) Among the matters listed in the items of the preceding paragraph, those with regard to item (i), sub-item (e) to (g) inclusive of that paragraph (including the where they are cited pursuant to item (ii) or item (iii) of that paragraph) and those with regard to item (iii), sub-item (a) of that paragraph shall be stated following the reference information in the Prospectus listed in the items of that

paragraph, and other matters shall be stated on the front page or in some other conspicuous location in the Prospectus.

(Content, etc. of Notifications for Offers Exclusively Targeting Qualified Institutional Investors, etc.)

Article 11-13 (1) The person specified by a Cabinet Office Ordinance, referred to in Article 23-13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the person making the relevant Offer Exclusively Targeting Qualified Institutional Investors and the Qualified Institutional Investor (meaning a Qualified Institutional Investor as defined in Article 2, paragraph (3), item (i) of the Act; the same applies in Article 11-15, paragraph (2)) offering to sell or soliciting offers to purchase Securities subject to said Offer Exclusively Targeting Qualified Institutional Investors.

(2) The matters specified by a Cabinet Office Ordinance, referred to in Article 23-13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the fact that the Offer to Issue Securities, etc. for the relevant Securities falls under the category of an Offer Exclusively Targeting Qualified Institutional Investors and therefore the notification under Article 4, paragraph (1) of the Act has not been made for the Offer to Issue Securities, etc., as well as the matters specified in the following items, in accordance with the category of cases listed in each of those items:

- (i) where the conditions prescribed in Article 1-4, item (i) of the Order have been imposed on the Offer to Issue Securities, etc.: the details of the conditions imposed on said Offer to Issue Securities, etc.;
- (ii) where restrictions on transfer based on the method specified in Article 11, paragraph (1) of the Ordinance on Definitions, have been imposed on the Securities: the details of said restrictions; and
- (iii) where the relevant Securities fall under the requirements specified in Article 11, paragraph (2) or (3) of the Ordinance on Definitions: the details of said requirements.

(3) The amount specified by Cabinet Office Ordinance, referred to in Article 23-13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be 100 million yen.

(Method, etc. of Notification Related to the Exclusive Solicitation of Professional Investors, etc.)

Article 11-13-2 (1) A person who performs the acts listed in the items of Article 23-13, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act shall give notice of the matters listed in the following items or the items of paragraph (3) in accordance with the category of cases listed in each of the items of the following paragraph, by the methods specified

in each of those items:

- (i) where implementing Offers to Sell, etc. (meaning Offers to Sell, etc. as defined in Article 2, paragraph (4) of the Act; the same applies hereinafter) for transactions conducted on a Financial Instruments Exchange Market (meaning a Financial Instruments Exchange Market as defined in paragraph (17) of that Article; hereinafter the same applies in this item) or transactions closely related thereto: the method of notification through the Financial Instruments Exchange that operates said Financial Instruments Exchange Market or any other method specified in the rules provided by said Financial Instruments Exchange;
 - (ii) where implementing an Offer to Sell, etc. for transactions conducted on an Over-the-Counter Securities Market (meaning an Over-the-Counter Securities Market as defined in Article 67, paragraph (2) of the Act; hereinafter the same applies in this item) or transactions closely related thereto: the method of notification through the Authorized Financial Instruments Firm Association that operates said Over-the-Counter Securities Market or any other method specified in the rules provided by said Authorized Financial Instruments Firm Association; or
 - (iii) cases other than those listed in the preceding two items: notification by the person him/herself or by entrustment of notification to another person.
- (2) The matters specified by a Cabinet Office Ordinance, referred to in Article 23-13, paragraph (3), item (i) of the Act as applied mutatis mutandis pursuant to Article 27, shall be the following matters:
- (i) that with regard to the relevant Exclusive Solicitation of Professional Investors for Offers to Acquire or the Offers to Sell, etc. Exclusively to Professional Investors, the notification under Article 4, paragraph (1) to (3) inclusive of the Act has not been made;
 - (ii) that the Foreign Government Bonds, etc. subject to the relevant Exclusive Solicitation of Professional Investors for Offers to Acquire or the Offers to Sell, etc. Exclusively to Professional Investors fall under or will fall under the category of Securities for Professional Investors;
 - (iii) where the conditions prescribed in Article 1-5-2, paragraph (2), item (i), sub-item (b) or item (ii), sub-item (b) of the Order, Article 11-3, item (i), sub-item (b) of the Ordinance on Definitions; or Article 1-8-2, item (i), sub-item (b) or item (ii), sub-item (b) of the Order, or Article 13-3, item (i), sub-item (b) of the Ordinance on Definitions have been imposed on the Exclusive Solicitation of Professional Investors for Offers to Acquire or on the Offers to Sell, etc. Exclusively to Professional Investors, the details thereof;
 - (iv) that with regard to an Offer to Deliver Existing Securities, etc. for the Foreign Government Bonds, etc. that are the subject of the Exclusive Solicitation of Professional Investors for Offers to Acquire or to the Offers to

- Sell, etc. Exclusively to Professional Investors, Article 4, paragraphs (3), (5) and (6) of the Act apply;
- (v) where Specified Information on Securities, etc. related to the Exclusive Solicitation of Professional Investors for Offers to Acquire or the Offer to Sell, etc. Exclusively to Professional Investors, or Specified Information on Securities, etc. related to an Exclusive Solicitation of Professional Investors for Offers to Acquire or an Offer to Sell, etc. Exclusively to Professional Investors that has already been carried out with regard to the Foreign Government Bonds, etc. that are the subject of the relevant Exclusive Solicitation of Professional Investors for Offers to Acquire or Offer to Sell, etc. Exclusively to Professional Investors, has been publicized pursuant to Article 27-31, paragraph (2) of the Act, or where the Issuer's Information, etc. has been publicized pursuant to Article 27-32, paragraph (1) to (3) inclusive of the Act, a statement to that effect and the method of publication (including the website URL of said publication); and
 - (vi) that the Issuer's Information, etc. will be provided or publicized pursuant to the provisions of Article 27-32 of the Act to the holders of the relevant Foreign Government Bonds, etc.
- (3) The matters specified by a Cabinet Office Ordinance, referred to in Article 23-13, paragraph (3), item (ii) of the Act as applied mutatis mutandis pursuant to Article 27, shall be the following matters:
- (i) that the Foreign Government Bonds, etc. subject to the Offer to Deliver Existing Securities, etc. fall under the category of Securities for Professional Investors;
 - (ii) that the act does not fall under a case where disclosure has been made in relation to Securities for Professional Investors;
 - (iii) that where an Offer to Deliver Existing Securities, etc. is implemented as an offer which falls under the cases listed in the items of Article 1-7, a statement to that effect;
 - (iv) that with regard to the Offer to Deliver Existing Securities, etc. in relation to Securities for Professional Investors, Article 4, paragraphs (3), (5), and (6) of the Act apply;
 - (v) where Specified Information on Securities, etc. related to an Exclusive Solicitation of Professional Investors for Offers to Acquire or an Offer to Sell, etc. Exclusively to Professional Investors that has already been implemented with regard to the Foreign Government Bonds, etc. that are the subject of an Offer to Deliver Existing Securities, etc. pursuant to Article 27-31, paragraph (2) of the Act, has been publicized, or where the Issuer's Information, etc. has been publicized pursuant to Article 27-32, paragraph (1) to (3) inclusive of the Act, a statement to that effect and the method of publication (including the website URL of said publication); and

(vi) that the Issuer's Information, etc. will be provided or publicized pursuant to Article 27-32 of the Act to the holders of the relevant Foreign Government Bonds, etc.

