

Cabinet Office Ordinance on Restrictions on Securities Transactions, etc.

(Cabinet Office Ordinance No. 59 of August 8, 2007)

Pursuant to the provisions of the Financial Instruments and Exchange Act (Act No. 25 of 1948) and the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965), and for the purpose of enforcement of that Act and Cabinet Order, the Cabinet Office Ordinance on Restrictions on Securities Transactions, etc. shall be enacted as follows.

Chapter I General Provisions (Article 1 to Article 3)

Chapter II Stabilizing Transactions (Article 4 to Article 8)

Chapter III Excessive Volume of Sales and Purchases (Article 9)

Chapter IV Short Selling of Securities (Article 9-2 to Article 15-4)

Chapter V Purchase, etc. Conducted by a Company which is an Issuer of Listed or Over-the-Counter Traded Share Certificates (Article 16 to Article 23)

Chapter VI Sales and Purchases Conducted by Officers and Major Shareholders of a Listed Company, etc. (Article 24 to Article 47)

Chapter VII Sales and Purchases by a Corporate Insider Who Has Come to Know a Material Fact, or by a Person Concerned with a Tender Offer, etc. Who Has Come to Know a Fact Concerning a Tender Offer, etc. (Article 48 to Article 63)

Chapter VIII Indication in Making Solicitation, etc. to Many and Unspecified Persons (Article 64 and Article 65)

Supplementary Provisions

Chapter I General Provisions

(Definition)

Article 1 (1) The terms "Securities", "Public Offering of Securities," "Secondary Distribution of Securities," "Issuer," "Financial Instruments Business," "Financial Instruments Business Operator," "Prospectus," "Authorized Financial Instruments Firms Association," "Financial Instruments Market," "Financial Instruments Exchange," "Financial Instruments Exchange Market," "Market Transactions of Derivatives," "Over-the-Counter Transactions of Derivatives," and "Foreign Market Derivatives Transactions" as used in this Cabinet Office Ordinance mean the Securities, Public Offering of Securities, Secondary Distribution of Securities, Issuer, Financial Instruments Business, Financial Instruments Business Operator, Prospectus, Authorized Financial

Instruments Firms Association, Financial Instruments Market, Financial Instruments Exchange, Financial Instruments Exchange Market, Market Transactions of Derivatives, Over-the-Counter Transactions of Derivatives, and Foreign Market Derivatives Transactions specified in Article 2 of the Financial Instruments and Exchange Act (hereinafter referred to as the "Act").

(2) In this Ordinance, the meanings of the terms set forth in the following items shall be as specified respectively in those items:

- (i) Preferred Equity Investment Certificates: Preferred Equity Investment Certificates as set forth in Article 2, paragraph (1), item (vii) of the Act;
- (ii) Investment Securities: Investment Securities as set forth in Article 2, paragraph (1), item (xi) of the Act;
- (iii) Options: Options as prescribed in Article 2, paragraph (1), item (xix) of the Act;
- (iii)-2 Solicitation for Selling, etc. Only for Professional Investors: Solicitation for Selling, etc. Only for Professional Investors as prescribed in Article 2, paragraph (6) of the Act;
- (iii)-3 Foreign Financial Instruments Market: a Foreign Financial Instruments Market as prescribed in Article 2, paragraph (8), item (iii), sub-item (b) of the Act;
- (iv) Over-the-Counter Traded Securities: Over-the-Counter Traded Securities as prescribed in Article 2, paragraph (8), item (x), sub-item (c) of the Act;
- (v) Discretionary Investment Contract: a Discretionary Investment Contract as prescribed in Article 2, paragraph (8), item (xii), sub-item (b) of the Act;
- (v)-2 Solicitation for Acquisition Only for Professional Investors: Solicitation for Acquisition only for Professional Investors as prescribed in Article 4, paragraph (3), item (i) of the Act;
- (vi) Corporate Group: a Corporate Group as prescribed Article 5, paragraph (1), item (ii) of the Act;
- (vii) Listed Share Certificates, etc.: Listed Share Certificates, etc. as prescribed in Article 24-6, paragraph (1) of the Act;
- (vii)-2 Specified Information on Securities, etc.: Specified Information on Securities, etc. as prescribed in Article 27-33 of the Act;
- (viii) Financial Instruments Business Operators, etc.: Financial Instruments Business Operators, etc. as prescribed in Article 34 of the Act;
- (ix) Contract for Cumulative Investment: a Contract for Cumulative Investment as prescribed in Article 35, paragraph (1), item (vii) of the Act;
- (x) Entrustment, etc.: Entrustment, etc. prescribed in Article 44, item (i) of the Act;
- (xi) Member, etc.: a Member, etc. as prescribed in Article 56-4, paragraph (1) of the Act;
- (xii) Over-the-Counter Securities Market: an Over-the-Counter Securities

- Market as prescribed in Article 67, paragraph (2) of the Act;
- (xii)-2 Tradable Securities: Tradable Securities as prescribed in Article 67-18, item (iv) of the Act;
 - (xiii) Listed or Over-the-Counter Traded Share Certificates: the Listed or Over-the-Counter Traded Share Certificates prescribed in Article 162-2 of the Act;
 - (xiv) Listed Company, etc.: a Listed Company, etc. as prescribed in Article 163, paragraph (1) of the Act;
 - (xv) Specified Securities: Specified Securities as prescribed in Article 163, paragraph (1) of the Act;
 - (xvi) Related Securities: Related Securities as prescribed in Article 163, paragraph (1) of the Act;
 - (xvii) Specified Securities, etc.: Specified Securities, etc. as prescribed in Article 163, paragraph (1) of the Act;
 - (xviii) Specified Partnerships, etc.: Specified Partnerships, etc. as prescribed in Article 165-2, paragraph (1) of the Act; and
 - (xix) Listed or Other Share Certificates, etc.: Listed or Other Share Certificates, etc. as prescribed in Article 167, paragraph (1) of the Act.
- (3) In this Ordinance, the meanings of the terms set forth in the following items shall be as specified respectively in those items:
- (i) Stabilizing Transaction: a Stabilizing Transaction as prescribed in Article 20, paragraph (1) the Order for Enforcement of the Financial Instruments and Exchange Act (hereinafter referred to as the "Order");
 - (ii) Short Selling: Short Selling as prescribed in Article 26-2-2, paragraph (1) of the Order;
 - (iii) Margin Transaction: a Margin Transaction as prescribed in Article 1, paragraph (1) of the Cabinet Office Ordinance on Security Deposits and Transactions, Provided in Article 161-2 of the Financial Instruments and Exchange Act (Ordinance of the Ministry of Finance No. 75 of 1953; referred to as the "Ordinance on Security Deposits" in the following item); and
 - (iv) When Issued Transaction: When Issued Transaction as prescribed in Article 1, paragraph (2) of the Ordinance on Security Deposits;
 - (iv)-2 Beneficiary Certificate of Securities in Trust: a Beneficiary Certificate of Securities in Trust as prescribed in Article 2-3, item (iii) of the Order;
 - (iv)-3 Entrusted Securities: Entrusted Securities as prescribed in Article 2-3, item (iii) of the Order;
 - (v) Market Maker: a Member, etc. who quotes bids and offers for Securities of a specific issue on a regular and continuous basis in a Financial Instruments Exchange Market established by a Financial Instruments Exchange, pursuant to the rules specified by said Financial Instruments Exchange;
 - (vi) Over-the-Counter Market Maker: the Member of an Authorized Financial Instruments Firms Association who quotes bids and offers for Over-the-

- Counter Traded Securities of a specific issue on a regular and continuous basis in an Over-the-Counter Securities Market established by said Authorized Financial Instruments Firms Association, pursuant to the rules specified by said Authorized Financial Instruments Firms Association.
- (vii) Share Certificates with Put Option: share certificates for shares with put options as prescribed in Article 2, item (xviii) of the Companies Act (Act No. 86 of 2005);
 - (viii) Share Certificates Subject to Call: share certificates for shares subject to call as prescribed in Article 2, item (xix) of the Companies Act;
 - (ix) Seller-Related Securities: the Related Securities which indicate Options subject to sale and purchase of Specified Securities (limited to the Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of the Specified Securities related to said Options) (limited to the Related Securities set forth in Article 27-4, item (iii) of the Order);
 - (x) Seller-Related Share Certificates, etc.: the Related Share Certificates, etc. set forth in Article 33-2, item (iii) of the Order which indicate the Options subject to the sale and purchase of Regulated Share Certificates, etc. (meaning the Regulated Share Certificates, etc. prescribed in Article 167, paragraph (1) of the Act; hereinafter the same shall apply in this item) (limited to the Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of the Regulated Share Certificates, etc. related to said Options);
 - (xi) Cooperative Structured Financial Institution: a Cooperative Structured Financial Institution as prescribed in Article 2, paragraph (1) of the Act on Preferred Equity Investment by Cooperative Structured Financial Institutions (Act No. 44 of 1993; hereinafter referred to as the "Act on Preferred Equity Investment").
 - (xii) Amount of Net Assets: the amount obtained by deducting the total amount of book value of the debt from the amount of book value of the total assets (in cases where such an amount is less than zero, such amount shall be zero);
 - (xiii) Fixed Assets: Fixed Assets set forth in Article 2, item (xxii) of the Corporation Tax Act (Act No. 34 of 1965).

(Attachment of a Translation)

Article 2 If any document which is to be submitted to the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau pursuant to the provisions of the Act (limited to Chapter VI; the same shall apply in the following Article), the Order (limited to Chapter VI; the same shall apply in the following Article) or this Ordinance, cannot be written in Japanese due to special circumstances, a translation of such

document shall be attached thereto.

(Conversion of a Foreign Currency)

Article 3 If any document which is to be submitted to the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau pursuant to the provisions of the Act, the Order, or this Ordinance, includes an amount denominated in a foreign currency, the amount converted into Japanese currency from such foreign currency and the standard used for such conversion shall be denoted in said document.

Chapter II Stabilizing Transactions

(Company having a Close Relationship)

Article 4 (1) A company which has a close relationship as specified by Cabinet Office Ordinance with the Issuer of Securities, prescribed in Article 20, paragraph (3), item (iii) of the Order, shall be an Associated Company (meaning an Associated Company as prescribed in Article 8, paragraph (8) of the Ordinance on Terminology, Forms and Preparation Methods of Financial Statements, etc. (Ordinance of the Ministry of Finance No. 59 of 1963; hereinafter referred to as "Ordinance on Financial Statements, etc.)) of said Issuer.

(2) Those specified by Cabinet Office Ordinance, prescribed in Article 20, paragraph (3), item (iv) of the Order, shall be a Subsidiary Company (meaning a Subsidiary Company as prescribed in Article 8, paragraph (3) of the Ordinance on Financial Statements, etc.) of said Issuer.

(Matters to be Stated in the Written Notification of a Stabilizing Transaction)

Article 5 The matters specified by Cabinet Office Ordinance, prescribed in Article 23 of the Order, shall be the following matters:

- (i) the trade name and the location of the head office of the Financial Instruments Business Operator that effected the stabilization transaction (in cases where the Financial Instruments Business Operator is a foreign juridical person, its principal business office or office in Japan; the same shall apply in the following item, Article 7, paragraph (1), and Article 8, paragraph (1));
- (ii) if there is a Financial Instruments Business Operator that effected a stabilizing transaction jointly with the Financial Instruments Business Operator that effected said stabilizing transaction, its trade name and the location of its head office;
- (iii) the date and time of the commencement of the stabilizing transaction;
- (iv) whether the Securities subject to the stabilizing transaction are Securities

- listed on a Financial Instruments Exchange (hereinafter referred to as "Listed Securities" in this Article and the following Article) or Over-the-Counter Traded Securities and the issue name thereof;
- (v) the concluded price of the stabilizing transaction;
 - (vi) in cases where the Securities subject to the stabilizing transaction are Listed Securities, the following matters:
 - (a) the name or trade name of the Financial Instruments Exchange Market where the stabilizing transaction was effected and the Financial Instruments Exchange which established said Financial Instruments Exchange Market; and
 - (b) the name or trade name of the Financial Instruments Exchange Market which was stated or recorded in the Prospectus or Specified Information on Securities, etc. pursuant to Article 21, item (ii) of the Order, and of the Financial Instruments Exchange which established said Financial Instruments Exchange Market.
 - (vii) in cases where the Securities subject to the stabilizing transaction are Over-the-Counter Traded Securities, the following matters:
 - (a) the name of the Over-the-Counter Securities Market where the stabilizing transaction was effected and of the Authorized Financial Instruments Firms Association which established said Over-the-Counter Securities Market; and
 - (b) the name of the Over-the-Counter Securities Market which was stated or recorded in the Prospectus or Specified Information on Securities, etc. pursuant to Article 21, item (iii) of the Order, and that of the Authorized Financial Instruments Firms Association which established said Over-the-Counter Securities Market.
 - (viii) the issue name, issue price, or distribution price of the Securities for which the Public Offering or Solicitation of Acquisition Only for Professional Investors, or the Secondary Distribution or Solicitation for Selling Only for Professional Investors is intended to be facilitated through a stabilizing transaction (in the case of corporate bond certificates with share options, the issue price and features or the distribution price of the share options) as well as the total issue value or total distribution value thereof;
 - (ix) the period during which a stabilizing transaction may be conducted for the Securities subject to said stabilizing transaction; and
 - (x) any other matters which would serve as reference information.

(Format of Stabilizing Transaction Reports)

Article 6 A Stabilizing Transaction Report (meaning the Stabilizing Transaction Report prescribed in Article 25 of the Order; the same shall apply in the following Article) shall be prepared using appended form 1 in cases where the

Securities subject to the stabilizing transaction are Listed Securities, or using appended form 2 in cases where the Securities subject to the stabilizing transaction are Over-the-Counter Traded Securities.

(Place, etc. for Submission of the Written Notification of Stabilizing Transaction)

Article 7 (1) A Written Notification of Stabilizing Transaction (meaning the Written Notification of Stabilizing Transaction prescribed in Article 23 of the Order; the same shall apply in the following paragraph) and a Stabilizing Transaction Report shall be submitted to the Director-General of the Local Finance Bureau which has jurisdiction over the location of the head office of the Financial Instruments Business Operator which conducted the stabilizing transaction (in cases where said location is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Director-General of the Fukuoka Local Finance Branch Bureau).

(2) A copy of the Written Notification of Stabilizing Transaction shall be, immediately after the first stabilizing transaction is conducted on the Commencement Day of Stabilizing Transactions (meaning a Commencement Day of Stabilizing Transactions as prescribed in Article 23 of the Order), submitted to each Financial Instruments Exchange whereon the Securities Subject to Stabilizing Transactions (meaning the Securities Subject to Stabilizing Transactions as prescribed in that Article; hereinafter the same shall apply in this paragraph and the following paragraph.) are listed (in cases where the Securities Subject to Stabilizing Transaction are Over-the-Counter Traded Securities, to each Authorized Financial Instruments Firms Association which registers the Securities Subject to Stabilizing Transaction).

(3) A copy of the Stabilizing Transaction Report shall be submitted to the Financial Instruments Exchange which establishes the Financial Instruments Exchange Market or to the Authorized Financial Instruments Firms Association which establishes the Over-the-Counter Securities Market stated in the Stabilizing Transaction Report, by the day following the day on which the sale and purchase of the Securities Subject to Stabilizing Transactions stated in the Stabilizing Transaction Report was conducted.

(Keeping and Making Available for Public Inspection a Written Notification of Stabilizing Transaction, etc.)

Article 8 (1) The documents set forth in the items of Article 26, paragraph (1) of the Order shall be kept and made available for public inspection at the Local Finance Bureau which has jurisdiction over the location of the head office of the Financial Instruments Business Operator which has conducted a stabilizing transaction (in cases where said location is within the jurisdictional

district of the Fukuoka Local Finance Branch Bureau, the Fukuoka Local Finance Branch Bureau).

- (2) A Financial Instruments Exchange and the Authorized Financial Instruments Firms Association shall, pursuant to the provisions of Article 26, paragraph (2) of the Order, provide a copy of the documents set forth in the items of paragraph (1) of that Article for public inspection during its business hours.

Chapter III Excessive Volume of Sales and Purchases

Article 9 (1) Pursuant to the provisions of Article 161, paragraph (1) of the Act, in cases where the Financial Instruments Business Operator, etc. conducts the sale and purchase of Securities based on a contract prescribed in Article 16, paragraph (1), item (viii), sub-item (a) or (b) of the Cabinet Office Ordinance concerning the Definitions Provided in 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"), or in Article 123, item (xiii), sub-item (b) to sub-item (e) inclusive of the Cabinet Office Ordinance on Financial Instruments Business, etc. (Cabinet Office Ordinance No. 52 of 2007), it shall not conduct sales and purchases in volumes recognized as excessive, in light of the main purport of the mandate under said contract or in light of the amount of said contract, which are found to disturb the order of a Financial Instruments Exchange Market or an Over-the-Counter Securities Market.

- (2) The provisions of the preceding paragraph shall apply mutatis mutandis to Market Transactions of Derivatives and Over-the-Counter Transactions of Derivatives.

Chapter IV Short Selling of Securities

(Measures which Ensure the Transfer of Securities)

Article 9-2 The measures specified by Cabinet Office Ordinance, prescribed in Article 26-2-2, paragraph (1) of the Order (including the cases where it applied mutatis mutandis pursuant to paragraph (6) of that Article), shall be the conclusion of a contract for borrowing for the Securities related to the Short Selling or any other measures to ensure the transfer of the Securities.

(Exemption on Confirmation, etc. of a Guarantee of Borrowed Securities)

Article 9-3 The transactions specified by Cabinet Office Ordinance, prescribed in Article 26-2-2, paragraph (5) of the Order, shall be the following transactions (with regard to the transactions set forth in item (xx) to item (xxxvi) inclusive, it shall be limited to the transactions wherein Members, etc. of the Financial

Instruments Exchange who have accepted the entrustment of the Short Selling and a person who has received an application for brokerage for entrustment of the Short Selling to be made on a Financial Instruments Exchange Market have confirmed that the Short Selling will be conducted as the transaction set forth in the respective item):

- (i) the transactions set forth in Article 2, paragraph (21), item (i) of the Act;
- (ii) a When Issued Transaction;
- (iii) the Short Selling transactions for the following Securities:
 - (a) the Securities set forth in Article 2, paragraph (1), item (i) to item (iii) inclusive of the Act;
 - (b) the Securities set forth in Article 2, paragraph (1), item (v) of the Act (excluding corporate bond certificates with share options and the Exchangeable Corporate Bond Certificates prescribed in item (ix), sub-item (d));
 - (c) among the Securities set forth in Article 2, paragraph (1), item (xvii) of the Act, those which have the nature of the Securities set forth in sub-item (a) or sub-item (b); and
 - (d) a Beneficiary Certificate of Securities in Trust of which the Entrusted Securities are the Securities set forth in sub-item (c).
- (iv) the Short Selling transactions conducted by a Member, etc. of the Financial Instruments Exchange for the Securities listed on a Financial Instruments Exchange (limited to the Foreign Investment Securities set forth in Article 2, paragraph (1), item (xi) of the Act and the Securities set forth in item (xvii) of that paragraph which have the nature of share certificates (hereinafter collectively referred to as the "Foreign Investment Securities, etc." in this item), and which are Beneficiary Certificates of Securities in Trust of which the Entrusted Securities are Foreign Investment Securities, etc., and the Securities set forth in item (xx) of that paragraph which indicate the rights pertaining to Foreign Investment Securities, etc.) on his/her own account, which accompany, in relation to such transactions, a transaction for the purchase of the Securities subject to said Short Selling by said Member, etc. in a Foreign Financial Instruments Market (in cases where the Securities pertaining to said Short Selling are Beneficiary Certificates of Securities in Trust, the acquisition of the Beneficiary Certificates of Securities in Trust by entrusting the Securities of the same issue as the Entrusted Securities pertaining to said Beneficiary Certificate of Securities in Trust and are already held or to be purchased in a Foreign Financial Instruments Market by said Member, etc. shall be included, and in cases where the Securities subject to said Short Selling are the Securities set forth in Article 2, paragraph (1), item (xx) of the Act (hereinafter referred to as the "Depository Receipt" in this item and Article 10, item (iv)), the acquisition of the

Depository Receipt by entrusting the Securities of the same issue name as the Securities related to the right indicated on the Depository Receipt and which are already held or to be purchased on a Foreign Financial Instruments Market by said Member, etc. shall be included) (limited to the transactions set forth in the following items):

- (a) a transaction based on a sell order in cases where sell orders and buy orders are executed continuously in order to assure the smooth distribution of Securities;
- (b) a transaction to sell in response to a buy order.
- (v) a Short Selling transaction made by a Market Maker on his/her own account in the Financial Instruments Exchange Market on which he/she quotes sale prices, based on such sale quotes;
- (vi) among transactions for the sale of the purchased Securities whose settlement has yet to be completed, the transactions wherein the settlement of said sales is to be made with said purchased Securities;
- (vii) the sale of the loaned Securities (excluding those borrowed) which is a transaction for the sale of such Securities in cases where it is clear that such Securities will be returned prior to the settlement thereof;
- (viii) a Short Selling transaction made through, among the sales and purchases on a Financial Instruments Exchange Market, a sale and purchase conducted outside of the trading session (including the trading sessions of only a morning trading session or afternoon trading session; hereinafter the same shall apply in this Chapter and Article 17) specified in the operational rules of the Financial Instruments Exchange which establishes said Financial Instruments Exchange Market;
- (ix) where the right to acquire share certificates attached to the following Securities has been exercised, transactions for the sale of the share certificates of the same issue as, and within the scope of the volume of, the share certificates to be acquired as a result of the exercise of such rights:
 - (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the rights pertaining to the share certificates;
 - (d) the corporate bond certificates listed on a Financial Instruments Exchange (excluding corporate bond certificates with share options; the same shall apply in this sub-item (d)) or corporate bond certificates which fall under the category of Over-the-Counter Traded Securities, with a special provision that allows the redemption of such corporate bond certificates through the share certificates issued by a company other than the Issuer of such corporate bond certificates (limited to those where the person who holds the corporate bond certificates has the right to have the

- company, which is the Issuer of the bonds, redeem such corporate bond certificates through the share certificates; hereinafter referred to as "Exchangeable Corporate Bond Certificates"); and
- (e) Share Certificates with Put Options;
- (x) in cases where the Issuer of Securities exercises the right attached to the Share Certificates subject to Call, the transactions for the sale of the share certificates of the same issue as, and within the scope of the volume of, the share certificates to be acquired as a result of the exercise of such right;
- (xi) with regard to corporate bond certificates (including the Securities set forth in Article 2, paragraph (1), item (xvii) of the Act which have the nature of corporate bond certificates, and excluding corporate bond certificates with share options (including the Securities set forth in that item which have the nature of corporate bond certificates with share options)) with a special provision that allows the redemption of such corporate bond certificates through the share certificates issued by a company other than the Issuer of such corporate bond certificates (hereinafter referred to as the "Subject Share Certificates" in this Chapter) (hereinafter referred to as the "Corporate Bond Certificates With Special Provisions Allowing the Redemption By the Share Certificates of Another Company" in this Chapter), when it has been decided that said corporate bond certificates will be redeemed by said Share Certificates, the transaction for the sale of the share certificates of the same issue as, and within the scope of the volume of the share certificates to be redeemed;
- (xii) in cases where the Issuer of Securities conducts a share split, split of Preferred Equity Investment (meaning Preferred Equity Investment as prescribed in the Act on Preferred Equity Investment; the same shall apply hereinafter) for Preferred Equity Investment Certificates, a split of beneficial interest pertaining to a beneficiary certificate of an investment trust as prescribed in item (xvi), or a split of investment equity pertaining to Investment Securities as prescribed in item (xvi) (hereinafter collectively referred to as the "Share Split, etc." in this item), an Allotment of Shares without Contribution (meaning Allotment of Shares without Contribution as prescribed in Article 185 of the Companies Act; the same shall apply hereinafter), a merger, a company split, a share exchange, or a share transfer, the transaction for the sale of Securities of the same issue as, and within the scope of the volume of, the share certificates, Preferred Equity Investment, beneficial interest pertaining to a beneficiary certificate of an investment trust, or investment equity pertaining to Investment Securities which is allotted through such Share Split, etc., Allotment of Shares without Contribution, merger, company split, share exchange, or share transfer (hereinafter referred to as the "Shares, etc." in this item);

- (xiii) a transaction in which a person who has responded to the Public Offering or Secondary Distribution, Solicitation for Acquisition Only for Professional Investors, or Solicitation for Selling Only for Professional Investors, etc., conducts the sales of Securities of the same issue as, and within the scope of the volume of the Securities to be acquired as a result of such Public Offering or Secondary Distribution, or Solicitation for Acquisition Only for Professional Investors Solicitation for Selling;
- (xiv) a transaction for the sale of Securities of the same issue as, and within the scope of the volume of, the Securities purchased through a When Issued Transaction, prior to the transfer of such Securities;
- (xv) the Short Selling (limited to the Short Selling prescribed in Article 26-2-2, paragraph (1), item (ii) of the Order; the same shall apply in Article 10, item (xv) and Article 11, item (xiii)) transaction which are conducted for any of the following reasons:
 - (a) the entry of a name change on share certificates;
 - (b) an exchange of share certificates for those of which the number of shares indicated thereon is the number of shares per trading unit which is specified by a Financial Instruments Exchange; or
 - (c) the replacement of share certificates with new share certificates due to mutilation or defacement of said share certificates or change of trade names.
- (xvi) the following transactions related to the beneficiary certificate of an investment trust set forth in Article 2, paragraph (1), item (x) of the Act (limited to those pertaining to the Investment Trust which provides to the effect as set forth in Article 12, item (ii), sub-item (a) of the Order for Enforcement of the Act on Investment Trust and Investment Corporations (Cabinet Order No. 480 of 2000; hereinafter referred to as the "Enforcement Order of the Investment Trust Act") in its basic terms and conditions for an investment trust prescribed in Article 4, paragraph (1) of the Act on Investment Trust and Investment Corporations (Act No. 198 of 1951); hereinafter referred to as the "Beneficiary Certificate of an Investment Trust" in this Chapter):
 - (a) a transaction in which a person who has demanded to exchange the Beneficiary Certificate of an Investment Trust with the Securities which belong to the investment trust property thereof (limited to the exchange prescribed in Article 12, item (i), sub-item (a) or item (ii), sub-item (c) of the Enforcement Order of the Investment Trust Act), conducts the sale of the Securities of the same issue as, and within the scope of the volume of, the Securities to be acquired as a result of such demand (excluding the transaction set forth in item (iii)); and
 - (b) a transaction in which a person who has made an offer for acquisition of a

Beneficiary Certificate of an Investment Trust (limited to the acquisition prescribed in Article 12, item (ii), sub-item (b) of the Enforcement Order of the Investment Trust Act) conducts the sale of the Beneficiary Certificate of an Investment Trust of the same issue as, and within the scope of the volume of, the Beneficiary Certificate of an Investment Trust to be acquired as a result of such offering.

- (xvii) among the transactions in which a Member, etc. of the Financial Instruments Exchange conducts Short Selling on his/her own account with regard to the Beneficiary Certificate of an Investment Trust listed on said Financial Instruments Exchange, a beneficiary certificate of a foreign investment trust set forth in Article 2, paragraph (1), item (x) of the Act (limited to those similar to a Beneficiary Certificate of an Investment Trust; hereinafter referred to as the "Beneficiary Certificate of a Foreign Investment Trust" in this Chapter), Investment Securities, Beneficiary Certificate of Securities in Trust of which the Entrusted Securities are the Beneficiary Certificate of a Foreign Investment Trust, or the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the rights pertaining to Beneficiary Certificate of a Foreign Investment Trust, those set forth in the following sub-items:
- (a) a transaction based on a sell order in cases where sell orders and buy orders are executed continuously in order to assure the smooth distribution of Securities; and
 - (b) a transaction to sell in response to a buy order.
- (xviii) a Margin Transaction;
- (xix) in cases where a Member, etc. of a Financial Instruments Exchange has promised to its customer to purchase the Securities held by said customer (excluding those borrowed and the Securities prescribed in Article 26-2 of the Order if the case falls under the case prescribed in said Article) at the following price through a sale and purchase conducted outside the Financial Instruments Exchange Market or the trading session specified in the operational rules of the Financial Instruments Exchange, a Short Selling transaction of the Securities of the same issue as, and within the scope of the volume of, said Securities to be conducted by such Member, etc. on his/her own account (excluding the transaction set forth in item (iii) only in cases where sell orders will be executed in accordance with the program set in advance and the transaction managed under a special account):
- (a) the price obtained by dividing the total trading value of the Securities of the same issue as the respective Securities in the trading session on the relevant Financial Instruments Exchange Market as of the day on which the purchase will be conducted by the total trading volume thereof (referred to as the "Volume Weighted Average Price" in sub-item (b)); or

- (b) the price obtained by dividing the total sales proceeds of the Securities of the same issue as the Securities which the Member, etc. has sold in installments in the Financial Instruments Exchange Market with the aim of achieving the Volume Weighted Average Price, which are of the same issue as the relevant Securities, by the total sales volume thereof.
- (xx) a transaction to be conducted using the relationship between the trading price of the following Securities and the trading price of the share certificates which are to be acquired by exercising the right attached to said Securities, in which a new purchase of said Securities as well as the sale of share certificates of the same issue as and within the scope of the volume of said share certificates is to be conducted:
 - (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the rights pertaining to share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options.
- (xxi) a transaction of sales of share certificates of the same issue as, and within the scope of the volume of the share certificates which are to be acquired through the exercise of the rights attached to the following Securities which is to be conducted to reduce any potential risks arising from fluctuations of prices in relation to the outstanding balance of purchase of the respective Securities (including cases where the right to acquire said Securities has been granted by the Issuer of said Securities):
 - (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act, which indicate the right pertaining to the share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options.
- (xxii) the following transactions which are to be conducted by using the relationship between the level of the Agreed Amount or Agreed Figure (meaning an Agreed Figure as prescribed in Article 2, paragraph (21), item (ii) of the Act; the same shall apply hereinafter) pertaining to the transactions set forth in Article 2, paragraph (21), item (i) of the Act, concerning Securities (hereinafter referred to as the "Securities Futures Transaction" in this item and Article 14, item (vi)) or the transactions set forth in Article 2, paragraph (21), item (ii) of the Act pertaining to Securities (including foreign market derivatives transactions similar thereto; hereinafter referred to as the "Securities Index Futures Transactions" in this Article and Article 14) and the level of Securities Index, etc. (meaning the

- total value of the Securities or Securities Indices (meaning the indices calculated based on the prices of Securities; hereinafter the same shall apply in this Article and Article 14) related to Securities Futures Transactions; hereinafter the same shall apply in this Article and Article 14) (including equivalent transactions conducted by using the transactions set forth in Article 2, paragraph (21), item (iii) of the Act pertaining to Securities Index, etc. and excluding the transactions set forth in item (iii) of this paragraph):
- (a) a transaction in which new Long-Securities Index Futures Transactions, etc. (meaning the purchase in Securities Futures Transactions or Securities-Index Futures Transactions wherein the person is the party to receive money when the Actual Figure (meaning the Actual Figure as prescribed in Article 2, paragraph (21), item (ii) of the Act; the same shall apply hereinafter) exceeds the Agreed Figure; hereinafter the same shall apply in this Article and Article 14), as well as the sales of multiple Securities of different issues (limited to Securities selected so that the fluctuations in the total value of such Securities approximate the fluctuations of the Securities Index, etc. related to said Long-Securities Index Futures Transactions, etc.) within the scope of the transaction contract value thereof is to be conducted; and
 - (b) a transaction in which the transaction contract balance, in whole or in part, of a Short-Securities Index Futures Transaction, etc. (meaning the sale of Securities Futures Transactions or Securities Index Futures Transactions wherein the person is the party to pay money when the Actual Figure exceeds the Agreed Figure; hereinafter the same shall apply in this Article and Article 14) corresponding to the transaction contract balance of the Long-Securities Index Futures Transactions, etc. is settled in accordance with the method specified by the Financial Instruments Exchange (limited to redemption in the case of Securities Futures Transactions), and sale of multiple Securities of different issues (limited to the Securities selected so that the fluctuations in the total value of such Securities approximate the fluctuations of the Securities Index, etc. related to said Long-Securities Index Futures Transactions, etc. or to said Short-Securities Index Futures Transactions, etc.) are conducted within the scope of the amount of said settlement.
 - (xxiii) a transaction for the sale of multiple Securities of different issues (limited to the Securities which are selected so that the fluctuations in the total value of said Securities approximate the fluctuations of the Securities Index, etc. related to the Long-Securities Index Futures Transactions, etc.) within the scope of the transaction contract balance of Long-Securities Index Futures Transactions, etc. (limited to the transaction contract balance remaining after the deduction of the transaction contract balance of the