(Content, etc. of Notifications Related to Offers Targeting a Small Number of Investors, etc.)

Article 11-14 (1) The matters specified by a Cabinet Office Ordinance, referred to in Article 23-13, paragraph (4) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, shall be the fact that the Offer to Issue Securities, etc. in regard to the relevant Securities falls under the category of an Offer Targeting a Small Number of Investors (meaning an Offer Targeting a Small Number of Investors as defined in Article 23-13, paragraph (4) of the Act), and therefore the notification under Article 4, paragraph (1) of the Act for the Offer to Issue Securities, etc. has not been made, as well as the matters specified in the following items in accordance with the category of cases listed in each of those items:

- (i) where restrictions on transfer based on the method specified in Article 13, paragraph (1) of the Ordinance on Definitions have been imposed on the relevant Securities: the details of said restrictions; and
- (ii) where the relevant Securities satisfy the requirements specified in Article 13, paragraph (2) or (3) of the Ordinance on Definitions: the details of the relevant requirements that restrict the rights of the holders of said Securities.

(2) The amount specified by a Cabinet Office Ordinance, referred to in Article 23-13, paragraph (4) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, shall be 100 million yen.

(Requirements, etc. for Unconditional Sales of Foreign Securities, etc.)

Article 11-15 (1) The amount specified by a Cabinet Office Ordinance, referred to in Article 23-14, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, shall be 100 million yen.

(2) The requirements specified by a Cabinet Office Ordinance, referred to in the proviso to Article 23-14, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, shall be that the sales of Securities satisfy all of the requirements listed in the following items:

- (i) that the relevant Securities satisfy all of the following requirements:
 - (a) that where a Financial Instruments Specialist (limited to one who is a member of an Authorized Financial Instruments Firms Association; hereinafter the same applies in this paragraph), a Registered Financial Institution (meaning a Registered Financial Institution as defined in Article 2, paragraph (11) of the Act and limited to one who is a member of

- an Authorized Financial Instruments Firms Association; the same applies hereinafter in this paragraph), or a Financial Instruments Intermediary (meaning a Financial Instruments Intermediary as defined in Article 2, paragraph (12) of the Act; the same applies in sub-item (c) of the following item) offers to sell the Securities to or solicits offers to purchase the Securities from persons other than Qualified Institutional Investors (hereinafter simply referred to as "Solicitation" in this paragraph), it is stipulated that the documents explaining the content, etc. of said Securities that are specified in the rules of the Authorized Financial Instruments Firms Association are to be delivered to the counterparty to the Solicitation; and
- (b) that where the Financial Instruments Specialist or Registered Financial Institution that has been entrusted with the custody of the relevant Securities is so requested by the person who entrusted the custody of said Securities, it is stipulated that the documents explaining the content, etc. of said Securities that are specified in the rules of the Authorized Financial Instruments Firms Association are to be delivered.
- (ii) that the sales of Securities fall under any of the following cases:
- (a) where the counterparty to the relevant Solicitation is a Financial Instruments Specialist or a Registered Financial Institution;
- (b) where the counterparty to the Solicitation falls under the category of a Qualified Institutional Investor and the Solicitation is made on the condition that the person who has purchased the relevant Securities promises that, except where transferring the Securities he/she has purchased to a Financial Instruments Specialist or a Non-Resident, he/she will not transfer said Securities (excluding the cases listed in sub-item (a)); or
- (c) where the person who conducts the Solicitation is a Financial Instruments Specialist, Registered Financial Institution, or Financial Instruments Intermediary, and the Solicitation is made with the person who has purchased the Securities entrusting the custody of such Securities to a Financial Instruments Specialist or Registered Financial Institution as a condition of sale (excluding the cases that fall under sub-item (a) and sub-item (b)).
- (3) The content specified by a Cabinet Office Ordinance, referred to in Article 23-14, paragraph (2) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, shall be as follows:
- (i) the details of the conditions prescribed in Article 23-14, paragraph (1) of the Act; and
- (ii) the fact that the Solicitation does not fall under cases where disclosure has been made regarding the relevant Securities.

- (4) The person who is to deliver the documents specified in paragraph (2), item (i), sub-item (a) or (b) (hereinafter referred to as the "Document Deliverer" in this Article) may, in lieu of delivering the documents prescribed in sub-item (a) or sub-item (b) of that item, provide the matters that should be stated in the documents prescribed in sub-item (a) or sub-item (b) of that item (hereinafter referred to as the "Stated Matters" in this Article) by means of an electronic data processing system or by any other means that uses information and communications technology and that is listed in the following items (hereinafter referred to as "Electromagnetic Means" in this Article) with the consent of the person who is to be delivered said documents (hereinafter referred to as the "Document Recipient" in this Article). In this case, the Document Deliverer shall be deemed to have delivered said documents:
- (i) a method listed in sub-item (a) to sub-item (d) inclusive, from among the methods that make use of an Electronic Data Processing System:
 - (a) a method whereby the Stated Matters are transmitted via a telecommunications line that links the computer used by the Document Deliverer, etc. (meaning the Document Deliverer or the person who keeps files on a computer under his/her own charge based on a contract concluded with the Document Deliverer and provides these files for the use of the Document Recipient or Document Deliverer; hereinafter the same applies in this Article) and the computer used by the Document Recipient, etc. (meaning the Document Recipient or the person who keeps the Document Recipient File (meaning a file to be used exclusively by the Document Recipient; hereinafter the same applies in this Article) on a computer under his/her own charge based on a contract concluded with the Document Recipient; hereinafter the same applies in this Article), and whereby they are recorded in the Document Recipient File that is stored on the computer used by the Document Recipient, etc. (where the Document Recipient consents to be provided with the Stated Matters by Electromagnetic Means or gives notice to the effect that he/she will not accept the Stated Matters by such means, the relevant method shall be one whereby it is recorded to that effect in a file stored on a computer used by the Document Deliverer, etc.);
 - (b) a method whereby the Stated Matters that have been recorded in a file that is stored on the computer used by the Document Deliverer, etc. are offered to the Document Recipient for inspection via a telecommunications line and whereby the Stated Matters are recorded in the Document Recipient's Document Recipient File, which is stored on the computer used by the Document Recipient, etc. (where the Document Recipient consents to be provided with the Stated Matters by Electromagnetic Means or gives notice to the effect that he/she will not accept the Stated Matters by such