Short-Securities Index Futures Transactions, etc., corresponding to said Long-Securities Index Futures Transactions, etc. and the amount of the transactions set forth in sub-item (a) and sub-item (b) of the preceding item pertaining to the Long-Securities Index Futures Transactions, etc.) which is to be conducted in order to reduce any potential risks arising from fluctuations of prices related to said transaction contract balance of the Long-Securities Index Futures Transactions, etc. (including transactions equivalent thereto which are conducted in connection with the transactions set forth in Article 2, paragraph (21), item (iii) of the Act pertaining to Securities Index and excluding the transactions set forth in item (iii));

(xxiv) a transaction to be conducted using the relationship between the Exercise Price (meaning the price pertaining to the transaction which is established by a unilateral manifestation of intention by one of the parties) and the amount receivable for the transactions set forth in Article 2, paragraph (21), item (iii) of the Act, concerning Securities (hereinafter referred to as the "Securities Options Trading" in this Article and Article 14) and the trading price of Securities, in which a party acquires the right to purchase Securities or grants the right to sell Securities by newly conducting a Securities Options Trading, and conducts sales of the Securities of the same issue as, and within the scope of the volume of, the respective Securities which are to be acquired when the party exercises said right or said right is exercised (excluding the transactions set forth in item (iii));

(xxv) in cases where a party has acquired the right to purchase or granted the right to sell Securities through a Securities Options Trading, a transaction for the sale of the Securities of the same issue as, and within the scope of the volume of, the Securities which are to be purchased in cases where the party exercises said right or said right has been exercised, in order to reduce any potential risks arising from fluctuations in the amount receivable for the Securities Options Trading (limited to the volume remaining after the deduction of the volume of Securities which are to be sold by exercising the right or as a result of such right being exercised in cases where the party has acquired the right to sell or granted the right to purchase said Securities through Securities Options Trading and the volume of the transaction set forth in preceding item related to the Securities of the same issue as the respective Securities) (excluding the transactions set forth in item (iii));

(xxvi) a transaction to be conducted using the relationship between the level of the Agreed Amount of a Beneficiary Certificate of an Investment Trust and the level of the Agreed Amount of another Beneficiary Certificate of an Investment Trust which is to be invested based on the same money rate, value of currency, quotation on a Financial Instruments Exchange Market, or any other indicator (hereinafter collectively referred to as the "Indicator" in

- this Article) as said Beneficiary Certificate of an Investment Trust, in which a new purchase of the Beneficiary Certificate of an Investment Trust, as well as the sale of said other Beneficiary Certificate of an Investment Trust within the scope of the purchase value thereof is to be conducted;
- (xxvii) a transaction to be conducted using the relationship between the level of the Agreed Amount and the level of the Indicator of a Beneficiary Certificate of an Investment Trust in which a new purchase of said Beneficiary Certificate of an Investment Trust as well as the sale of the Indicator Linked Securities (meaning the Securities which are selected so that the fluctuations in the total value of such Securities approximate the fluctuations of the Indicator pertaining to said Beneficiary Certificate of an Investment Trust; hereinafter the same shall apply in this item to item (xxxii) inclusive) within scope of the purchase value is to be conducted (in cases where said Indicator Linked Securities are multiple Securities of different issues, this shall be limited to the sales of said multiple Securities of different issues; the same shall apply in the following item and item (xxxi) and item (xxxii)) (excluding the transactions set forth in item (iii));
- (xxviii) a transaction of the sale of Indicator Linked Securities conducted within the scope of the purchase value thereof in order to reduce any potential risk arising from the fluctuations of prices pertaining to the purchase balance of a Beneficiary Certificate of an Investment Trust (excluding the transaction set forth in item (iii));
- (xxix) the following transactions conducted by using the relationship between the level of the Agreed Figure or level of the Indicator pertaining to the Securities Index Futures Transactions and the level of Agreed Amount of a Beneficiary Certificate of an Investment Trust:
- (a) a transaction in which new Long-Securities Index Futures Transactions, etc. (meaning the Securities Index Futures Transactions under which the person is the party to receive money when the Actual Figure exceeds the Agreed Figure, which are made in accordance with the Indicator of the Beneficiary Certificate of an Investment Trust; hereinafter the same shall apply in this Article and Article 14) or a purchase of Indicator Linked Securities (in cases where said Indicator Linked Securities are multiple Securities of different issues, this shall be limited to the purchase of said multiple Securities of different issues) as well as the sale of said Beneficiary Certificate of an Investment Trust within the scope of the transaction contract balance or the total amount of purchase value is to be conducted; or
- (b) a transaction in which the transaction contract balance, in whole or in part, of the Short-Securities Index Futures Transactions, etc. (meaning the Securities Index Futures Transactions under which the person is the party

to pay money when the Actual Figure exceeds the Agreed Figure, which are made in accordance with the Indicator of a Beneficiary Certificate of an Investment Trust; the same shall apply in the following item and Article 14) corresponding to the transaction contract balance of the Long-Securities Index Futures Transactions, etc. is settled in accordance with the method specified by a Financial Instruments Exchange and sales of said Beneficiary Certificate of an Investment Trust are made within the scope of the amount of said settlement.

- (xxx) a transaction for the sale of a Beneficiary Certificate of an Investment Trust within the scope of the transaction contract balance of a Long-Securities Index Futures Transactions (limited to the transaction contract balance remaining after the deduction of the transaction contract balance of Short-Securities Index Futures Transactions corresponding thereto and the amount of the transactions set forth in item (xxii), sub-items (a) and (b) pertaining to the same Long-Securities Index Futures Transactions as the respective Long-Securities Index Futures Transactions) or the total amount of purchase value of the Indicator Linked Securities which are conducted in order to reduce any potential risks arising from fluctuations of prices pertaining to the transaction contract balance of the Long-Securities Index Futures Transactions or the purchase balance of the Indicator Linked Securities;
- (xxxi) a transaction to be conducted using the relationship between the price level and the Index level of a Beneficiary Certificate of an Investment Trust, in which the right to purchase a Beneficiary Certificate of an Investment Trust is acquired or the right to sell a Beneficiary Certificate of an Investment Trust is granted by newly conducting the transactions set forth in Article 2, paragraph (21), item (iii) of the Act pertaining to the Beneficiary Certificate of an Investment Trust (referred to as "Option Trading of a Beneficiary Certificate of an Investment Trust" in the following item and Article 14), and sales of the Indicator Linked Securities are made within the limit of the amount of the Beneficiary Certificate of an Investment Trust which is to be acquired when a party exercises such right or such right has been exercised (limited to the amount remaining after the deduction of the amount of the transaction set forth in item (xxiv) pertaining to the same issue of said Beneficiary Certificate of an Investment Trust) (excluding the transactions set forth in item (iii));
- (xxxii) in cases where a party has acquired the right to purchase or granted the right to sell Securities through Option Trading of a Beneficiary Certificate of an Investment Trust, a transaction for the sale of the Indicator Linked Securities within the value of the Beneficiary Certificate of an Investment Trust which is to be purchased in cases where the party exercises said right

- or said right has been exercised, which are conducted in order to reduce any potential risks arising from fluctuations in the price of the Beneficiary Certificate of an Investment Trust, (limited to the amount remaining after the deduction of the amount of Beneficiary Certificate of an Investment Trust which are to be sold by exercising the right or as a result of such right being exercised in cases where the party has acquired the right to purchase or granted the right to sell the Beneficiary Certificate of an Investment Trust through Option Trading of a Beneficiary Certificate of an Investment Trust, the amount of the transaction set forth in item (xxiv) and item (xxv) pertaining to the same issue as the Beneficiary Certificate of an Investment Trust, and the amount of the transaction set forth in the preceding item pertaining to the Indicator Linked Securities) (excluding the transactions set forth in item (iii));
- (xxxiii) a transaction for the sale of the Securities set forth in the following sub-item (a) to sub-item (e) inclusive on the Financial Instruments Exchange Market in order to equalize the prices of such Securities with the level of the Indicator specified in the respective sub-item (a) to sub-item (e) inclusive:
- (a) Beneficiary Certificate of an Investment Trust: an Indicator of said Beneficiary Certificate of an Investment Trust;
 - (b) Beneficiary Certificate of a Foreign Investment Trust: an Indicator of said Beneficiary Certificate of a Foreign Investment Trust;
 - (c) the Foreign Investment Securities set forth in Article 2, paragraph (1), item (xi) of the Act (limited to those issued by a Foreign Investment Corporation (meaning a Foreign Investment Corporation as prescribed in Article 2, paragraph (23) of the Act on Investment Trust and Investment Corporations which provides in its certificate of incorporation or any documents equivalent thereto to the effect that it shall invest its assets pursuant to Article 12, item (ii), sub-item (a) of the Enforcement Order of the Investment Trust Act) that invests its assets mainly in Securities (excluding rights set forth in the items of Article 2, paragraph (2) of the Act which are regarded as Securities under paragraph (2) of that Article) which are similar to Investment Securities): an Indicator of said Foreign Investment Securities;
 - (d) a Beneficiary Certificate of Securities in Trust of which the Entrusted Securities are the Securities set forth in sub-item (b) or sub-item (c): an Indicator of said Beneficiary Certificate of Securities in Trust; and
 - (e) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate rights pertaining to the Securities set forth in sub-item (b) or sub-item (c): an Indicator of the Securities related to the indicated right.
- (xxxiv) a transaction to be conducted using the relationship between the level of the Agreed Amount of Share Certificates issued by the company which has

- decided a merger, share exchange, or share transfer (hereinafter collectively referred to as the "Merger, etc." in this Chapter) (hereinafter referred to as "Share Certificates of a Merging, etc. Company" in this Chapter) and the level of the Agreed Amount of shares issued by another company which implements a Merger, etc. with said company (hereinafter referred to as "Share Certificates of a Merged, etc. Company" in this Chapter) based on the ratio of Merger, etc., in which a new purchase of Share Certificates of a Merging, etc. Company as well as the sale of Share Certificates of a Merged, etc. Company within the scope of the purchase value is to be conducted (limited to the cases in which the date of Merger, etc. and the ratio of Merger, etc. have been decided, and such fact has been made public);
- (xxxv) a Short Selling transaction for the Securities of which the number is less than the trading unit specified by the Financial Instruments Exchange which establishes the Financial Instruments Exchange Market; and
- (xxxvi) a transaction for the sale of the Securities to be made in order to equalize the price of said Securities in a Financial Instruments Exchange Market with the price of said Securities in a Financial Instruments Exchange Market established by another Financial Instruments Exchange.

Article 9-4 The transactions specified by Cabinet Office Ordinance, prescribed in Article 26-2-2, paragraph (5) of the Order as applied mutatis mutandis pursuant to paragraph (6) of that Article, shall be the following transactions (with regard to the transactions set forth in item (xv) to item (xix) inclusive, this shall be limited to the transactions wherein the Member of the Authorized Financial Instruments Firms Association who has accepted the entrustment of the Short Selling and the person who has received an application for brokerage for entrustment of the Short Selling to be made on an Over-the-Counter Securities Market have confirmed that the Short Selling will be conducted as the transactions set forth in the respective items):

- (i) a When Issued Transaction;
- (ii) a Short Selling transaction for the following Securities:
 - (a) the Securities set forth in Article 2, paragraph (1), item (i) to item (iii) inclusive of the Act;
 - (b) the Securities set forth in Article 2, paragraph (1), item (v) of the Act (excluding corporate bond certificates with share options and Exchangeable Corporate Bond Certificates);
 - (c) the Securities set forth in Article 2, paragraph (1), item (xvii) of the Act which have nature of the Securities set forth in sub-item (a) or sub-item (b); and
 - (d) Beneficiary Certificates of Securities in Trust of which the Entrusted Securities are the Securities set forth in sub-item (c).

- (iii) a Short Selling transaction made by an Over-the-Counter Market Maker on his/her own account in the Financial Instruments Exchange Market on which he/she quotes sale prices, based on such sale quotes;
- (iv) among transactions for the sale of the purchased Over-the-Counter Traded Securities whose settlement has yet to be completed, the transactions wherein the settlement of said sales is to be made with said purchased Over-the-Counter Traded Securities;
- (v) the sale of the loaned Over-the-Counter Traded Securities (excluding those borrowed), which is a transaction for the sale of such Over-the-Counter Traded Securities in cases where it is clear that such Over-the-Counter Traded Securities will be returned prior to the settlement thereof;
- (vi) a Short Selling transaction of Over-the-Counter Traded Securities to be effected outside the trading hours of Over-the-Counter Traded Securities through the system for transactions of an Over-the-Counter Traded Securities Market according to the relevant rules specified by the Authorized Financial Instruments Firms Association in which the Over-the-Counter Traded Securities Market is established;
- (vii) where the right to acquire share certificates attached to the following Securities has been exercised, the transactions for the sale of the share certificates of the same issue as, and within the scope of the volume of, the share certificates to be acquired as a result of the exercise of such right:
 - (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the right pertaining to share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options.
- (viii) in cases where the Issuer of Securities has exercised the right attached to the Share Certificate subject to Call, the transactions for the sale of the share certificates of the same issue as, and within the scope of the volume of, the share certificate to be acquired as a result of the exercise of such right;
- (ix) with regard to the Corporate Bond Certificates With Special Provisions Allowing the Redemption By the Share Certificates of Another Company, when it has been decided that Corporate Bond Certificates With Special Provisions Allowing the Redemption By the Share Certificates of Another Company will be redeemed by Subject Share Certificates, the transaction for the sale of the share certificates of the same issue as, and within the scope of the volume of, the Subject Share Certificates to be redeemed;
- (x) in cases where the Issuer of Securities conducts a share split, a split of Preferred Equity Investment for Preferred Equity Investment Certificates, a split of beneficial interest pertaining to a Beneficiary Certificate of an

- Investment Trust, or a split of investment equity pertaining to Investment Securities (hereinafter collectively referred to as a "Share Split, etc." in this item), an Allotment of Shares without Contribution, a merger, a company split, a share exchange, or a share transfer, the transactions for the sale of the Securities of the same issue as, and within the scope of the volume of, the share certificates, Preferred Equity Investment, beneficial interest pertaining to a Beneficial Certificate of an Investment in Trust, or investment equity pertaining to Investment Securities (hereinafter referred to as the "Shares, etc." in this item) which are allotted through such Share Split, etc., Allotment of Shares without Contribution, merger, company split, share exchange, or share transfer;
- (xi) a transaction in which a person who has responded to a Public Offering or Secondary Distribution of Securities, Solicitation for Acquisition Only for Professional Investors, or Solicitation for Selling Only for Professional Investors, etc., conducts the sale of the Securities of the same issue as, and within the scope of the volume of, the Securities to be acquired as a result of such Public Offering or Secondary Distribution, Solicitation for Acquisition Only for Professional Investors, or Solicitation for Selling Only for Professional Investors, etc.;
 - (xii) a transaction for the sale of Securities of the same issue as, and within the scope of the volume of, the Securities purchased through a When Issued Transaction, prior to the transfer of such Securities;
 - (xiii) a Short Selling transaction which is to be conducted on any of following grounds:
 - (a) the entry of a name change on share certificates;
 - (b) an exchange of share certificates with those of which the number of shares indicated thereon is the number of shares per trading unit which is specified by an Authorized Financial Instruments Firms Association;
 - (c) the replacement of share certificates with new share certificates due to mutilation or defacement of said share certificates or change of trade names;
 - (xiv) a Margin Transaction;
 - (xv) a transaction to be conducted using the relationship between the trading price of the following Securities and the trading price of the share certificate which is to be acquired by exercising the right attached to the respective Securities, in which a new purchase of the relevant Securities, as well as the sale of share certificates of the same issue as, and within the scope of the volume of, the relevant share certificates, is to be conducted:
 - (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act

- which indicate the right pertaining to share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options.
- (xvi) a transaction for the sale of share certificates of the same issue as, and within the scope of the volume of, the share certificate which is to be acquired through the exercise of the rights attached to the following Securities, which is to be conducted in order to reduce any potential risks arising from fluctuations in the prices related to the outstanding balance of purchase of the respective Securities (including cases where the right to acquire said Securities has been granted by the Issuer of said Securities):
- (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the right pertaining to the share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options.
- (xvii) a transaction to be conducted using the relationship between the level of the Agreed Amount of Share Certificates of a Merging, etc. Company and the level of the Agreed Amount of Share Certificates of a Merged, etc. Company based on the ratio of the Merger, etc., in which a new purchase of Share Certificates of a Merging, etc. Company as well as a sale of Share Certificates of a Merged, etc. Company within the scope of the purchase value is to be conducted (limited to the case in which the date of Merger, etc. and the ratio of Merger, etc. have been decided, and such information has been made public);
- (xviii) a Short Selling transaction of Over-the-Counter Securities of which the volume is less than the published trading unit specified by the Authorized Financial Instruments Firms Association which establishes an Over-the-Counter Securities Market;
- (xix) a transaction for the sale of the Over-the-Counter Securities to be made in order to equalize the price of Over-the-Counter Traded Securities in an Over-the-Counter Securities Market with the price of said Over-the-Counter Traded Securities in an Over-the-Counter Securities Market established by another Authorized Financial Instruments Firms Association.