- means, the relevant method shall be one whereby it is recorded to that effect in a file stored on the computer used by the Document Deliverer, etc.);
- (c) a method whereby the Stated Matters which have been recorded in the Document Recipient File that is stored on the computer used by a Document Deliverer, etc. are offered to the Document Recipient for inspection via a telecommunications line; or
 - (d) a method whereby the Stated Matters which have been recorded in the Inspection File (meaning a file that is stored on the computer used by the Document Deliverer, etc., in which the Stated Matters have been recorded for the purpose of offering them to two or more Document Recipients for inspection at the same time; hereinafter the same applies in this Article) are offered to the Document Recipient for inspection via a telecommunications line.
 - (ii) a method whereby a file containing the Stated Matters that has been prepared using media which is capable of securely recording certain information by means of magnetic disks, CD-ROMs, or any other means equivalent thereto, is delivered.
- (5) The methods specified in the items of the preceding paragraph shall conform to the following standards:
- (i) that the method is one that enables the Document Recipient to prepare documents by outputting the information that has been recorded in the Inspection File or the Document Recipient File;
 - (ii) that with regard to the methods specified in item (i), sub-items (a), (c), and (d) of the preceding paragraph (excluding the method whereby the Stated Matters are recorded in the Document Recipient File that is stored on the computer used by the Document Recipient), the method is one whereby the Document Recipient is notified that the Stated Matters are to be recorded or have been recorded in the Document Recipient File or the Inspection File; provided, however, that this shall not apply to where it is confirmed that the Document Recipient has inspected said Stated Matters;
 - (iii) that with regard to the method specified in item (i), sub-item (d) of the preceding paragraph, the method is one whereby the information necessary for the Document Recipient to inspect the Inspection File has been recorded in the Document Recipient File;
 - (iv) that with regard to the methods specified in item (i), sub-item (c) or (d) of the preceding paragraph, the relevant method is one whereby the following matters cannot be deleted or altered until five years have elapsed from the final day when the transaction referred to in the Stated Matters was conducted (if any complaints related to the Stated Matters have been stated during the time before the expiration of such period, from such a time until

either the expiration date of such period or until the day when such complaint has been settled, whichever comes later); provided, however, that where the Stated Matters which have been made available for inspection are to be delivered in writing, where the matters are delivered by the methods listed in item (i), sub-item (a) or (b) of the preceding paragraph or item (ii) of the preceding paragraph with the Consent (meaning consent by the method prescribed in paragraph (7) and paragraph (8)) of the Document Recipient, or where there are instructions by the Document Recipient to delete said Stated Matters, said Stated Matters may be deleted:

- (a) with regard to the method prescribed in item (i), sub-item (c) of the preceding paragraph, the Stated Matters which have been recorded in the Document Recipient File; and
- (b) with regard to the method prescribed in item (i), sub-item (d) of the preceding paragraph, the Stated Matters which have been recorded in the Inspection File.
- (v) that with regard to the method prescribed in item (i), sub-item (d) of the preceding paragraph, the relevant method is one whereby the Document Recipient File in which the information necessary for the Document Recipient to inspect the Inspection File has been recorded pursuant to item (iii) and the Inspection File are maintained as connectable via a telecommunications line until the period prescribed in the preceding item has elapsed; provided, however, that this shall not apply where a Document Recipient who has been given access to the files has given notice that it is not necessary to maintain such a connection.
- (6) The term "Electronic Data Processing System" as used in paragraph (4), item (i) means an electronic data processing system that links a computer used by a Document Deliverer, etc. and a computer used by a Document Recipient, etc. or by a Document Deliverer, etc. on which the Document Recipient File is stored, via a telecommunications line.
- (7) When a Document Deliverer wishes to provide the Stated Matters pursuant to the provisions of paragraph (4), he/she shall indicate in advance the type and contents of the of the following Electromagnetic Means which are to be used to the Document Recipient, and obtain consent therefrom in writing or by Electromagnetic Means:
 - (i) among the methods specified in the items of paragraph (4), the one that is used by the Document Deliverer; and
 - (ii) the format in which the matters have been recorded in the file.
- (8) When the Document Recipient states, in writing or by Electromagnetic Means, to the effect that he/she will not accept the Stated Matters by Electromagnetic Means, a Document Deliverer who had obtained the consent under the preceding paragraph shall not provide the Stated Matters to said Document

Recipient by Electromagnetic Means; provided, however, that this shall not apply where said Document Recipient gives his/her consent under the preceding paragraph again.

(Contents of Entries, etc. in an Annual Securities Report)

Article 12 An Issuer of Foreign Government Bonds, etc. who is to submit an Annual Securities Report pursuant to the provisions of Article 24, paragraph (1) or (3) of the Act as applied mutatis mutandis pursuant to Article 27 shall, in accordance with the form specified in the following items, prepare three copies of the Annual Securities Report in accordance with the category of cases listed in each of those items, and shall submit these copies to the Director-General of the Kanto Local Finance Bureau:

- (i) in cases referred to in Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 and cases referred to in Article 24, paragraph (3), when the Securities issued by an Issuer to whom the provisions of the main clause of paragraph (1) of that Article do not apply fall under the category of Securities listed in Article 24, paragraph (1), item (iii) of the Act: Form 3; and
- (ii) in cases referred to in Article 24, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 that do not fall under the cases listed in the preceding item: Form 4.

(Procedures, etc. for Approval of the Due Date for Submission of an Annual Securities Report, etc.)

Article 13 (1) Where an Issuer of Foreign Government Bonds, etc. who is an Issuer of the Securities listed in the items of Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 wishes to obtain the approval prescribed in the proviso to Article 3-4 of the Order, he/she shall submit a written application for approval containing the following matters to the Director-General of the Kanto Local Finance Bureau:

- (i) the period for which the Issuer wishes to obtain the approval for the submission of the Annual Securities Report;
- (ii) the day on which the Fiscal Year, etc. pertaining to the Annual Securities Report ends;
- (iii) the particulars concerning the laws and regulations or practices in the state of the Issuer of Foreign Government Bonds, etc., or any other inevitable grounds that are grounds that necessitate the relevant approval in relation to the Annual Securities Report, or other particulars concerning compelling grounds; and
- (iv) where the grounds prescribed in the preceding item are other than the laws and regulations or practices in the Issuer's state, when the approval under