(Exemptions on the Clear Indication and Obligation to Confirm in the Case of Short Selling)

Article 10 The transaction specified by Cabinet Office Ordinance, prescribed in Article 26-3, paragraph (5) of the Order, shall be the following transactions:

- (i) the transactions set forth in Article 2, paragraph (21), item (i) of the Act;
- (ii) a When Issued Transaction;

- (iii) a Short Selling transaction for the following Securities:
 - (a) the Securities set forth in Article 2, paragraph (1), item (i) to item (iii) inclusive of the Act;
 - (b) the Securities set forth in Article 2, paragraph (1), item (v) of the Act (excluding corporate bond certificates with share options and Exchangeable Corporate Bond Certificates);
 - (c) the Securities set forth in Article 2, paragraph (1), item (xvii) of the Act which have nature of the Securities set forth in sub-item (a) or sub-item (b); and
 - (d) Beneficiary Certificates of Securities in Trust of which the Entrusted Securities are the Securities set forth in sub-item (c).
- (iv) a Short Selling transaction conducted by a Member, etc. of a Financial Instruments Exchange for the Securities listed on said Financial Instruments Exchange (limited to the Foreign Investment Securities set forth in Article 2, paragraph (1), item (xi) of the Act and the Securities set forth in item (xvii) of that paragraph, which have the nature of share certificates (hereinafter collectively referred to as the "Foreign Investment Securities, etc." in this item) which are Beneficiary Certificates of Securities in Trust of which the Entrusted Securities are Foreign Investment Securities, etc., and the Securities set forth in item (xx) of that paragraph which indicate the right pertaining to Foreign Investment Securities, etc.) on his/her own account, which accompany, in relation to such transaction, a transaction for the purchase of Securities subject to said Short Selling by said Member, etc. on a Foreign Financial Instruments Market (in cases where the Securities subject to said Short Selling are Beneficiary Certificates of Securities in Trust, the acquisition of the Beneficiary Certificates of Securities in Trust by entrusting Securities of the same issue as the Entrusted Securities pertaining to said Beneficiary Certificates of Securities in Trust already held or to be purchased in the Foreign Financial Instruments Market by said Member, etc. shall be included, and in cases where the Securities subject to said Short Selling are Depository Receipts, the acquisition of such Depository Receipts by entrusting the Securities of the same issue as the Securities related to the right indicated in said Depository Receipt which are already held or to be purchased on the Foreign Financial Instruments Market by said Member, etc. shall be included) (limited to those specified in the following items):
 - (a) a transaction based on a sell order in cases where sell orders and buy orders are executed continuously in order to assure smooth distribution of Securities;
 - (b) a transaction to sell in response to a buying order;
- (v) a Short Selling transaction made by a Market Maker on his/her own

- account in the Financial Instruments Exchange Market on which he/she quotes sale prices, based on such sale quotes;
- (vi) among transactions for the sale of the purchased Securities whose settlement has yet to be completed, a transaction wherein the settlement of said sale is to be made with said purchased Securities;
 - (vii) the sale of the loaned Securities (excluding those borrowed), which is a transaction for the sale of said Securities wherein it is clear that said Securities will be returned prior to the settlement thereof;
 - (viii) among the sales and purchases on a Financial Instruments Exchange Market, Short Selling transactions through sales and purchases conducted outside the trading session specified in the operational rules of the Financial Instruments Exchange which establishes said Financial Instruments Exchange Market;
 - (ix) where the right to acquire the share certificates attached to the following Securities has been exercised, the transaction for the sale of the share certificates of the same issue as, and within the scope of the volume of, the share certificates which shall be acquired as a result of the exercise of such right:
 - (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the right pertaining to share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options.
 - (x) in cases where an Issuer of Securities has exercised the right attached to Share Certificate subject to Call, a transaction for the sale of the share certificates of the same issue as, and within the scope of the volume of, the share certificates to be acquired as a result of the exercise of such right;
 - (xi) with regard to the Corporate Bond Certificates With Special Provisions Allowing the Redemption By the Share Certificates of Another Company, when it has been decided that the Corporate Bond Certificates With Special Provisions Allowing the Redemption By the Share Certificates of Another Company will be redeemed by Subject Share Certificates, the transaction for the sale of the share certificates of the same issue as, and within the scope of the volume of, the Subject Share Certificates to be redeemed;
 - (xii) in cases where an Issuer of Securities conducts a share split, a split of Preferred Equity Investment pertaining to Preferred Equity Investment Certificates, a split of beneficial interest pertaining to a Beneficiary Certificate of an Investment Trust, or a split of investment equity pertaining to Investment Securities (hereinafter referred to as a "Share Split, etc." in this item), an Allotment of Shares without Contribution, a merger, a

- company split, a share exchange, or a share transfer, the transaction for the sale of the Securities of the same issue as, and within the scope of the volume of, the shares, Preferred Equity Investment, beneficial interest pertaining to a Beneficiary Certificate of an Investment Trust, or investment equity pertaining to Investment Securities (hereinafter referred to as the "Shares, etc." in this item) which are allotted through such Share Split, etc., Allotment of Shares without Contribution, merger, company split, share exchange, or share transfer;
- (xiii) a transaction in which a person who has responded to a Public Offering or Secondary Distribution of Securities, Solicitation for Acquisition Only for Professional Investors, or Solicitation for Selling Only for Professional Investors, etc., conducts a sale of the Securities of the same issue as, and within the scope of the volume of, the Securities to be acquired as a result of such Public Offering or Secondary Distribution, Solicitation for Acquisition Only for Professional Investors, or Solicitation for Selling Only for Professional Investors, etc.;
- (xiv) a transaction for the sale of Securities of the same issue as, and within the scope of the volume of, the Securities purchased through a When Issued Transaction, prior to the transfer of such Securities;
- (xv) a Short Selling transaction which is to be conducted on any of following grounds:
- (a) the entry of a name change on share certificates;
 - (b) an exchange of share certificates for those of which the number of shares indicated thereon is the number of shares per trading unit which is specified by a Financial Instruments Exchange; or
 - (c) the replacement of share certificates with new share certificates due to mutilation or defacement of said share certificates or change of trade names.
- (xvi) the following transactions pertaining to a Beneficiary Certificate of an Investment Trust:
- (a) a transaction in which a person who has demanded the exchange of the Beneficiary Certificate of an Investment Trust with the Securities which belong to the investment trust property of said Beneficiary Certificate of an Investment Trust (limited to the replacement specified in Article 12, item (i), sub-item (a) or item (ii), sub-item (c) of the Enforcement Order of the Investment Trust Act), conducts a sale of Securities of the same issue as, and within the scope of the volume of, the Securities to be acquired as a result of such demand (excluding the transaction set forth in item (iii)); and
 - (b) a transaction in which a person who has made an offer for acquisition of the Beneficiary Certificate of an Investment Trust (limited to the

acquisition specified in Article 12, item (ii), sub-item (b) of the Enforcement Order of the Investment Trust Act) conducts a sale of Beneficiary Certificates of an Investment Trust of the same issue as, and within the scope of the volume of, the Beneficiary Certificate of an Investment Trust to be acquired as a result of such offer.

- (xvii) among the transactions in which a Member, etc. of a Financial Instruments Exchange conducts a Short Selling transaction on his/her own account with regard to a Beneficiary Certificate of an Investment Trust, a Beneficiary Certificate of a Foreign Investment Trust, Investment Securities, a Beneficiary Certificate of Securities in Trust of which the Entrusted Securities are the Beneficiary Certificate of a Foreign Investment Trust, or the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the right pertaining to Beneficiary Certificate of a Foreign Investment Trust, listed on said Financial Instruments Exchange, those set forth in the following items:
- (a) a transaction based on a sell order in cases where sell orders and buy orders are executed continuously in order to assure the smooth distribution of Securities; and
 - (b) a transaction to sell in response to a buy order.

Article 11 The transactions specified by Cabinet Office Ordinance, prescribed in Article 26-3, paragraph (5) of the Order as applied mutatis mutandis pursuant to paragraph (6) of that Article, shall be the following transactions:

- (i) a When Issued Transaction;
- (ii) a Short Selling transaction for the following Securities:
 - (a) the Securities set forth in Article 2, paragraph (1), item (i) to item (iii) inclusive of the Act;
 - (b) the Securities set forth in Article 2, paragraph (1), item (v) of the Act (excluding corporate bond certificates with share options and Exchangeable Corporate Bond Certificates);
 - (c) the Securities set forth in Article 2, paragraph (1), item (xvii) of the Act which have the nature of the Securities set forth in sub-item (a) or sub-item (b); and
 - (d) Beneficiary Certificates of Securities in Trust of which the Entrusted Securities are the Securities set forth in sub-item (c).
- (iii) a Short Selling transaction made by an Over-the-Counter Market Maker on his/her own account in the Financial Instruments Exchange Market on which he/she quotes sale prices, based on such sale quotes;
- (iv) among transactions for the sale of the purchased Over-the-Counter Traded Securities whose settlement has yet to be completed, a transaction wherein the settlement of said sale is to be made with said purchased Over-the-

Counter Traded Securities;

- (v) the sale of the loaned Over-the-Counter Traded Securities (excluding those borrowed) which is a transaction for the sale of such Over-the-Counter Traded Securities wherein it is clear that such Over-the-Counter Traded Securities on loan will be returned prior to the settlement thereof;
- (vi) a Short Selling transaction of Over-the-Counter Traded Securities to be effected outside the trading hours of Over-the-Counter Traded Securities through the system for transactions of the Over-the-Counter Traded Securities Market according to the relevant rules specified by the Authorized Financial Instruments Firms Association in which the Over-the-Counter Traded Securities Market is established;
- (vii) where the right to acquire the share certificates attached to the following Securities has been exercised, the transactions for the sale of the share certificates of the same issue as, and within the scope of the volume of, the share certificate which shall be acquired as a result of the exercise of such right:
 - (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act, which indicate the right pertaining to share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options.
- (viii) in cases where an Issuer of Securities has exercised the right attached to Share Certificate subject to Call, a transaction for the sale of the share certificates of the same issue as, and within the scope of the volume of, the share certificates to be acquired as a result of the exercise of such right;
- (ix) with regard to the Corporate Bond Certificates With Special Provisions Allowing the Redemption By the Share Certificates of Another Company, when it has been decided that Corporate Bond Certificates With Special Provisions Allowing the Redemption By the Share Certificates of Another Company will be redeemed by Subject Share Certificates, the transaction for the sale of the share certificates of the same issue as, and within the scope of the volume of, the Subject Share Certificates to be redeemed;
- (x) in cases where an Issuer of Securities conducts a share split, a split of Preferred Equity Investment for Preferred Equity Investment Certificates, a split of beneficial interest pertaining to a Beneficiary Certificate of an Investment Trust, or a split of investment equity pertaining to Investment Securities (hereinafter referred to as the "Share Split, etc." in this item), an Allotment of Shares without Contribution, a merger, a company split, a share exchange, or a share transfer, the transaction for the sale of Securities of the same issue as, and within the scope of the volume of, the shares, Preferred

- Equity Investment, beneficial interest pertaining to Beneficiary Certificate of an Investment Trust, or investment equity pertaining to Investment Securities (hereinafter referred to as the "Shares, etc." in this item) which are allotted through such Share Split, etc., Allotment of Shares without Contribution, merger, company split, share exchange, or share transfer;
- (xi) a transaction in which a person who has responded to a Public Offering or Secondary Distribution of Securities, Solicitation for Acquisition Only for Professional Investors, or Solicitation for Selling Only for Professional Investors, etc., conducts a sale of Securities of the same issue as, and within the scope of the volume of, the Securities to be acquired as a result of such Public Offering or Secondary Distribution, Solicitation for Acquisition Only for Professional Investors, or Solicitation for Selling Only for Professional Investors, etc.;
 - (xii) a transaction for the sale of Securities of the same issue as, and within the scope of the volume of, the Securities purchased through a When Issued Transaction, prior to the transfer of such Securities;
 - (xiii) a Short Selling transaction which is conducted on any of the following grounds:
 - (a) the entry of a name change on share certificates;
 - (b) an exchange of share certificates for those of which the number of shares indicated thereon is the number of shares per trading unit which is specified by an Authorized Financial Instruments Firms Association; or
 - (c) the replacement of share certificates with new share certificates due to mutilation or defacement of said share certificates or change of trade names.

(Prices, etc. in Cases of Short Selling)

- Article 12 (1) The price formation method specified by Cabinet Office Ordinance, prescribed in Article 26-4, paragraph (1) of the Order, shall be the method in which a Market Maker quotes bids and offers on a regular and continuous basis, and is obliged to conduct sales and purchases based on said bids and offers quotes.
- (2) The price specified by Cabinet Office Ordinance, prescribed in the main clause of Article 26-4, paragraph (1) of the Order, shall be the highest bid price issued by a Market Maker in the Financial Instruments Exchange Market which has been published immediately prior to the Short Selling by the Financial Instruments Exchange in which the Financial Instruments Exchange Market in which the respective Short Selling is to be made with regard to the Securities subject to the Short Selling is established (referred to as the "Latest Publicized Highest Bid Price" in the following paragraph).
 - (3) The price specified by Cabinet Office Ordinance, prescribed in the proviso to

Article 26-4, paragraph (1) of the Order, shall be a price different from the Latest Publicized Highest Bid Price on the Financial Instruments Exchange Market which has been publicized immediately prior to the publication of the Latest Publicized Highest Bid Price by the Financial Instruments Exchange that publicized the Latest Publicized Highest Bid Price and which is the highest bid price issued by a Market Maker.

Article 13 (1) The price formation method specified by Cabinet Office Ordinance, prescribed in Article 26-4, paragraph (1) of the Order as applied mutatis mutandis pursuant to paragraph (5) of that Article, shall be the method in which an Over-the-Counter Market Maker quotes bids and offers on a regular and continuous basis and is obliged to conduct sales and purchases based on said bids and offers quotes.

(2) The price specified by Cabinet Office Ordinance, prescribed in the main clause of Article 26-4, paragraph (1) of the Order as applied mutatis mutandis pursuant to paragraph (5) of that Article, shall be the highest bid quotation issued by an Over-the-Counter Market Maker in the Over-the-Counter Securities Market which has been published immediately prior to the Short Selling by the Authorized Financial Instruments Firms Association which establishes said Over-the-Counter Securities Market in which the respective Short Selling is to be made with regard to the Securities subject to the Short Selling (referred to as the "Latest Publicized Highest Bid Price" in the following paragraph).

(3) The price specified by Cabinet Office Ordinance, prescribed in the proviso to Article 26-4, paragraph (1) of the Order as applied mutatis mutandis pursuant to paragraph (5) of that Article, shall be a price different from the Latest Publicized Highest Bid Price on an Over-the-Counter Securities Market which has been publicized immediately prior to the publication of the Latest Publicized Highest Bid Price by the Authorized Financial Instruments Firms Association that publicized the Latest Publicized Highest Bid Price and which is the highest bid price issued by an Over-the-Counter Market Maker.