- paragraph (4) has been obtained and when the grounds prescribed in the preceding item have disappeared or changed, the method for immediately letting a large number of persons know to that effect.
- (2) The provisions of Article 4 apply *mutatis mutandis* to where an Issuer of Foreign Government Bonds, etc. submits the written application for approval set forth in the preceding paragraph.
- (3) The documents listed in the following items shall be attached to the written application for approval set forth in paragraph (1):
- (i) where the grounds prescribed in paragraph (1), item (iii) are the laws and regulations or practices of the state, a legal opinion letter from a responsible party at the department in charge of legal affairs or from a legal expert stating that the particulars concerning the laws and regulations or practices that are stated in the relevant written application for approval are true and accurate, as well as the text of the laws and regulations set forth in said legal opinion letter; and
 - (ii) in cases other than where the grounds prescribed in paragraph (1), item (iii) are the laws and regulations or practices of the state, a document verifying said grounds.
- (4) Where the application for approval set forth in paragraph (1) has been filed, when the Director-General of the Kanto Local Finance Bureau finds that the Issuer of Foreign Government Bonds, etc. is unable to submit an Annual Securities Report within six months after the end of its Fiscal Year, etc. (where the approval set forth in that paragraph was obtained with regard to the submission of the Annual Securities Report pertaining to said Fiscal Year, etc., within the approved period) due to the laws and regulations or practices in its state or any other inevitable grounds, he/she shall give the relevant approval with regard to the Annual Securities Reports in each Fiscal Year, etc. for the period that runs from the Fiscal Year, etc. that includes the date on which said application was filed (where said date is a day within six months after the commencement of the Fiscal Year, etc. (where the relevant approval was obtained with regard to the submission of the Annual Securities Report for the immediately preceding Fiscal Year, etc., where the date is within the approved period after the commencement of the Fiscal Year, etc.)), this period shall begin from the Fiscal Year, etc. immediately preceding the application) to the Fiscal Year, etc. immediately preceding the Fiscal Year, etc. that includes the day on which the particulars prescribed in item (iii) of that paragraph pertaining to said application disappear or change.
- (5) The approval under the preceding paragraph (limited to where the grounds prescribed in paragraph (1), item (iii) are the laws and regulations or practices in the relevant state) shall be granted on the condition that the Issuer of Foreign Government Bonds, etc. under the preceding paragraph submits a

document stating the matters listed in the following items to the Director-General of the Kanto Local Finance Bureau within six months after the end of every Fiscal Year, etc.; provided, however, that where a document stating the matters listed in item (ii) has the same content as a document which has been submitted within five years before the submission of the aforementioned document, the submission of said document may be omitted:

- (i) a statement to the effect that the grounds for application pertaining to the approval have not disappeared or changed during the relevant Fiscal Year, etc.; and
 - (ii) a legal opinion letter from a responsible party at the department in charge of legal affairs or from a legal expert, concerning the matters listed in the preceding item, and the text of the laws and regulations set forth in said legal opinion letter.
- (6) Where the grounds prescribed in paragraph (1), item (iii) pertaining to the approval under paragraph (4) have disappeared or changed, the Director-General of the Kanto Local Finance Bureau may change the period pertaining to the approval under paragraph (4) or may cancel said approval from then on.
- (7) When the documents listed in the items of paragraph (3) or the documents stating matters listed in the items of paragraph (5) have not been written in Japanese, translations thereof shall be attached.

(Procedures, etc. for the Submission of a Written Application for Approval in Regard to the Omitted Submission of an Annual Securities Report)

Article 13-2 (1) The provisions of Article 4 apply mutatis mutandis pursuant to where an Issuer of Foreign Government Bonds, etc. submits a written application for approval as prescribed in Article 4, paragraph (1) of the Order.

(2) The documents specified by a Cabinet Office Ordinance, referred to in Article 4, paragraph (1) of the Order, shall be the documents listed in the following items:

- (i) a copy of the registry of holders of the Foreign Government Bonds, etc. at the time of application;
 - (ii) a document verifying that the representative person of an Issuer of Foreign Government Bonds, etc. that is stated in the written application for approval has legitimate authority for the submission of said written application for approval; and
 - (iii) a document verifying that the Issuer of Foreign Government Bonds, etc. has granted a person who has an address in Japan the authority to represent said Issuer in any acts concerning the submission of the relevant written application for approval.
- (3) The number specified by a Cabinet Office Ordinance, referred to in Article 4, paragraph (2), item (iii) of the Order, shall be 25 persons.

- (4) The number prescribed in the preceding paragraph shall be calculated based on the number of persons (excluding Non-Residents) who are stated in the registry of holders of the relevant Foreign Government Bonds, etc. that are held by the Financial Instruments Specialist or Registered Financial Institution (meaning a Registered Financial Institution as defined in Article 2, paragraph (11) of the Act) that has been entrusted with the custody of said Foreign Government Bonds, etc. as of the last day of the fiscal year or business year immediately preceding the fiscal year or business year which includes the day on which the application was filed.
- (5) The period specified by a Cabinet Office Ordinance, referred to in Article 4, paragraph (3) of the Order, shall be four years, and the documents specified by a Cabinet Office Ordinance, referred to in that paragraph, shall be a copy of the registry of holders of the relevant Foreign Government Bonds, etc. as of the last day of the business year pertaining to the relevant submission.
- (6) When the documents listed in paragraph (2) or the preceding paragraph have not been written in Japanese, translations thereof shall be attached.

(Cases Where Submission of an Annual Securities Report May Be Omitted)

Article 13-3 The cases specified by a Cabinet Office Ordinance, referred to in Article 24, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be where the Foreign Government Bonds, etc. issued by an Issuer to whom the provisions of the main clause of Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act do not apply have come to fall under the category of Securities listed in item (iii) of that paragraph.

(Documents Attached to an Annual Securities Report)

Article 14 (1) The documents specified by a Cabinet Office Ordinance as documents that should be attached to Annual Securities Reports by an Issuer of Foreign Government Bonds, etc., referred to in Article 24, paragraph (6) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the following documents (hereinafter referred to as "Related Text, etc." in this Article); provided, however, that where attached documents were submitted pursuant to the provisions of Article 24, paragraph (6) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act within five years before the submission date of the Annual Securities Report which is to be submitted with the Related Text, etc. attached thereto (hereinafter such attached documents shall be referred to as "Previously-Attached Documents" in this Article), the relevant documents shall be the portion of content in which the Related Text, etc. differs from the Previously-Attached Documents:

- (i) the text of the laws and regulations set forth in a legal opinion letter stating

- that the Public Offering or Secondary Distribution of the relevant Securities is lawful; and
- (ii) a copy of the contract in which the relevant Issuer has entrusted the administration of claims, or any other duties to perform acts for obligees or acts for said Issuer, and a copy of the contract concerning the payment of principal and interest.
- (2) When the documents listed in the items of the preceding paragraph have not been written in Japanese, translations thereof shall be attached.

(Requirements for Submission of a Foreign-Language Report)

- Article 14-2 (1) The cases specified by a Cabinet Office Ordinance, referred to in Article 24, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the where the Commissioner of the Financial Services Agency gives his/her approval for a Reporting Foreign Person (meaning a Reporting Foreign Person as prescribed in Article 24, paragraph (8) of the Act; the same applies in the following Article to Article 15-5 inclusive) to submit a document that is similar to an Annual Securities Report, etc., that has been Disclosed in a Foreign State (meaning disclosure in a foreign state as prescribed in Article 24, paragraph (8) of the Act; the same applies hereinafter), and that is written in English (such document shall be referred to as a "Foreign-Language Report" in the following Article to Article 14-6 inclusive) in lieu of an Annual Securities Report, etc. (meaning an Annual Securities Report, etc. as prescribed in Article 24, paragraph (8) of the Act; hereinafter the same applies in this item), as a case that would not impair the public interest or protection of investors in light of its terminology, form, and preparation method.
- (2) The persons specified by a Cabinet Office Ordinance, referred to in Article 24, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the following persons:
- (i) a person who operates a Foreign Financial Instruments Market (meaning a Foreign Financial Instruments Market as defined in Article 2, paragraph (8), item (iii), sub-item (b) of the Act; the same applies in the following item); and
 - (ii) a person who operates a market which is operated in a foreign state as that equivalent to a Foreign Financial Instruments Market, and which has the nature of an Over-the-Counter Securities Market as defined in Article 67, paragraph (2) of the Act.

(Submission, etc. of a Foreign-Language Report)

- Article 14-3 (1) A Reporting Foreign Person who wishes to submit a Foreign-Language Report pursuant to the provisions of Article 24, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act shall submit

three copies of the Foreign Securities Report and the Supplementary Documents thereof (meaning the Supplementary Documents defined in Article 24, paragraph (9) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 14-6, paragraph (2), item (i) to the Director-General of the Kanto Local Finance Bureau.

- (2) The matters specified by a Cabinet Office Ordinance as necessary and appropriate for the public interest or the protection of investors from among the matters stated in a Foreign-Language Report, referred to in Article 24, paragraph (9) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the matters specified in the following items in accordance with the form listed in each of those items:
 - (i) Form 3: matters equivalent to those that should be stated in the following items:
 - (a) "Section 1. Status of Bond Certificates for a Public Offering (or Secondary Distribution)"; and
 - (b) "(4) Outline of Business" and "(5) Status of Accounting" from "3. Where an Issuer Is an International Organization or Government Agency, etc." in "Section 3. Outline of the Issuer."
 - (ii) Form 4: matters equivalent to those that should be stated in the following items:
 - (a) "Section 1. Status of Listed Bond Certificates, etc.";
 - (b) "9. Tax Treatment" in "Section 2. Basic Matters Concerning Listed Bond Certificates, etc."; and
 - (c) "(4) Outline of Business" and "(5) Status of Accounting" from "3. Where an Issuer Is an International Organization or Government Agency, etc." in "Section 3. Outline of the Issuer."
- (3) The matters specified by a Cabinet Office Ordinance as necessary and appropriate for the public interest or the protection of investors among the matters that are not stated in a Foreign-Language Report, referred to in Article 24, paragraph (9) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be, among the matters that should be stated in an Annual Securities Report prepared in accordance with the forms listed in items of the preceding paragraph but which have not been stated in said Foreign-Language Report, entries, in Japanese, stating the matters that should be stated in the items listed in each of the items of the preceding paragraph.
- (4) The other matters specified by a Cabinet Office Ordinance, referred to in Article 24, paragraph (9) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be as follows:
 - (i) among the matters that should be stated in an Annual Securities Report prepared in accordance with the forms listed in the items of paragraph (2) (excluding those specified in the preceding paragraph), entries, in Japanese

- or English, stating the matters which have not been stated in the Foreign-Language Report;
- (ii) a comparative table of the matters that should be stated in an Annual Securities Report prepared in accordance with the from listed in the items of paragraph (2) and the matters stated in the Foreign-Language Report which correspond to said matters; and
- (iii) a document prepared in accordance with Form 4-2.

(Procedures, etc. for Approval of the Due Date for Submission of a Foreign-Language Report)

Article 14-4 (1) Where a Reporting Foreign Person who wishes to submit a Foreign-Language Report pursuant to the provisions of Article 24, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act wishes to obtain the approval prescribed in the proviso to Article 4-2-2 of the Order, the person shall submit a written application for approval containing the following matters to the Director-General of the Kanto Local Finance Bureau:

- (i) the period for which the person wishes to obtain the relevant approval in relation to the submission of the Foreign-Language Report;
 - (ii) the day on which the Fiscal Year, etc. pertaining to the Foreign-Language Report ends;
 - (iii) the particulars concerning the laws and regulations or practices of the Reporting Foreign Person's State or any other inevitable grounds that are the grounds that necessitate the relevant approval in relation to the submission of the Foreign-Language Report; and
 - (iv) where the grounds specified in the preceding item are other than the laws and regulations or practices in the person's state, if the approval under paragraph (4) was obtained and if the grounds prescribed in that item have disappeared or changed, the method for immediately letting a large number of persons know to that effect.
- (2) The provisions of Article 4 apply mutatis mutandis to where a Reporting Foreign Person submits a written application for approval as prescribed in the preceding paragraph.
- (3) The documents listed in the following items shall be attached to the written application for approval prescribed in paragraph (1):
- (i) where the grounds prescribed in paragraph (1), item (iii) are the laws and regulations or practices in the person's state, a legal opinion letter from a responsible party at the department in charge of legal affairs or from a legal expert, stating that the particulars concerning the laws and regulations or practices that are stated in the relevant written application for approval are true and accurate, as well as the text of the laws and regulations set forth in

- said legal opinion letter; and
- (ii) where the grounds prescribed in paragraph (1)(iii) are other than the laws and regulations or practices of the state, a document verifying said grounds.
- (4) Where an application for approval set forth in paragraph (1) has been filed, when the Director-General of the Kanto Local Finance Bureau finds that the Reporting Foreign Person is unable to submit a Foreign Securities Report within four months after the end of its Fiscal Year, etc. (where the approval set forth in that paragraph was obtained with regard to the submission of the Foreign-Language Report for the relevant Fiscal Year, etc., within the approved period) due to the laws and regulations or practices in the person's state or any other inevitable grounds, he/she shall give the relevant approval with regard to the Foreign-Language Reports for each Fiscal Year, etc. in the period that runs from the Fiscal Year, etc. which includes the date on which said application was filed (where said date is a day within four months after the commencement of the Fiscal Year, etc. (where said Reporting Foreign Person has obtained the relevant approval in relation to the submission of the Foreign-Language Report for the immediately preceding Fiscal Year, etc., where the day is within the approved period after the commencement of the business year), this period shall begin from the Fiscal Year, etc. immediately preceding the filing of said application) until the Fiscal Year, etc. immediately preceding the Fiscal Year, etc. that includes the day on which the particulars prescribed in item (iii) of that paragraph pertaining to said application disappear or change.
- (5) The approval under the preceding paragraph (limited to where the grounds prescribed in paragraph (1), item (iii) are the laws and regulations or practices in the person's state) shall be granted on the condition that the Reporting Foreign Person under the preceding paragraph submits a document stating the following matters to the Director-General of the Kanto Local Finance Bureau within four months after the end of every Fiscal Year, etc.; provided, however, that where a document stating the matters listed in item (ii) has the same content as a document which has been submitted within five years before the submission of said document, the submission of said document may be omitted:
- (i) a statement to the effect that the grounds for application pertaining to the approval have not disappeared or changed during the relevant Fiscal Year, etc.; and
- (ii) a legal opinion letter from a responsible party at the department in charge of legal affairs or from a legal expert, concerning the matter listed in the preceding item, as well as the text of the laws and regulations set forth in said legal opinion letter.
- (6) Where the grounds prescribed in paragraph (1)(iii) pertaining to the approval under paragraph (4) have disappeared or changed, the Director-General of the

Kanto Local Finance Bureau may change the period pertaining to the approval under paragraph (4) or may cancel said approval from then on.