(Exemption on Price Restrictions in Cases of Short Selling)

Article 14 The transactions specified by Cabinet Office Ordinance, prescribed in Article 26-4, paragraph (4) of the Order, shall be the following transactions:

- (i) the transactions set forth in the items of Article 10;
- (ii) a Margin Transaction (limited to cases in which the volume of sales is within 50 times as much as the trading unit specified by the Financial Instruments Exchange) conducted by a person who does not fall under the category of Qualified Institutional Investor as prescribed in Article 2, paragraph (3), item (i) of the Act (including foreign juridical persons similar

- thereto);
- (iii) in cases where a Member, etc. of the Financial Instruments Exchange has promised to its customer to purchase the Securities held by said customer (excluding the cases where the customer has borrowed the Securities and the cases that fall under Article 26-2 of the Order) at the following prices through sales and purchases conducted outside the Financial Instruments Exchange Market or the trading session specified in the operational rules of the Financial Instruments Exchange, Short Selling transactions of the Securities of the same issue as, and within the scope of the volume of, said Securities on his/her own account (excluding the transactions set forth in Article 10, item (iii) only in the case where sell orders will be executed in accordance with a program set in advance and the transaction managed under a special account):
 - (a) the price obtained by dividing the total trading value of the Securities of the same issue as said Securities in the trading session on said Financial Instruments Exchange Market as of the day on which said purchase is to be conducted by the total trading volume (such price shall be referred to as the "Volume Weighted Average Price" in sub-item (b)); and
 - (b) the price obtained by dividing the total sales proceeds of the Securities of the same issue as the Securities that the Member, etc. has sold in installments in said Financial Instruments Exchange Market with the aim of achieving the Volume Weighted Average Price, which are of the same issue as the relevant Securities, by the total sales volume thereof;
 - (iv) a transaction to be conducted using the relationship between the trading price of the following Securities and the trading price of the share certificates which are to be acquired by exercising the right attached to said Securities, in which a new purchase of the relevant Securities as well as the sale of share certificates of the same issue as, and within the scope of the volume of, the relevant share certificates is to be conducted:
 - (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the right pertaining to share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options.
 - (v) a transaction for the sale of share certificates of the same issue as, and within the scope of the volume of, the share certificates which are to be acquired through the exercise of the right attached to the following Securities, which is conducted in order to reduce any potential risks arising from fluctuations in prices related to an outstanding balance in the purchase of the respective Securities (including cases where the right to acquire said

- Securities has been granted by the Issuer of said Securities):
- (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the right pertaining to the share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options;
- (vi) the following transactions conducted using the relationship between the levels of the Agreed Amount or the Agreed Figure pertaining to Securities Futures Transactions or Securities Index Futures Transactions and the level of a Securities Index, etc. (including transactions equivalent thereto which are conducted using the transactions set forth in Article 2, paragraph (21), item (iii) of the Act pertaining to Securities Index and excluding the transactions set forth in Article 10, item (iii)):
- (a) a transaction in which new Long-Securities Index Futures Transactions, etc. as well as the sale of multiple Securities of different issues (limited to the Securities which are selected so that the fluctuations in the total value of the Securities approximate the fluctuations of the Securities Index, etc. pertaining to the Long-Securities Index Futures Transactions, etc.) within the transaction contract value thereof is conducted; and
 - (b) a transaction in which the transaction contract balance, in whole or in part, of a Short-Securities Index Futures Transaction, etc. corresponding to the transaction contract balance of a Long-Securities Index Futures Transaction, etc. in accordance with the method specified by the Financial Instruments Exchange (limited to redemption in the case of Securities Futures Transactions) is settled and sale of multiple Securities of different issues (limited to Securities which are selected so that the fluctuations in the total amount of the Securities approximate the fluctuations of the Securities Index, etc. related to said Long-Securities Index Futures Transactions, etc. or to said Short-Securities Index Futures Transactions, etc.) are conducted within the scope of the amount of said settlement.
- (vii) a transaction for the sale of multiple Securities of different issues (limited to the Securities which are selected so that the fluctuations in the total amount of prices of the Securities approximate the fluctuations of the Securities Index, etc. pertaining to the Long-Securities Index Futures Transactions, etc.) within the scope of the transaction contract balance of a Long-Securities Index Futures Transaction, etc. (limited to the transaction contract balance remaining after the deduction of the transaction contract balance of a Short-Securities Index Futures Transaction, etc. corresponding thereto, and the amount of the transaction set forth in sub-item (a) and sub-item (b) of the preceding item pertaining to Long-Securities Index Futures

- Transactions, etc. identical to said Long-Securities Index Futures Transactions, etc.) which is conducted in order to reduce any potential risks arising from fluctuations in prices related to the transaction contract balance of the Long-Securities Index Futures Transaction, etc. (including transactions equivalent thereto which are conducted in connection with the transactions set forth in Article 2, paragraph (21), item (iii) of the Act pertaining to the Securities Index and excluding the transactions set forth in Article 10, item (iii));
- (viii) a transaction to be conducted using the relationship between the Price for Exercise of Rights (meaning the price pertaining to a transaction which is established by a unilateral manifestation of intention by one of the parties) and the amount of consideration pertaining to the Securities Options Trading and the trading price of the Securities, in which a party acquires the right to purchase Securities or grants the right to sell Securities by newly conducting Securities Options Trading, and conducts sales of the Securities of the same issue as, and within the scope of the volume of, the Securities which are to be acquired when the party exercises such right or such right has been exercised (excluding the transactions set forth in Article 10, item (iii));
- (ix) in cases where a party has acquired the right to purchase or granted the right to sell Securities through Securities Options Trading, a transaction for the sale of the Securities of the same issue as, and within the scope of the volume of, the Securities (limited to the volume remaining after the deduction of the volume of the Securities which are to be sold by exercising the right or as a result of such right being exercised, in cases where the party has acquired the right to sell or has granted the right to purchase said Securities through Securities Options Trading and the volume of the transaction set forth in the preceding item related to the same issue as said Securities) which is conducted in order to reduce any potential risks arising from fluctuations in the amount receivable for Securities Options Trading (excluding the transactions set forth in Article 10, item (iii));
- (x) a transaction to be conducted using the relationship between the level of the Agreed Amount of a Beneficiary Certificate of an Investment Trust and the level of the Agreed Amount of another Beneficiary Certificate of an Investment Trust which is to be invested based on the same money rate, value of currency, quotation, or another indicator on a Financial Instruments Exchange Market (hereinafter referred to as an "Indicator" in this Article) as said Beneficiary Certificate of an Investment Trust, in which a new purchase of said Beneficiary Certificate of an Investment Trust as well as the sale of said other Beneficiary Certificate of an Investment Trust within the scope of the purchase value is to be conducted;
- (xi) a transaction to be conducted using the relationship between the level of

- the Agreed Amount and the level of the Indicator of a Beneficiary Certificate of an Investment Trust, in which a new purchase of said Beneficiary Certificate of an Investment Trust as well as the sale of Indicator Linked Securities (meaning the Securities which are selected so that the fluctuations in the total amount of such Securities approximate the fluctuations of the Indicator of the Beneficiary Certificate of an Investment Trust; hereinafter the same shall apply in this item to item (xvi) inclusive) within the scope of the purchase value thereof is to be conducted (in cases where the Indicator Linked Securities are multiple Securities of different issues, this shall be limited to the sale of said multiple Securities of different issues; the same shall apply in the following item, item (xv), and item (xvi)) (excluding the transactions set forth in Article 10, item (iii));
- (xii) a transaction for the sale of the Indicator Linked Securities within the scope of the purchase value thereof which is to be conducted in order to reduce any potential risk arising from fluctuations in prices pertaining to the purchase balance of a Beneficiary Certificate of an Investment Trust (excluding the transactions set forth in Article 10, item (iii));
 - (xiii) the following transactions conducted using the relationship between the level of the Agreed Figure or the level of the Indicator pertaining to Securities Index Futures Transactions and the level of the Agreed Amount of a Beneficiary Certificate of an Investment Trust:
 - (a) a transaction in which a new Long-Securities Index Futures Transactions or the purchase of Indicator Linked Securities (in cases where the Indicator Linked Securities are multiple Securities of different issues, this shall be limited to the purchase of said multiple Securities of different issues) as well as the sale of said Beneficiary Certificate of an Investment Trust within the scope of the transaction contract balance thereof or the total amount of the purchase value, is to be conducted; and
 - (b) a transaction in which the transaction contract balance, in whole or in part, of a Short-Securities Index Futures Transaction corresponding to the transaction contract balance of a Long-Securities Index Futures Transaction is settled in accordance with the method specified by the Financial Instruments Exchange and the sale of said Beneficiary Certificate of an Investment Trust is made within the scope of the amount of said settlement.
 - (xiv) a transaction for the sale of a Beneficiary Certificate of an Investment Trust within the scope of the total amount of the transaction contract balance of a Long-Securities Index Future Transaction (limited to the transaction contract balance remaining after the deduction of the transaction contract balance of a Short-Securities Index Futures Transaction corresponding thereto, and the amount of the transactions set forth in item

- (vi), sub-items (a) and (b) pertaining to Long-Securities Index Futures Transactions identical to said Long-Securities Index Futures Transactions) or the purchase value of the Indicator Linked Securities which is to be conducted in order to reduce any potential risks arising from fluctuations in prices pertaining to the transaction contract balance of the Long-Securities Index Futures Transaction or the purchase balance of the Index-Tracked Securities;
- (xv) a transaction to be conducted using the relationship between the price level and the level of the Indicator of a Beneficiary Certificate of an Investment Trust, in which a party acquires the right to purchase a Beneficiary Certificate of an Investment Trust or grants the right to sell a Beneficiary Certificate of an Investment Trust by newly conducting Option Trading of a Beneficiary Certificate of an Investment Trust, and conducts sale of the Indicator Linked Securities within the scope of the amount of the Beneficiary Certificate of an Investment Trust which is to be obtained when the party exercises such right or such right is exercised (limited to the amount remaining after the deduction of the amount of the transaction set forth in item (viii) pertaining to the same issue as said Beneficiary Certificate of an Investment Trust) (excluding the transactions set forth in Article 10, item (iii));
- (xvi) in cases where a party has acquired the right to purchase or has granted the right to sell a Beneficiary Certificate of an Investment through Option Trading of a Beneficiary Certificate of an Investment Trust, a transaction for the sale of the Indicator Linked Securities within the amount of the Beneficiary Certificate of an Investment Trust which is to be purchased in cases where the party exercises said right or said right is exercised (limited to the amount remaining after the deduction of the amount of the Beneficiary Certificate of an Investment Trust which is to be sold in cases where the party acquires the right to purchase or grants the right to sell Beneficiary Certificate of an Investment Trust through Option Trading of a Beneficiary Certificate of an Investment Trust, when a party exercises such right or such right is exercised, the amount of the transaction set forth in item (viii) and item (ix) pertaining to the same issue as the Beneficiary Certificate of an Investment Trust, and the amount of the transaction set forth in the preceding item pertaining to Indicator Linked Securities), which is conducted in order to reduce any potential risks arising from fluctuations in the price of a Beneficiary Certificate of an Investment Trust (excluding the transactions set forth in Article 10, item (iii));
- (xvii) a transaction for the sale of the Securities set forth in the following sub-item (a) to sub-item (e) inclusive on a Financial Instruments Exchange Market in order to equalize the prices thereof with the level of the Indicator

- specified in the respective sub-item (a) to sub-item (e) inclusive:
- (a) a Beneficiary Certificate of an Investment Trust: an Indicator of said Beneficiary Certificate of an Investment Trust;
 - (b) a Beneficiary Certificate of a Foreign Investment Trust: an Indicator of said Beneficiary Certificate of a Foreign Investment Trust;
 - (c) the Foreign Investment Securities set forth in Article 2, paragraph (1), item (xi) of the Act (limited to those issued by a Foreign Investment Corporation (meaning a Foreign Investment Corporation as prescribed in Article 2, paragraph (23) of the Act on Investment Trust and Investment Corporations which provides in its certificate of incorporation or any documents equivalent thereto to the effect that it shall invest its assets pursuant to Article 12, item (ii), sub-item (a) of the Enforcement Order of the Investment Trust Act) that invests its asset mainly in Securities (excluding the rights set forth in the items of Article 2, paragraph (2) of the Act which are regarded as Securities under paragraph (2) of that Article) which are similar to Securities): an Indicator of said Foreign Investment Securities;
 - (d) a Beneficiary Certificate of Securities Trust of which the Entrusted Securities are the Securities set forth in sub-item (b) or sub-item (c): an Indicator of said Beneficiary Certificate of Securities in Trust; and
 - (e) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act, which indicate the rights pertaining to the Securities set forth in sub-item (b) or sub-item (c): an Indicator of the Securities related to the indicated right.
- (xviii) a transaction to be conducted using the relationship between the level of the Agreed Amount of Share Certificates of a Merging, etc. Company and the level of the Agreed Amount of Share Certificates of a Merged, etc. Company based on the ratio of Merger, etc., in which a new purchase of Share Certificates of a Merging, etc. Company as well as a sale of Share Certificates of a Merged, etc. Company within the scope of the purchase value is to be conducted (limited to the case in which the date of Merger, etc. and the ratio of Merger, etc. have been decided, and such information has been made public);
- (xix) a Short Selling transaction of Securities of which the number is less than the trading unit specified by a Financial Instruments Exchange which establishes a Financial Instruments Exchange Market; and
- (xx) a transaction for the sale of certain Securities to be made in order to equalize the price of said Securities in a Financial Instruments Exchange Market with the price of said Securities in a Financial Instruments Exchange Market established by another Financial Instruments Exchange.

Article 15 The other transactions specified by Cabinet Office Ordinance, prescribed in Article 26-4, paragraph (4) of the Order as applied mutatis mutandis pursuant to paragraph (5) of that Article, shall be the following transactions:

- (i) the transactions set forth in the items of Article 11;
- (ii) a Margin Transaction (limited to cases in which the volume of sales is within 50 times as much as the trading unit specified by an Authorized Financial Instruments Firms Association) conducted by a person who does not fall under the category of a Qualified Institutional Investor as prescribed in Article 2, paragraph (3), item (i) of the Act (including foreign juridical persons similar thereto);
- (iii) a transaction to be conducted using the relationship between the trading price of the following Securities and the trading price of the share certificates which are to be acquired by exercising the right attached to said Securities, in which a new purchase of the relevant Securities as well as the sale of share certificates of the same issue as, and within the scope of the volume of, the relevant share certificates is to be conducted:
 - (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the rights pertaining to share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options.
- (iv) a transaction for the sale of share certificates of the same issue as, and within the scope of the volume of, the share certificates which are to be acquired through the exercise of the right attached to the following Securities, which is conducted in order to reduce any potential risks arising from fluctuations in prices related to the outstanding balance of the purchase of the respective Securities (including cases where the right to acquire said Securities has been granted by the Issuer of said Securities):
 - (a) corporate bond certificates with share options;
 - (b) share option certificates;
 - (c) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate the rights pertaining to share certificates;
 - (d) Exchangeable Corporate Bond Certificates; and
 - (e) Share Certificates with Put Options.
- (v) a transaction to be conducted using the relationship between the level of the Agreed Amount of Share Certificates of a Merging, etc. Company and the level of the Agreed Amount of Share Certificates of a Merged, etc. Company based on the ratio of the Merger, etc., in which a new purchase of Share Certificates of a Merging, etc. Company as well as sale of Share Certificates

- of a Merged, etc. Company within the scope of the purchase value is to be conducted (limited to the case in which the date of the Merger, etc. and the ratio of the Merger, etc. have been decided, and such information has been made public);
- (vi) a Short Selling transaction of Over-the-Counter Traded Securities of which the volume is less than the published trading unit specified by the Authorized Financial Instruments Firms Association which establishes the Over-the-Counter Securities Market;
 - (vii) a transaction for the sale of certain Over-the-Counter Traded Securities to be made in order to equalize the price of Over-the-Counter Traded Securities in an Over-the-Counter Securities Market with the price of said Over-the-Counter Traded Securities in an Over-the-Counter Securities Market established by another Authorized Financial Instruments Firms Association.

(Provision of Information on Short Selling to a Financial Instruments Exchange, etc.)