- (7) When the documents listed in the items of paragraph (3) or the documents stating the matters listed in the items of paragraph (5) have not been written in Japanese or English, translations thereof shall be attached.

(Requirements for Submitting a Foreign-Language Amendment Report)

Article 14-5 The cases specified by a Cabinet Office Ordinance, referred to in Article 24, paragraph (8) of the Act as applied *mutatis mutandis* pursuant to Article 24-2, paragraph (4) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, shall be where the Commissioner of the Financial Services Agency gives his/her approval for a Reporting Foreign Person to submit a document which is similar to an amendment report Disclosed in a Foreign State, and which is written in English (such document shall be referred to as a "Foreign-Language Amendment Report" in paragraph (1) of the following Article), in lieu of an amendment report, as a case that would not impair the public interest or protection of investors in light of its terminology, form, and preparation method.

(Submission, etc. of a Foreign-Language Amendment Report)

- Article 14-6 (1) The provisions of Article 14-3, paragraphs (1) and (4) (limited to the portion pertaining to item (iii)) apply *mutatis mutandis* to where a Reporting Foreign Person submits a Foreign-Language Amendment Report.
- (2) The other documents specified by a Cabinet Office Ordinance, referred to in Article 24, paragraph (9) of the Act as applied *mutatis mutandis* pursuant to Article 24-2, paragraph (4) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, shall be the documents in which the following matters are stated in Japanese:
- (i) the submission date of the Foreign-Language Report that is subject to the amendment and the Supplementary Documents thereof;
 - (ii) the grounds for the amendment; and
 - (iii) the parts to be amended and the contents of the amendment.

(Content of Entries, etc. in a Semiannual Securities Report)

Article 15 An Issuer of Foreign Government Bonds, etc. (including an Issuer as prescribed in Article 5 of the Order) who is to submit a Semiannual Securities Report pursuant to the provisions of Article 24-5, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 27 of the Act, shall prepare three copies of the Semiannual Securities Report in accordance with Form 5, and shall submit them to the Director-General of the Kanto Local Finance Bureau:

(Requirements for the Submission of a Foreign-Language Semiannual Report)

Article 15-2 The cases specified by a Cabinet Office Ordinance, referred to in Article 24-5, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the where the Commissioner of the Financial Services Agency approves the submission of a document which is similar to a Semiannual Securities Report Disclosed in a Foreign State and which is written in English (such document shall be referred to as a "Foreign-Language Semiannual Report" in the following Article) in lieu of a Semiannual Securities Report by a Reporting Foreign Person, as a case that would not impair the public interest or the protection of investors, in light of its terminology, forms, and preparation methods.

(Submission, etc. of a Foreign-Language Semiannual Report)

Article 15-3 (1) A Reporting Foreign Person who wishes to submit a Foreign-Language Semiannual Report pursuant to the provisions of Article 24-5, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall submit three copies of the Foreign-Language Semiannual Report and the Supplementary Documents thereof (meaning the Supplementary Documents defined in Article 24-5, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 15-5, paragraph (2), item (i)) to the Director-General of the Kanto Local Finance Bureau.

(2) The matters specified by a Cabinet Office Ordinance as necessary and appropriate for the public interest or the protection of investors among the matters stated in a Foreign-Language Semiannual Report, referred to in Article 24-5, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be matters equivalent to those that should be stated in the following items, from among the items in Form 5:

(i) "Section 1. Status of Bond Certificates for a Public Offering (or Secondary Distribution)"; and

(ii) "4. Status of Accounting" in "Section 2. Outline of the Issuer."

(3) The matters specified by a Cabinet Office Ordinance as necessary and appropriate for the public interest or the protection of investors among the matters that are not stated in a Foreign-Language Semiannual Report, referred to in Article 24-5, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be, among the matters to be stated in a Semiannual Securities Report prepared in accordance with Form 5 but which have not been stated in said Foreign-Language Semiannual Report, entries, in Japanese, stating the matters that should be stated in the items listed in each of the items of the preceding paragraph.

(4) The other matters specified by a Cabinet Office Ordinance, referred to in

Article 24-5, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be as follows:

- (i) among the matters that should be stated in a Semiannual Securities Report prepared in accordance with Form 5, entries, in Japanese or English, stating the matters which have not been stated in the Foreign-Language Semiannual Report (excluding those specified in the preceding paragraph);
- (ii) a comparative table of matters that should be stated in a Semiannual Securities Report prepared in accordance with Form 5 and the matters stated in the Foreign-Language Semiannual Report which correspond to said matters; and
- (iii) the documents listed in Article 14-3, paragraph (4), item (iii).

(Requirements for Submitting a Foreign-Language Semiannual Report)

Article 15-4 The cases specified by a Cabinet Office Ordinance, referred to in Article 24-5, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 24-5, paragraph (12) of the Act as is applied mutatis mutandis pursuant to Article 27 of the Act, shall be where the Commissioner of the Financial Services Agency gives his/her approval for a Reporting Foreign Person to submit a document which is similar to an amendment report Disclosed in a Foreign State, and which is written in English (such a document shall be referred to as a "Foreign-Language Semiannual Amendment Report" in paragraph (1) of the following Article) in lieu of an amendment report, as a case that would not impair the public interest or the protection of investors in light of its terminology, form, and preparation method.

(Submission, etc. of a Foreign-Language Semiannual Amendment Report)

Article 15-5 (1) The provisions of Article 15-3, paragraphs (1) and (4) (limited to the portion pertaining to item (iii)) apply mutatis mutandis to where a Reporting Foreign Person submits a Foreign-Language Semiannual Amendment Report.

(2) The other documents specified by a Cabinet Office Ordinance, referred to in Article 24-5, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 24-5, paragraph (12) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, shall be the documents in which the following matters are stated in Japanese:

- (i) the submission date of the Foreign-Language Semiannual Report that is subject to the amendment and the Supplementary Documents thereof;
- (ii) the reason for the amendment; and
- (iii) the parts to be amended and the contents of the amendment.