Article 15-2 (1) When a Member etc. of a Financial Instruments Exchange conducts Short Selling of Designated Securities (meaning Designated Securities as prescribed in Article 26-5, paragraph (1) of the Order; hereinafter the same shall apply in this Article and the following Article) on his/her own account in the Financial Instruments Exchange Market established by said Financial Instruments Exchange, if any of the cases set forth in the following items apply, such Member etc. shall provide his/her Outstanding Short Selling Positions and Other Related Information (meaning the Outstanding Short Selling Positions and Other Related Information prescribed in Article 26-5, paragraph (1), item (i) of the Order; hereinafter the same shall apply in this Article to Article 15-4 inclusive) pertaining to said Designated Securities to the Financial Instruments Exchange on which the Short Selling has been effected by ten o'clock in the morning on the day on which two business days have elapsed from the day specified in the respective items:

- (i) when, as a result of said Short Selling, the Outstanding Short Selling Positions Ratio (meaning the Outstanding Short Selling Positions Ratio prescribed in paragraph (1), item (vii) of the following Article; hereinafter the same shall apply in this Article) of the Designated Securities reaches 0.0025 or more and the Number of Outstanding Short Selling Positions Expressed in Trading Units exceeds 50: the day on which said Short Selling was conducted;
- (ii) when there are any changes in the Outstanding Short Selling Positions Ratio or in the Number of Outstanding Short Selling Positions Expressed in Trading Units prescribed in the preceding item (excluding the case set forth in the preceding item only when the Short Positions Ratio after such change

- is 0.0025 or more and the Number of Outstanding Short Selling Positions Expressed in Trading Units after such change exceeds 50): the day on which such change occurred.
- (2) When a Member, etc. of a Financial Instruments Exchange has conducted Short Selling on the Financial Instruments Exchange Market established by said Financial Instruments Exchange under the entrustment of customers, such Member, etc. shall provide the trade name or name and the address or location of the customer, as well as the Outstanding Short Selling Positions and Other Related Information provided by the customer, to the Financial Instruments Exchange on which the Member, etc. of the Financial Instruments Exchange has conducted the Short Selling, without delay.
 - (3) The person who has accepted brokerage for the entrustment of Short Selling of Designated Securities to be conducted on a Financial Instruments Exchange Market shall provide the trade name or name and the address or location of the applicant for such brokerage for entrustment, as well as the Outstanding Short Selling Positions and Other Related Information provided by said applicant for brokerage for entrustment to the other party of the brokerage for entrustment of the Short Selling, without delay.
 - (4) A person who has applied for the entrustment of or the brokerage for entrustment of Short Selling which is to be conducted in a Financial Instruments Exchange Market shall, if any of the cases set forth in the following items apply, provide the trade name or name and the address or location of said person as well as his/her Outstanding Short Selling Positions and Other Related Information of the Designated Securities for which the Short Selling has been conducted, to the other party to the application for entrustment of or the brokerage for entrustment of Short Selling by ten o'clock in the morning on the day on which two business days of said Financial Instruments Exchange Market have elapsed from the day specified in the respective items:
 - (i) when, as a result of the Short Selling, the Outstanding Short Selling Positions Ratio pertaining to the Designated Securities reaches 0.0025 or more and the Number of Outstanding Short Selling Positions Expressed in Trading Units exceeds 50: the day on which said Short Selling was conducted; or
 - (ii) when there are any changes in the Outstanding Short Selling Positions Ratio or in the Number of Outstanding Short Selling Positions Expressed in Trading Units prescribed in the preceding item (excluding the case set forth in the preceding item, in which the Outstanding Short Selling Positions Ratio after such change is 0.0025 or more and the Number of Outstanding Short Selling Positions Expressed in Trading Units after such change exceeds 50): the day on which such change occurred.

- (5) A Member, etc. of a Financial Instruments Exchange who has provided the Outstanding Short Selling Positions and Other Related Information to said Financial Instruments Exchange pursuant to the provisions of paragraph (1) shall, in cases where there were any changes in the Outstanding Short Selling Positions Ratio or in the Number of Outstanding Short Selling Positions Expressed in Trading Units provided thereby and the Outstanding Short Selling Positions Ratio has ceased to reach 0.0025 or more or the Number of Outstanding Short Selling Positions Expressed in Trading Units has ceased to exceed 50, provide his/her own Outstanding Short Selling Positions and Other Related Information pertaining to the Designated Securities to the Financial Instruments Exchange by ten o'clock in the morning on the day on which two business days of said Financial Instruments Exchange Market have elapsed from the day on which such change occurred.
- (6) A person who has provided the Outstanding Short Selling Positions and Other Related Information pursuant to paragraph (4) to the other party to an application for entrustment of or brokerage for entrustment of Short Selling shall, in cases where there were any changes in the Outstanding Short Selling Positions Ratio or in the Number of Outstanding Short Selling Positions Expressed in Trading Units provided thereby, and where the Outstanding Short Selling Positions Ratio has ceased to reach 0.0025 or more, or the Number of Outstanding Short Selling Positions Expressed in Trading Units has ceased to exceed 50, provide his/her own Outstanding Short Selling Positions and Other Related Information pertaining to the Designated Securities to said other party to the application for entrustment of or brokerage for entrustment of Short Selling by ten o'clock in the morning on the day on which two business days of the Financial Instruments Exchange Market have elapsed from day on which such change occurred.
- (7) The "Number of Outstanding Short Selling Positions Expressed in Trading Units" used in paragraph (1) and the preceding three paragraphs shall be the number obtained by dividing the Number of Outstanding Short Selling Positions prescribed in paragraph (2) of the following Article by the trading unit of the Designated Securities for which the Short Selling has been effected which is specified by the Financial Instruments Exchange (any fraction shall be rounded down).
- (8) In cases where the Outstanding Short Selling Positions Ratio and the Number of Outstanding Short Selling Positions Expressed in Trading Units under paragraph (4) or paragraph (6) are set forth in the following items, they shall be calculated for each of the matters specified in the respective items:
- (i) the Short Selling conducted by a person engaged in Trust Business (meaning Trust Business as prescribed in Article 2, paragraph (1) of the Trust Business Act (Act No. 154 of 2004); the same shall apply hereinafter)

- as the investment of trust property (excluding the investment trust property prescribed in Article 3, item (ii) of the Act on Investment Trust and Investment Corporations; hereinafter the same shall apply in this item and paragraph (1), item (iii), sub-item (a) of the following Article): the respective trust property (in cases of a trust property invested based on instructions of a settlor, the respective settlor);
- (ii) the Short Selling conducted by a person engaged in Investment Management Business (meaning Investment Management Business as prescribed in Article 28, paragraph (4) of the Act; the same shall apply hereinafter) (limited to a person who conducts business pertaining to the acts set forth in Article 2, paragraph (8), item (xii) of the Act) as the investment (including giving instructions therefor; the same shall apply in the following item) of Investment Property (meaning investment property as prescribed in Article 35, paragraph (1), item (xv) of the Act; the same shall apply in the following item and paragraph (1), item (iii), sub-items (b) and (c) of the following Article) on behalf of the counterparty to a Discretionary Investment Contract: the counterparty to the Discretionary Investment Contract;
 - (iii) the Short Selling conducted by a person engaged in Investment Management Business (limited to a person who conducts business pertaining to the acts set forth in Article 2, paragraph (8), item (xiv) of the Act) as the investment of Investment Property made on behalf of the person who holds the right indicated on the Securities prescribed in that item or other rights specified by Cabinet Order: the respective Investment Property; and
 - (iv) in addition to what is set forth in the preceding three items, the Short Selling designated by the Commissioner of the Financial Services Agency: those matters specified by the Commissioner of the Financial Services Agency.
- (9) The provisions of the preceding paragraphs shall apply mutatis mutandis to the sale of Over-the-Counter Trade Securities in the Over-the-Counter Securities Market established by an Authorized Financial Instruments Firms Association.

(Outstanding Short Selling Positions and Other Related Information Provided to a Financial Instruments Exchange, etc.)

Article 15-3 (1) The information specified by Cabinet Office Ordinance as information concerning outstanding short selling positions, prescribed in Article 26-5, paragraph (1), item (i) of the Order, shall be the following information:

- (i) the trade name or name of the person who conducted Short Selling with regard to the Designated Securities (in cases where said person is an individual (limited to an individual whose Outstanding Short Selling

- Positions Ratio prescribed in item (vii) is less than 0.05), a statement to the effect that said person is an individual);
- (ii) the address or location of the person who conducted Short Selling with regard to the Designated Securities (excluding individuals whose Outstanding Short Selling Positions Ratio prescribed in item (vii) is less than 0.05) (in cases where such person is an individual, the name of the prefecture and the name of the municipality or the special ward of said person, and in cases where said person is a Non-Resident (meaning a non-resident as prescribed in Article 6, paragraph (1), item (vi) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949); the same shall apply in the following item and Article 29, paragraph (2)), anything equivalent thereto);
 - (iii) in cases where the Short Selling of the Designated Securities is any of the following types of Short Selling, the matters specified in the respective sub-items:
 - (a) the Short Selling conducted by a person engaged in Trust Business as the investment of trust property: the name of the trust property, and in cases where the trust property is to be invested based on instructions from a settlor, the trade name or the name and address or the location of said settlor (in cases where the settlor is an individual (limited to an individual whose Outstanding Short Selling Positions Ratio prescribed in item (vii) is not less than 0.05), the name of the prefecture and the name of the municipality or the special ward of said settlor (in cases where such individual is a Non-Resident, anything equivalent thereto), and in cases where the settlor is an individual (limited to an individual whose Outstanding Short Selling Positions Ratio prescribed in item (vii) is less than 0.05), a statement to the effect that said person is an individual);
 - (b) the Short Selling conducted by a person engaged in Investment Management Business (limited to a person conducting business pertaining to the acts set forth in Article 2, paragraph (8), item (xii) of the Act) as the investment of Investment Property (including giving instructions therefor; the same shall apply in sub-item (c)) on behalf of the other party in a Discretionary Investment Contract: the trade name or name and the address or location of the counterparty to the Discretionary Investment Contract (in cases where the counterparty to a Discretionary Investment Contract is an individual (limited to an individual whose Outstanding Short Selling Positions Ratio prescribed in item (vii) is not less than 0.05), the name of the prefecture and the name of the municipality or the special ward of said counterparty (in cases where such individual is a Non-Resident, anything equivalent thereto), and if such entrusting person is an individual (limited to an individual whose Outstanding Short Selling Positions Ratio prescribed in item (vii) is less than 0.05), a statement to

- the effect that said person is an individual);
- (c) the Short Selling conducted by a person engaged in Investment Management Business (limited to a person conducting business pertaining to the acts set forth in Article 2, paragraph (8), item (xiv) of the Act) as the investment of Investment Property on behalf of the person who has the right indicated on Securities prescribed in that item or other rights specified by Cabinet Order; the name of the Investment Property; and
- (d) other types of Short Selling designated by the Commissioner of the Financial Services Agency; the matters designated by the Commissioner of the Financial Services Agency.
- (iv) the issue name of the Designated Securities for which Short Selling has been conducted;
- (v) the date on which the calculation of the outstanding ratio prescribed in item (vii) was conducted;
- (vi) the Number of Outstanding Short Selling Positions of the Designated Securities for which the Short Selling was conducted and the Number of Outstanding Short Selling Positions Expressed in Trading Units prescribed in paragraph (7) of the preceding Article; and
- (vii) the Outstanding Short Selling Positions Ratio (meaning the figure obtained by dividing the Number of Outstanding Short Selling Positions set forth in the preceding item by the total number of the issued shares or the number of units in issue of the Designated Securities) (any fraction shall be rounded down to four decimal places) pertaining to the Designated Securities.
- (2) The "Number of Outstanding Short Selling Positions" as used in item (vi) of the preceding paragraph means, among the total number of the Designated Securities for which the Short Selling set forth in the items of Article 26-5, paragraph (1) of the Order has been conducted by a certain day (excluding the total number of the Designated Securities which were traded as a part of the transactions set forth in Article 10 (excluding item (i)), Article 11, Article 14 (excluding item (i)), and Article 15 (excluding item (i))), the number of Designated Securities or of ownership rights of Designated Securities that must be acquired after said certain day.

(Publication of Information on Short Selling by a Financial Instruments Exchange, etc.)

- Article 15-4 (1) A Financial Instruments Exchange shall compile the Outstanding Short Selling Positions and Other Related Information provided by Members, etc. of said Financial Instruments Exchange and publish it without delay.
- (2) The publication prescribed in the preceding paragraph shall be made via the Internet or by other appropriate means for a period of one year from the day on

which the Outstanding Short Selling Positions and Other Related Information was provided.

- (3) The provisions of the preceding two paragraphs shall apply mutatis mutandis to the sale of Over-the-Counter Traded Securities in an Over-the-Counter Securities Market established by an Authorized Financial Instruments Firms Association.

Chapter V Purchase, etc. Conducted by a Company which is an Issuer of Listed or Over-the-Counter Traded Share Certificates

(Subject Transactions, etc.)

Article 16 The matters specified by Cabinet Office Ordinance, prescribed in Article 162-2 of the Act, shall be the matters set forth in the following items:

- (i) the sale and purchase of Listed or Over-the-Counter Traded Share Certificates conducted by a company issuing Listed or Over-the-Counter Traded Share Certificates (hereinafter referred to as the "Issuing Company" in this Chapter) under the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Articles 163 and 165, paragraph (3) of that Act) or the laws and regulations of a foreign state equivalent thereto (limited to cases where the Issuing Company is a foreign company; hereinafter the same shall apply in this Chapter) or the entrustment, etc. thereof;
- (ii) the sale and purchase of Listed or Over-the-Counter Traded Shares conducted by a Trust Company, etc. (meaning a Trust Company, etc. as prescribed in Article 39, paragraph (1), item (i) of the Act; the same shall apply in Article 22) on the account of the Issuing Company based on a trust contract under the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Article 163 and Article 165, paragraph (3) of that Act) or the laws and regulations of a foreign state equivalent to thereto, or the Entrustment, etc. thereof;
- (iii) the sale and purchase of Listed or Over-the-Counter Traded Share Certificates conducted by a Financial Instruments Business Operator based on a Discretionary Investment Contract on behalf of the Issuing Company under the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Article 163 and Article 165, paragraph (3) of that Act) or the laws and regulations of a foreign state equivalent thereto, or the Entrustment, etc. or instruction thereof;
- (iv) the sale and purchase of Listed or Over-the-Counter Traded Share Certificates conducted by a Financial Instruments Business Operator on the

account of an Issuing Company based on a contract (excluding those falling under the category of a Discretionary Investment Contract) in which the Financial Instruments Business Operator obtains consent from an Issuing Company in deciding whether the Listed or Over-the-Counter Traded Share Certificates shall be purchased or sold, the total amount, and either the volume to be traded or the price at which to trade in an individual transaction and may decide the rest thereof, under the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Article 163 and Article 165, paragraph (3) of that Act) or the laws and regulations of a foreign state equivalent thereto, or the Entrustment, etc. thereof; and

- (v) Accepting an Entrustment, etc. (meaning Accepting an Entrustment, etc. as prescribed in Article 44-2, paragraph (1), item (i) of the Act) of the transactions set forth in the preceding items by a Financial Instruments Business Operator.