(Content of Entries, etc. in an Extraordinary Report)

Article 16 The cases specified by a Cabinet Office Ordinance as those wherein the Issuer of Foreign Government Bonds, etc. (excluding an Issuer as prescribed in Article 5 of the Order) should submit an Extraordinary Report pursuant to the provisions of Article 24-5, paragraph (4) as applied mutatis mutandis pursuant to Article 27 of the Act, shall be where there are Changes to Major Investors (meaning an investor who holds 10 percent or more of the total investment amount; hereinafter the same applies in this Article) (meaning that a person who was a Major Investor ceases to be an investor, or that a person who was not an investor becomes a Major Investor; hereinafter the same applies in this Article), and the Issuer of Foreign Government Bonds, etc. who is to prepare the Extraordinary Report pursuant to the provisions of Article 24-5, paragraph (4) of the Act, shall prepare three copies of the Extraordinary Report containing the following matters, and shall submit them to the Director-General of the Kanto Local Finance Bureau:

- (i) the name of the Major Investors subject to the Change;
- (ii) the amount of investment by the Major Investors and the ratio of such amount to the total investment amount before, during, and after the Change; and
- (iii) the date of the change.

(Authority to Which a Written Application for Approval, etc. Should Be Submitted)

Article 16-2 The written application for approval under Article 4, paragraph (1) of the Order and the documents pertaining to the application under Article 25, paragraph (4) of the Act shall be submitted to the Director-General of the Kanto Local Finance Bureau.

(Retention and Public Inspection of Securities Registration Statements, etc.)

Article 17 The documents listed in the items of Article 25, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act as related to Foreign Government Bonds, etc., shall be retained and made available for public inspection at the Kanto Local Finance Bureau.

Article 18 Financial Instruments Exchanges and Authorized Financial Instruments Firms Associations shall make copies of the documents listed in the items of Article 25, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act as related to Foreign Government Bonds, etc. available for public inspection during their business hours, pursuant to the provisions of Article 25, paragraph (3) of the Act.

(Methods That Make Use of Information and Communications Technology in

the Delivery of a Prospectus)

Article 18-2 (1) The cases specified by a Cabinet Office Ordinance, referred to in Article 27-30-9, paragraph (1) of the Act, shall be where a person who wishes to provide the matters stated in a Prospectus prescribed in that paragraph (hereinafter simply referred to as a "Prospectus" in this Article) (hereinafter such person shall be referred to as the "Prospectus Provider" in this Article), has indicated in advance the type and contents of the means listed in the items of the following paragraph (hereinafter referred to as "Electromagnetic Means" in this Article) to the person who is to receive a Prospectus (hereinafter referred to as the "Prospectus Recipient" in this Article) pursuant to paragraph (5) and has obtained consent therefrom in writing or by Electromagnetic Means.

(2) The means specified by a Cabinet Office Ordinance, referred to in Article 27-30-9, paragraph (1) of the Act, shall be the following means:

(i) a method listed in sub-item (a) to sub-item (d) inclusive, from among the methods that make use of an Electronic Data Processing System:

(a) a method whereby the matters stated in the Prospectus (hereinafter referred to as the "Stated Matters" in this Article) are transmitted via a telecommunications line that links the computer used by the Prospectus Provider, etc. (meaning the Prospectus Provider, or a person who keeps files on a computer under his/her own charge based on a contract concluded with the Prospectus Provider, and provides them to the Prospectus Recipient or the Prospectus Provider; hereinafter the same applies in this Article) and the computer used by the Prospectus Recipient, etc. (meaning the Prospectus Recipient, or a person who keeps the Prospectus Recipient File (meaning a file to be used exclusively by the Prospectus Recipient; hereinafter the same applies in this Article) on a computer under his/her own charge based on contract concluded with the Prospectus Recipient; hereinafter the same applies in this Article), and whereby the Stated Matters are recorded in the Prospectus Recipient File stored on the computer used by the Prospectus Recipient, etc. (where the Prospectus Recipient consents to be provided with the Stated Matters by Electromagnetic Means, or gives notice to the effect that he/she will not accept the Stated Matters by such means, the relevant method shall be one whereby it is recorded to that effect in a file stored on the computer used by the Prospectus Provider, etc.);

(b) a method whereby the Stated Matters which have been recorded in a file that is stored on the computer used by the Prospectus Provider, etc. are offered to the Prospectus Recipient for inspection via a telecommunications line, and whereby the Stated Matters are recorded in the Prospectus Recipient File stored on the computer used by the Prospectus Recipient, etc. (where the Prospectus Recipient consents to be provided with the Stated

- Matters by Electromagnetic Means or gives notice to the effect that he/she will not accept the Stated Matters by such means, the relevant method shall be one whereby it is recorded to that effect in a file stored on the computer used by the Prospectus Provider, etc.);
- (c) a method whereby the Stated Matters which have been recorded in the Prospectus Recipient File that is stored on the computer used by the Prospectus Provider, etc. are offered to the Prospectus Recipient for inspection via a telecommunications line; or
 - (d) a method whereby the Stated Matters which have been recorded in the Inspection File (meaning a file stored on the computer used by the Prospectus Provider, etc. in which the Stated Matters have been recorded for the purpose of offering them to two or more Prospectus Recipients for inspection at the same time; hereinafter the same applies in this Article) are offered to the Prospectus Recipient for inspection.
 - (ii) a method whereby a file containing the Stated Matters that has been prepared using media which is capable of securely recording certain information by means of magnetic disks, CD-ROMs, or any other means equivalent thereto, is delivered.
- (3) The methods specified in the items of the preceding paragraph shall conform to the following standards:
- (i) that the method is one that enables the Prospectus Recipient to prepare documents by outputting the information that has been recorded in the Inspection File or the Prospectus Recipient File;
 - (ii) that with regard to the methods prescribed in item (i), sub-items (a), (c), and (d) of the preceding paragraph (excluding the method whereby the Stated Matters are recorded in the Prospectus Recipient File that is stored on the computer used by the Prospectus Recipient), the method is one in which the Prospectus Recipient is notified that the Stated Matters are to be or have been recorded in the Prospectus Recipient File or in the Inspection File; provided, however, that this shall not apply to where it is confirmed that the Prospectus Recipient has inspected said Stated Matters.
 - (iii) that with regard to the method prescribed in item (i), sub-item (d) of the preceding paragraph, the method is one whereby the information necessary for the Prospectus Recipient to inspect the Inspection File has been recorded in the Prospectus Recipient File;
 - (iv) that with regard to the methods prescribed in item (i), sub-item (c) or (d) of the preceding paragraph, the method is one that falls under any of following sub-items:
 - (a) the method is one whereby the following matters cannot be deleted or altered for a period of five years from the time that said Prospectus was provided (if any complaints related to the Stated Matters have been raised

within the time before the expiration date of such a period, until either the expiration date of said period or the day on which such complaint is settled, whichever comes later); provided, however, that where the Stated Matters which are made available for inspection are delivered in writing, where the Stated Matters are to be delivered by the methods listed in item (i), sub-items (a) and (b) of the preceding paragraph, or item (ii) of the preceding paragraph with the Consent (meaning consent obtained by the method prescribed in paragraph (1)) of the Prospectus Recipient, or where there are instructions by the Prospectus Recipient to delete said Stated Matters, said Stated Matters may be deleted:

- a. with regard to the method prescribed in item (i), sub-item (c) of the preceding paragraph, the Stated Matters that are recorded in the Prospectus Recipient File; and
 - b. with regard to the method prescribed in item (i), sub-item (d) of the preceding paragraph, the Stated Matters that are recorded in the Inspection File.
- (b) the method is one whereby the Stated Matters will immediately be delivered by the methods listed in item (i), sub-item (a) of item (ii) of the preceding paragraph or in writing, where a Prospectus Recipient has requested that a Prospectus be delivered within five years from the time that the Prospectus was provided;
- (v) that with regard to the method prescribed in item (i), sub-item (d) of the preceding paragraph, where such a method falls under the criteria set forth in sub-item (a) of the preceding paragraph, the method is one in which both the Prospectus Recipient File in which the information necessary for the Prospectus Recipient to inspect the Inspection File has been recorded pursuant to item (iii) and said Inspection File are maintained as connectable via a telecommunications line; provided, however, that this shall not apply where a Prospectus Recipient who has been given access to the files has given notice that it is not necessary to maintain such a connection.
- (4) The term "Electronic Data Processing System" as used in paragraph (2), item (i) means an electronic data processing system that links a computer used by a Prospectus Provider, etc. and a computer used by a Prospectus Recipient, etc. or by a Prospectus Provider, etc. on which the Prospectus Recipient File is stored, via a telecommunications line.
- (5) The type and contents of the method to be indicated pursuant to the provisions of paragraph (1) shall be the following matters:
- (i) among the methods prescribed in the items of paragraph (2), the method used by the Prospectus Provider; and
 - (ii) the format in which the matters have been recorded in the file.
- (6) When the Prospectus Recipient states, in writing or by Electromagnetic

Means, to the effect that he/she will not accept the Stated Matters by Electromagnetic Means, a Prospectus Provider who had obtained his/her consent under paragraph (1), shall not provide the Stated Matters to said Prospectus Recipient by Electromagnetic Means; provided, however, that this shall not apply to where said Prospectus Recipient gives his/her consent under said paragraph again.

(Methods That Make Use of Information and Communications Technology in the Delivery of Documents That Are to Be Delivered Pursuant to the Provisions of Article 23-13, paragraph (2) or (5) of the Act)

Article 18-3 (1) The cases specified by a Cabinet Office Ordinance where Article 27-30-9, paragraph (1) of the Act is applied mutatis mutandis pursuant to Article 27-30-9, paragraph (2) of the Act (excluding documents that are to be delivered pursuant to the provisions of Article 23-14, paragraph (2) of the Act; the same applies in the following paragraph), shall be where a person who wishes to provide the matters that should be stated (hereinafter referred to as the "Stated Matters" in this Article) in the document prescribed in 27-30-9, paragraph (2) of the Act (hereinafter such person shall be referred to as the "Document Deliverer" in this Article) has indicated in advance the type and contents of the methods listed in the items of the following paragraph (hereinafter referred to as the "Electromagnetic Means" in this Article) to the person who is to receive said documents (hereinafter such person shall be referred to as the "Document Recipient" in this Article), and has obtained consent therefrom in writing or by Electromagnetic Means.

(2) The means specified by a Cabinet Office Ordinance where Article 27-30-9, paragraph (1) is applied mutatis mutandis pursuant to paragraph (2) of that Article shall be the following means:

(i) a method listed in sub-item (a) or sub-item (b), from among the methods that make use of an Electronic Data Processing System:

(a) a method whereby the Stated Matters are transmitted via a telecommunications line that links the computer used by the Document Deliverer and the computer used by the Document Recipient, and whereby said Stated Matters are recorded in a file that is stored on the computer used by the Document Recipient (where the Document Recipient consents to be provided with the Stated Matters by Electromagnetic Means or gives notice to the effect that he/she will not accept the Stated Matters by such means, the relevant method shall be one whereby it is recorded to that effect in a file that is stored on the computer used by the Document Deliverer); or

(b) a method whereby the Stated Matters which have been recorded in a file that is stored on a computer used by the Document Deliverer are offered to

the Document Recipient for inspection via a telecommunications line, and whereby said Stated Matters are recorded in a file that is stored on the computer used by said Document Recipient (where the Document Recipient consents to be provided with the Stated Matters by Electromagnetic Means, or gives notice to the effect that he/she will not accept the Stated Matters by such means, the relevant method shall be one whereby it is recorded to that effect in a file stored on the computer used by the Document Deliverer).

- (ii) a method whereby a file containing the Stated Matters that has been prepared using media which is capable of securely recording certain information by means of magnetic disks, CD-ROMs, or any other means equivalent thereto, is delivered.
- (3) The methods listed in the items of the preceding paragraph shall be methods that enable the Document Recipient to prepare documents by outputting the information that has been recorded in the file.
- (4) The term "Electronic Data Processing System" as used in paragraph (2), item (i) means an electronic data processing system that links a computer used by a Document Deliverer and a computer used by a Document Recipient via a telecommunications line.
- (5) The type and contents of the method that should be indicated pursuant to the provisions of paragraph (1) shall be the following matters:
 - (i) among the methods prescribed in the items of paragraph (2), the one that is used by the Document Deliverer; and
 - (ii) the format in which the matters have been recorded in the file.
- (6) When the Document Recipient states, in writing or by Electromagnetic Means, to the effect that he/she will not accept the Stated Matters by Electromagnetic Means, a Document Deliverer who had obtained his/her consent under paragraph (1), shall not provide the Stated Matters to said Document Recipient by Electromagnetic Means; provided, however, that this shall not apply where said Document Recipient gives his/her consent under said paragraph again.

(Mutatis Mutandis Application of Methods That Make Use of Information and Communications Technology in the Delivery of Documents That Are to Be Delivered Pursuant to the Provisions of Article 23-14(2) of the Act)

Article 18-4 The provisions of Article 18-2 (excluding paragraph (2), item (i), sub-item (d) of that Article, and paragraph (3), item (iii), item (iv), sub-item (b), and item (v) of that Article) apply mutatis mutandis to where Article 23-14, paragraph (1) of the Act is applied mutatis mutandis pursuant to Article 27-30-9, paragraph (2) of that Article (limited to a document that is to be delivered pursuant to the provisions of Article 23-14, paragraph (2) of the Act). In this case, the expression "from the time when the Prospectus has been provided" in

Article 18-2, paragraph (3), item (iv) shall be deemed to be replaced with "from the final day when the transaction referred to in the Stated Matters was conducted."