(Requirements for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates on a Financial Instruments Exchange Market)

Article 17 When an Issuing Company makes a purchase of Listed or Over-the-Counter Traded Shares or makes an Entrustment, etc. thereof (hereinafter collectively referred to as the "Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates" in this Chapter) pursuant to the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Article 163 and Article 165, paragraph (3) of that Act) or the laws and regulations of a foreign state equivalent thereto (excluding the cases prescribed in the following Article) in a Financial Instruments Exchange Market, it must satisfy the following requirements:

- (i) that the Issuing Company shall not make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates from two or more Financial Instrument Business Operators in the same day;
- (ii) that the Issuing Company shall make an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates during a time other than the period from 30 minutes before the time at which the sales and purchases in the trading session on a Financial Instruments Exchange Market established by the Financial Instruments Exchange (limited to a Financial Instruments Exchange in which the established Financial Instruments Exchange Market is that in which the purchase of Listed or Over-the-Counter Traded Shares is to be conducted; hereinafter the same shall apply in this Chapter) as specified in the rules of the Financial Instruments Exchange is to close (referred to as the "Trading Closing Time"

- in Article 23, item (ii), sub-item (a)) until such Trading Closing Time (such a period shall hereinafter be referred to as the "30 Minutes Immediately Before the Close of Trading" in this item and item (ii) of the following Article) (an order of Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates which is to be made during a time other than the 30 Minutes Immediately Before the Close of Trading which promises in advance to purchase Listed or Over-the-Counter Traded Shares during the 30 Minutes Immediately Before the Close of Trading shall be deemed to be an order of Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates during the 30 Minutes Immediately Before the Close of Trading);
- (iii) that the order price for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates shall be any of the following prices:
- (a) an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates to be made by the time of publication of the trading price at the opening of a trading session of a given day on a Financial Instruments Exchange pursuant to the rules specified by the Financial Instruments Exchange shall be made at a limit price which does not exceed the closing trading price of the Listed or Over-the-Counter Traded Share Certificates as of the immediately preceding day which has been published in the Financial Instruments Exchange (including the published closing quotation price as of that day, and in cases where neither the closing trading price nor the closing quotation price as of the immediately preceding day exist, this shall be the closing trading price or the closing quotation price as of the day on which the closing trading price or the closing quotation price for the nearest day prior to said immediately preceding day has been published) (in cases where the order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates is made after going ex-dividend or ex-right, and the price in the Financial Instruments Exchange Market published immediately prior to said order by said Financial Instruments Exchange with regard to the Listed or Over-the-Counter Traded Share Certificates subject to said order is the price before going ex-dividend or ex-right, a price not exceeding the price obtained by deducting the price of dividend or rights from the price in said Financial Instruments Exchange Market published immediately prior to said order by the Financial Instruments Exchange with regard to the Listed or Over-the-Counter Traded Share Certificates subject to said order);
- (b) an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates made after the time of publication of the trading price at the opening of a trading session of a given day on a Financial Instruments Exchange pursuant to the rules specified by the Financial Instruments

Exchange shall not be an order made at a limit price that exceeds the highest price of the trading prices published by the time said order is to be made on such a given day (meaning the trading price pertaining to the Listed or Over-the-Counter Traded Share Certificates at a Financial Instruments Exchange Market published on the Financial Instruments Exchange; hereinafter referred to as the "Published Price" in this item and item (iii) of the following Article), and an order at the limit price that exceeds the latest Published Price (in cases where a quotation price is published as specified by the Financial Instruments Exchange, such a quotation price) is not to be made repeatedly and continuously;

(iv) the total volume of an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates made in one day on a Financial Instruments Exchange Market in which the purchase of Listed or Over-the-Counter Traded Share Certificates is to be made shall not exceed the volume calculated pursuant to any of the following methods:

(a) the number of trading units obtained by multiplying the volume obtained by dividing the trading volume of the Listed or Over-the-Counter Traded Share Certificates on the Financial Instruments Exchange Market during the four weeks prior to the week which includes the day on which the purchase of said Listed or Over-the-Counter Traded Shares is to be conducted (hereinafter referred to as the "Purchase Day" in this item and Article 19, paragraph (1), item (iv)) (excluding the trading volume in Off-Hours Trading (meaning the sale and purchase of Securities made outside the trading session specified in the rules of a Financial Instruments Exchange; hereinafter the same shall apply in this item)) by the number of days on which the market session of the Financial Instruments Exchange Market has been conducted during said four weeks, expressed in Trading Units (meaning the Trading Units of the Listed or Over-the-Counter Traded Shares specified by a Financial Instruments Exchange; hereinafter the same shall apply in this item) (hereinafter referred to as the "Daily Average Number of Trading Units" in this item and item (iv) of the following Article) by 0.25;

(b) the following volumes, according to the category of number of Trading Units obtained by dividing the trading volume of the Listed or Over-the-Counter Traded Share Certificates on the Financial Instruments Exchange Market (excluding the trading volume in Off-Hours Trading) during the six months prior to the month which includes the Purchase Day of the Listed or Over-the-Counter Traded Share Certificates by six, expressed in Trading Units (hereinafter referred to as the "Monthly Average Number of Trading Units" in this item and item (iv), sub-item (b) of the following Article):

1. the issues whose Monthly Average Number of Trading Units is 400 Trading Units or more: 10 Trading Units or the number of Trading Units obtained by multiplying the Daily Average Number of Trading Units by 0.50 (when such number of Trading Units is less than 3, this shall be 3 Trading Units), whichever is smaller;
2. the issues whose Monthly Average Number of Trading Units is 200 or more and less than 400: 5 Trading Units or the number of Trading Units obtained by multiplying the Daily Average Number of Trading Units by 0.50 (when such number of Trading Units is less than 3, this shall be 3 Trading Units) whichever is smaller; and
3. the issues whose Monthly Average Number of Trading Units is fewer than 200 Trading Units: 3 Trading Units.

(Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates of a Market Making Issue on a Financial Instruments Exchange Market)

Article 18 When an Issuing Company makes a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates pertaining to a Market Making Issue (meaning an issue for which a Market Maker quotes bids and offers on a regular and continuous basis and notifies the Financial Instruments Exchange that it shall have the obligation to conduct sales and purchases based on said bids and offers quotes, and which said Financial Instruments Exchange designates; the same shall apply in Article 23, item (ii)) pursuant to the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Article 163 and Article 165, paragraph (3) of that Act) or the laws and regulations of a foreign state equivalent thereto, in a Financial Instruments Exchange Market, it must satisfy the following requirements:

- (i) that the Issuing Company shall not make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates from two or more Financial Instruments Business Operators in the same day;
- (ii) that the Issuing Company shall make an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates during a time other than the 30 Minutes Immediately Before the Close of Trading (an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates which is to be made during a time other than the 30 Minutes Immediately Before the Close of Trading which promises in advance to purchase the Listed or Over-the-Counter Traded Share Certificates during the 30 Minutes Immediately Before the Close of Trading shall be deemed to be an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates during the 30 Minutes Immediately Before the Close of Trading);
- (iii) that an order for the Purchase of the Listed or Over-the-Counter Traded

Share Certificates shall not be made at a limit price that exceeds the highest price of that day's Published Prices which have been published by the time on that day when said order is to be made, and that the Issuing Company shall make the order at the limit price not exceeding the price published by a Financial Instruments Exchange as the lowest ask price published by a Market Maker (hereinafter referred to as the "Lowest Ask Price" in this item) and shall not make an order at the Lowest Ask Price repeatedly and continuously when the Lowest Ask Price has risen immediately after such order;

(iv) that the total volume of an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates made in one day on a Financial Instruments Exchange Market in which the purchase of Listed or Over-the-Counter Traded Share Certificates is to be made shall not exceed the volume calculated pursuant to any of the following methods:

(a) the number of trading units obtained by multiplying the Daily Average Number of Trading Units by 0.25;

(b) the following volumes, according to the category of the Monthly Average Number of Trading Units:

1. the issues whose Monthly Average Number of Trading Units is 400 trading units or more: 10 trading units or the number of trading units obtained by multiplying the Daily Average Number of Trading Units by 0.50 (when such number of trading units is less than 3, this shall be 3 trading units), whichever is smaller;
2. the issues whose Monthly Average Number of Trading Units is 200 or more and less than 400: 5 trading units or the number of trading units obtained by multiplying the Daily Average Number of Trading Units by 0.50, (when such number of trading units is less than 3, this shall be 3 trading units) whichever is smaller; and
3. the issues whose Monthly Average Number of Trading Units is fewer than 200 trading units: 3 trading units.

(Requirements for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates on an Over-the-Counter Securities Market)

Article 19 (1) When an Issuing Company makes a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates pursuant to the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Article 163 and Article 165, paragraph (3) of that Act) or the laws and regulations of a foreign state equivalent thereto (excluding the cases prescribed in the following Article) in an Over-the-Counter Securities Market, it must satisfy the following requirements:

- (i) that the Issuing Company shall not make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates from two or more Financial Instrument Business Operators in the same day;
- (ii) that the Issuing Company shall make an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates during a time other than the period from 30 minutes before the time on which the sales and purchases of Listed or Over-the-Counter Traded Share Certificates through a trading system (hereinafter referred to as the "System Trading" in this Chapter) in an Over-the-Counter Securities Market established by an Authorized Financial Instruments Firms Association (limited to the Authorized Financial Instruments Firms Association which establishes the Over-the-Counter Securities Market in which the purchase of Listed or Over-the-Counter Traded Share Certificates is to be conducted; hereinafter the same shall apply in this Chapter) as specified in the rules of the Authorized Financial Instruments Firms Association is to close (such period shall hereinafter be referred to as the "30 Minutes Immediately Before the Close of Trading" in this item and item (ii) of the following Article) (an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates which is to be made during a time other than the 30 Minutes Immediately Before the Close of Trading which promises in advance to purchase Listed or Over-the-Counter Traded Share Certificates during the 30 Minutes Immediately Before the Close of Trading shall be deemed to be an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates during the 30 Minutes Immediately Before the Close of Trading);
- (iii) that the order price for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates shall be any of the following prices:
 - (a) an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates to be made by the time of publication of the trading price at the opening of a System Trading of a given day in an Authorized Financial Instruments Firms Association pursuant to the rules specified by said Authorized Financial Instruments Firms Association shall be made at a limit price which does not exceed the Closing Trading Price of the Listed or Over-the-Counter Traded Share Certificates as of the immediately preceding day which has been published in the Authorized Financial Instruments Firms Association (including the published Closing Quotation Price as of that day, and in cases where the Closing Trading Price nor Closing Quotation Price exist, this shall be the Closing Trading Price or the Closing Quotation Price as of the day on which the Closing Trading Price or Closing Quotation Price for the nearest day prior to said immediately preceding day has been published) (in cases where the order for the Purchase, etc. of Listed or Over-the-Counter Traded Share

Certificates is to be made after going ex-dividend or ex-right, and the price in the Over-the-Counter Securities Market published immediately prior to said order by said Authorized Financial Instruments Firms Association with regard to the Listed or Over-the-Counter Traded Share Certificates pertaining to said order is the price before going ex-dividend or ex-right, a price not exceeding the price obtained by deducting the price of the dividend or right from the price in said Authorized Financial Instruments Firms Association published immediately prior to said order by said Authorized Financial Instruments Firms Association with regard to the Listed or Over-the-Counter Traded Share Certificates subject to said order);

- (b) an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates made after the time of publication of the trading price at the opening of System Trading of a given day at an Authorized Financial Instruments Firms Association pursuant to the rules specified by said Authorized Financial Instruments Firms Association shall not be an order made at a limit price that exceeds the highest price of the trading prices published by the time on that day that said order is to be made (meaning the trading price on the Over-the-Counter Securities Market published by said Authorized Financial Instruments Firms Association with regard to Listed or Over-the-Counter Traded Securities; hereinafter referred to as the "Published Price" in this item and item (iii) of the following Article), and an order at the limit price exceeding the latest Published Price shall not be made repeatedly and continuously;
- (iv) the total volume of an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates made in one day on the Over-the-Counter Securities Market in which the purchase of Listed or Over-the-Counter Traded Share Certificates is to be made shall not exceed the volume calculated pursuant to any of the following methods:
 - (a) the number of trading units obtained by multiplying the volume obtained by dividing the trading volume of the Listed or Over-the-Counter Traded Share Certificates in the Over-the-Counter Securities Market during the four weeks prior to the week which includes the Purchase Day of said Listed or Over-the-Counter Traded Share Certificates by the number of days on which System Trading in said Over-the-Counter Securities Market has been conducted during said four weeks, expressed in Trading Units (meaning the Trading Units of said Listed or Over-the-Counter Traded Share Certificates specified by an Authorized Financial Instruments Firms Association; hereinafter the same shall apply in this item) (hereinafter referred to as the "Daily Average Number of Trading Units" in this item and item (iv) of the following Article) by 0.25;

(b) the following volumes, according to the category of number of Trading Units obtained by dividing the trading volume of the Listed or Over-the-Counter Traded Share Certificates in the Over-the-Counter Securities Market during the six months prior to the month which includes the Purchase Day of said Listed or Over-the-Counter Traded Share Certificates by six, expressed in Trading Units (hereinafter referred to as the "Monthly Average Number of Trading Units" in this item and item (iv), sub-item (b) of the following Article):

1. the issues whose Monthly Average Number of Trading Units is 400 Trading Units or more: 10 Trading Units or the number of Trading Units obtained by multiplying the Daily Average Number of Trading Units by 0.50 (when such number of Trading Units is less than 3, this shall be 3 Trading Units), whichever is smaller;
 2. the issues whose Monthly Average Number of Trading Units is 200 or more and less than 400: 5 Trading Units or the number of Trading Units obtained by the Daily Average Number of Trading Units by 0.50 (when such number of Trading Units is less than 3, this shall be 3 Trading Units), whichever is smaller; and
 3. the issues whose Monthly Average Number of Trading Units is fewer than 200 Trading Units: 3 Trading Units.
- (2) The "Closing Trading Price" as used in item (iii) of the preceding paragraph and Article 23, item (iii) means the trading price as of the time immediately prior to the time at which System Trading of the Listed or Over-the-Counter Traded Share Certificates is to close and the "Closing Quotation Price" means the average price between the lowest ask price and the highest bid price as of the time immediately prior to the time at which System Trading of the Listed or Over-the-Counter Traded Share Certificates is to close (if such a price includes a fraction less than one yen, such fraction shall be rounded up to the nearest whole yen).

(Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates of an Over-the-Counter Market Making Issue on an Over-the-Counter Securities Market)

Article 20 When an Issuing Company makes a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates pertaining to an Over-the-Counter Market Making Issue (meaning the issue for which an Over-the-Counter Market Maker quotes bids and offers on a regular and continuous basis and notifies the Authorized Financial Instruments Firms Association that it shall have the obligation to conduct sales and purchases based on said bids and offers quotes and which the Authorized Financial Instruments Firms Association designates; the same shall apply in Article 23, item (iv)) pursuant

to the provisions of Article 156 (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Article 163 and Article 165, paragraph (3) of that Act) or the laws and regulations of a foreign state equivalent thereto, on the Over-the-Counter Securities Market, it must satisfy the following requirements:

- (i) that the Issuing Company shall not make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates from two or more Financial Instrument Business Operators in the same day;
- (ii) that the Issuing Company shall make an order for the Purchase, etc. of the Listed or Over-the-Counter Traded Share Certificates during a time other than the 30 Minutes Immediately Before the Close of Trading (an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates which is to be made during a time other than the 30 Minutes Immediately Before the Close of Trading which promises in advance to purchase Listed or Over-the-Counter Traded Share Certificates during the 30 Minutes Immediately Before the Close of Trading shall be deemed to be an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates during the 30 Minutes Immediately Before the Close of Trading);
- (iii) that an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates shall not be made at a limit price that exceeds the highest price of that day's Published Prices which have been published by the time on that day when said order is to be made, and that the Issuing Company shall make the order at the limit price not exceeding the price published by an Authorized Financial Instruments Firms Association as the lowest ask price published by an Over-the-Counter Market Maker (hereinafter referred to as the "Lowest Ask Price" in this item) and shall not make an order at said Lowest Ask Price repeatedly and continuously when the Lowest Ask Price has risen immediately after said order;
- (iv) that the total volume of an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates made in one day on an Over-the-Counter Securities Market in which the purchase of Listed or Over-the-Counter Traded Share Certificates is to be made shall not exceed the volume calculated pursuant to any of the following methods:
 - (a) the number of trading units obtained by multiplying the Daily Average Number of Trading Units by 0.25;
 - (b) the following volumes according to the category of the Monthly Average Number of Trading Units:
 - 1. the issues whose Monthly Average Number of Trading Units is 400 trading units or more: 10 trading units or the number of trading units obtained by multiplying the Daily Average Number of Trading Units by 0.50 (when such number of trading units is less than 3, this shall be

- 3 trading units), whichever is smaller;
2. the issues whose Monthly Average Number of Trading Units is 200 trading units or more and less than 400 trading units: 5 trading units or the number of trading units obtained by multiplying the Daily Average Number of Trading Units by 0.50 (when such number of trading units is less than 3, this shall be 3 trading units), whichever is smaller; and
 3. the issues whose Monthly Average Number of Trading Units is fewer than 200 trading units: 3 trading units.

(Entrustment, etc. of Purchase by a Person Other Than an Issuing Company)

Article 21 When a person who makes a purchase of Listed or Over-the-Counter Traded Share Certificates set forth in Article 16, item (ii) to item (iv) inclusive or the Entrustment, etc. thereof, or gives the instructions therefor makes such purchase or Entrustment, etc. thereof, or gives the instructions therefor, such person must satisfy the requirements set forth in the items of Article 17, the items of Article 18, the items of Article 19, paragraph (1), and the items of the preceding Article.

(Name of the Purchaser of Listed or Over-the-Counter Traded Share Certificates)

Article 22 When an Issuing Company makes a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates pursuant to the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Article 163 and Article 165, paragraph (3) of that Act) or the laws and regulations of a foreign state equivalent thereto, it shall make such Purchase, etc. in its own name (when a Trust Company, etc. conducts such a Purchase, etc. based on a trust contract and on the account of the Issuing Company, by making a clarification to the effect that the Trust Company, etc. will make said Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates on the account of the Issuing Company).

(Method Found to be Appropriate for Securing Fairness in Sales and Purchases)

Article 23 When an Issuing Company makes a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by any of the following methods pursuant to the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Article 163 and Article 165, paragraph (3) of that Act) or the laws and regulations of a foreign state equivalent thereto, the provisions of Article 17 to

Article 20 inclusive shall not apply:

- (i) among the methods of Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates on a Financial Instruments Exchange Market (excluding the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates prescribed in the following item), a method found to be appropriate by said Financial Instruments Exchange as satisfying the following requirements:
 - (a) that the Issuing Company shall make an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates at a limit price not exceeding the closing trading price of the Listed or Over-the-Counter Traded Share Certificates as of the immediately preceding day which has been published in the Financial Instruments Exchange (including the published closing quotation price as of that day, and in cases where neither the closing trading price nor closing quotation price exist, this shall be the closing trading price or the closing quotation price as of the day on which the closing trading price or closing quotation price for the nearest day prior to said immediately preceding day has been published) (in cases where an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates is to be made after going ex-dividend or ex-right, and the price on the Financial Instruments Exchange Market published immediately prior to said order by the Financial Instruments Exchange with regard to the Listed or Over-the-Counter Traded Share Certificates subject to said order is the price before going ex-dividend or ex-right, a price not exceeding the price obtained by deducting the amount of dividends or rights from the price on the Financial Instruments Exchange Market published immediately prior to said order by said Financial Instruments Exchange with regard to the Listed or Over-the-Counter Traded Share Certificates subject to said order);
 - (b) that the Issuing Company shall make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates after having published in advance to the effect that said Purchase, etc. shall be made, the method, the price of purchase, and the volume of share certificates to be purchased, and any other matters that would serve as reference information for investors;
 - (c) that the Issuing Company shall make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a method which ensures fairness among shareholders; and
 - (d) that in cases where the Issuing Company makes a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a given method, it shall not make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a method other than said method on the day on which the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates is to be made (if the volume of purchased share certificates is less than the

volume of share certificates planned to be purchased as publicized in advance, the Issuing Company may make said Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates not by said method within the scope of the shortage volume of share certificates).

(ii) among the methods of Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates pertaining to a Market Making Issue on the Financial Instruments Exchange Market, a method which is found to be appropriate by said Financial Instruments Exchange as satisfying the following requirements;

(a) that the Issuing Company shall make an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates at a limit price not exceeding the price obtained by averaging the latest lowest ask price and highest bid price at the Trading Closing Time publicized by the Financial Instruments Exchange (if such price includes a fraction, such a fraction shall be rounded up to the nearest whole yen);

(b) that the Issuing Company shall make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates after having publicized in advance to the effect that such Purchase, etc. shall be made, the respective method, the price of purchase, and the volume of share certificates to be purchased, and any other matters that would serve as reference information for investors;

(c) that the Issuing Company shall make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a method which ensures fairness among shareholders; and

(d) that in cases where the Issuing Company makes a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a given method, it shall not make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a method other than said method on the day on which the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates is to be made (if the volume of purchased share certificates is less than the volume of share certificates planned to be purchased as publicized in advance, the Issuing Company may make said Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates not by said method within the shortage volume of share certificates).

(iii) among the methods of Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates in an Over-the-Counter Securities Market (excluding the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates prescribed in the following item), a method which is found to be appropriate by an Authorized Financial Instruments Firms Association as satisfying the following requirements:

(a) that the Issuing Company shall make an order for the Purchase, etc. of

Listed or Over-the-Counter Traded Share Certificates at a limit price not exceeding the closing trading price of the Listed or Over-the-Counter Traded Share Certificates as of the immediately preceding day which has been published in the Authorized Financial Instruments Firms Association (including the published Closing Quotation Price as of that day, and in cases where neither the closing trading price nor the Closing Quotation Price exist, this shall be the closing trading price or the Closing Quotation Price as of the day on which the closing trading price and Closing Quotation Price for the nearest day prior to said immediately preceding has been published) (in cases where the order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates is to be made after going ex-dividend or ex-right, and the price on the Over-the-Counter Securities Market published immediately prior to said order by the Authorized Financial Instruments Firms Association with regard to the Listed or Over-the-Counter Traded Share Certificates subject to said order is the price before going ex-dividend or ex-right, a price not exceeding the price obtained by deducting the price of dividends or rights from the price on said Authorized Financial Instruments Firms Association published immediately prior to said order by said Authorized Financial Instruments Firms Association with regard to the Listed or Over-the-Counter Traded Share Certificates subject to said order);

- (b) that the Issuing Company shall make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates after having publicized in advance to the effect that such Purchase, etc. shall be made, the respective method, the price of purchase, and the volume of share certificates to be purchased, and any other matters that would serve as reference information for investors;
- (c) that the Issuing Company shall make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a method which ensures fairness among shareholders; and
- (d) that in cases where the Issuing Company makes a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a given method, said Issuing Company shall not make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a method other than said method on the day on which said Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates is to be made (if the volume of purchased share certificates is less than the volume of share certificates planned to be purchased as publicized in advance, the Issuing Company may make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates not by said method within the scope of the shortage volume of share certificates).

(iv) among the methods of Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates pertaining to an Over-the-Counter Market Making Issue on an Over-the-Counter Securities Market, a method which is found to be appropriate by the Authorized Financial Instruments Firms Association as satisfying the following requirements:

- (a) that the Issuing Company shall make an order for the Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates at a limit price not exceeding the price obtained by averaging the lowest ask price and the highest bid price at the time which is immediately prior to the time at which the System Trading of the Listed or Over-the-Counter Traded Share Certificates is to close as publicized by an Authorized Financial Instruments Firms Association (if such price includes a fraction, such a fraction shall be rounded up to the nearest whole yen);
- (b) that the Issuing Company shall make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates after having publicized in advance to the effect that such Purchase, etc. shall be made, the respective method, the price of purchase, and the volume of share certificates to be purchased, and any other matters that would serve as reference information for investors;
- (c) that the Issuing Company shall make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a method which ensures fairness among shareholders; and
- (d) that in cases where the Issuing Company makes a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a given method, said Issuing Company shall not make a Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates by a method other than said method on the day on which said Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates is to be made (if the volume of purchased share certificates is less than the volume of share certificates planned to be purchased as publicized in advance, the Issuing Company may make said Purchase, etc. of Listed or Over-the-Counter Traded Share Certificates not by said method within the scope of the shortage volume of share certificates).

Chapter VI Sales and Purchases Conducted by Officers and Major Shareholders of a Listed Company, etc.

(Voting Rights Excluded from the Voting Rights Acquired or Held, in Consideration of the Manner of Acquisition or Holding thereof or Other Circumstances)

Article 24 The voting rights specified by Cabinet Office Ordinance in

consideration of the manner of acquisition or holding thereof or other circumstances, prescribed in Article 163, paragraph (1) of the Act, shall be the voting rights pertaining to the following shares:

- (i) the shares held as a trust property by a person engaged in Trust Business;
- (ii) the shares acquired by a person engaged in Securities-Related Business (meaning Securities-Related Business as prescribed in Article 28, paragraph (8) of the Act) through the business of Underwriting of Securities (meaning the Underwriting of Securities as prescribed in Article 2, paragraph (8), item (vi) of the Act) or Secondary Distribution of Securities, or Solicitation for Selling, etc. Only for Professional Investors; and
- (iii) the shares held by a person engaged in the business prescribed in Article 156-24, paragraph (1) of the Act as his/her business.

(Exempted Securities)

Article 25 The Securities specified by Cabinet Office Ordinance, prescribed in Article 27 of the Order, shall be those which have the nature of the Securities set forth in Article 2, paragraph (1), item (v) or (xv) of the Act (excluding the Specified Promissory Note prescribed in Article 2, item (x) of the Act on the Securitization of Assets (Act No. 105 of 1998)) that satisfy all of the following requirements:

- (i) that there exists monetary claim or other assets to be assigned (including the acquisition) directly or indirectly from the owner to a juridical person established or operated for the purpose of the issuance of Securities (referred to as the "Special Purpose Juridical Person" in the following item) (such monetary claim or assets shall collectively referred to as the "Assigned Assets" in the following item);
- (ii) that a Special Purpose Juridical Person shall issue said Securities (including those issued for refinancing of said Securities), and use the money obtained through the management, investment, or disposal of the Assigned Assets for the performance of obligations arising from said Securities.

(Transactions Equivalent to the Purchase of Specified Securities, etc.)

Article 26 The transactions specified by Cabinet Office Ordinance, prescribed in Article 27-5, item (iv) of the Order, shall be those specified in the following items according to the category of transactions set forth in the respective items:

- (i) the transactions set forth in Article 2, paragraph (21), item (ii) of the Act concerning Specified Securities, etc.: the transactions in which the person is the party to receive money when the Actual Figure exceeds the Agreed Figure (if said Specified Securities, etc. are Seller Related Securities, the party to pay money; hereinafter the same shall apply in this Article and the

- following Article);
- (ii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (ii) of that paragraph (including the transactions equivalent thereto specified by a Financial Instruments Exchange; hereinafter the same shall apply in this item) concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options equivalent thereto specified by a Financial Instruments Exchange) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options (in cases where the Specified Securities, etc. are Seller Related Securities, the party to receive money; hereinafter the same shall apply in this Article and following Articles), or Options equivalent thereto specified by a Financial Instruments Exchange);
 - (iii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the sale and purchase of Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of Specified Securities, etc. related to said Options (in cases where the Specified Securities, etc. are Seller Related Securities, the position as a seller; hereinafter the same shall apply in this Article, the following Article and Article 35)) and the granting of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of the Specified Securities, etc. related to said Options (in cases where the Specified Securities, etc. are Seller Related Securities, the position as a buyer; hereinafter the same shall apply in this Article, the following Article and Article 35));
 - (iv) the transactions set forth in Article 2, paragraph (21), item (iv) of the Act concerning Specified Securities, etc.: the transactions in which the person is the party to receive money when the price of the Specified Securities, etc. rises compared to the price at the time of entering into the agreement for the transaction, or in which the person is the party to pay money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction;
 - (v) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (iv) of that paragraph concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money

- when the price of the Specified Securities, etc. rises compared to the price at the time of entering into the agreement for the transaction or wherein the person is the party to pay money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transactions set forth in item (iv) of that paragraph that are related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the price of the Specified Securities, etc. rises compared to the one at the time of entering into the agreement for the transaction, or wherein the person is the party to receive money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transactions set forth in item (iv) of that paragraph that are related to said Options);
- (vi) the transactions set forth in Article 2, paragraph (21), item (v) of the Act concerning Specified Securities, etc.: the transactions in which the person is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur;
 - (vii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (v) of that paragraph concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, in the transactions set forth in that item that are related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, in the transactions set forth in item (v) of that paragraph that are related to said Options);
 - (viii) Foreign Market Derivatives Transactions concerning Specified Securities, etc.: anything similar to the transactions specified in the preceding items according to the category of transactions set forth in the respective items;
 - (ix) the transactions set forth in Article 2, paragraph (22), item (ii) of the Act concerning Specified Securities, etc.: a transaction in which a person is the party to receive money when the Actual Figure exceeds the Agreed Figure, or any other transactions similar thereto;
 - (x) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (ii) of that paragraph concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money in the transactions set forth in item (ii) of that paragraph that are related to said Options when the Actual Figure exceeds the Agreed Figure) and the

- granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money in the transactions set forth in item (ii) of that paragraph that are related to said Options when the Actual Figure exceeds the Agreed Figure);
- (xi) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the sale and purchase of Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of the Specified Securities, etc. that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of the Specified Securities, etc. that are related to said Options, or Options similar thereto);
- (xii) the transactions set forth in Article 2, paragraph (22), item (iv) of the Act concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the actual price of the Specified Securities, etc. at the actual time of the exercise of the Options exceeds the figure agreed in advance as the price of the Specified Securities, etc. in cases of the exercise of the Options in the transactions that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the actual price of the Specified Securities, etc. at the actual time of the exercise of the Options exceeds the figure agreed upon in advance as the price of the Specified Securities, etc. in cases of the exercise of the Options in the transactions that are related to said Options, or Options similar thereto);
- (xiii) the transactions set forth in Article 2, paragraph (22), item (v) of the Act concerning Specified Securities, etc.: the transactions wherein the person is the party to receive money when the price of the Specified Securities, etc. rises compared to the price at the time of entering into the agreement for a transaction, or the party to pay money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction, or any other transactions similar thereto;
- (xiv) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (v) of that paragraph concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the price of the Specified Securities, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to pay money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction, in

- the transactions set forth in item (v) of that paragraph that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the price of the Specified Securities, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to receive money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transactions set forth in item (v) of that paragraph that are related to said Options, or Options similar thereto);
- (xv) the transactions set forth in Article 2, paragraph (22), item (vi) of the Act concerning Specified Securities, etc.: the transactions in which the person is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, or any other transactions similar thereto; and
- (xvi) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (vi) of that paragraph concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, in the transactions set forth in item (vi) of that paragraph that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, in the transactions set forth in item (vi) of that paragraph that are related to said Options, or Options similar thereto).

(Transactions Equivalent to the Sale of Specified Securities, etc.)

Article 27 The transactions specified by Cabinet Office Ordinance, prescribed in Article 27-6, item (iv) of the Order, shall be those specified in the following items according to the category of transactions set forth in the respective items:

- (i) the transactions set forth in Article 2, paragraph (21), item (ii) of the Act concerning Specified Securities, etc.: the transactions in which the person is the party to pay money when the Actual Figure exceeds the Agreed Figure;
- (ii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (ii) of that paragraph concerning Specified Securities, etc. (including the transactions equivalent thereto specified by a Financial Instruments Exchange; hereinafter the same shall apply in this item): the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the Actual

- Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options equivalent thereto specified by a Financial Instruments Exchange) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options equivalent thereto specified by a Financial Instruments Exchange);
- (iii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the sale and purchase of Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of the Specified Securities, etc. related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of the Specified Securities, etc. related to said Options);
 - (iv) the transactions set forth in Article 2, paragraph (21), item (iv) of the Act concerning Specified Securities, etc.: the transactions in which the person is the party to pay money when the price of the Specified Securities, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to receive money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction;
 - (v) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (iv) of that paragraph concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the price of the Specified Securities, etc. rises compared to the price at the time of entering in to the agreement for the transaction, or the party to receive money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transactions set forth in item (iv) of that paragraph that are related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the price of the Specified Securities, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to pay money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transactions set forth in item (iv) of that paragraph that are related to said Options);
 - (vi) the transactions set forth in Article 2, paragraph (21), item (v) of the Act

- concerning Specified Securities, etc.: the transactions in which the person is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur;
- (vii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (v) of that paragraph concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, in the transactions set forth in item (v) of that paragraph that are related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, in the transactions set forth in item (v) of that paragraph that are related to said Options);
- (viii) Foreign Market Derivatives Transactions concerning Specified Securities, etc.: anything similar to the transactions specified in the preceding items according to the category of transactions set forth in the respective items;
- (ix) the transactions set forth in Article 2, paragraph (22), item (ii) of the Act concerning Specified Securities, etc.: the transactions in which the person is the party to pay money when the Actual Figure exceeds the Agreed Figure or any other transactions similar thereto;
- (x) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (ii) of that paragraph concerning Specified Securities, etc.: acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options similar thereto);
- (xi) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the sale and purchase of Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of the Specified Securities, etc. related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of the Specified Securities, etc. related to said Options, or Options similar thereto);
- (xii) the transactions set forth in Article 2, paragraph (22), item (iv) of the Act

- concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the actual price of the Specified Securities, etc. at the actual time of the exercise of the Options exceeds the figure agreed upon in advance as the price of the Specified Securities, etc. in cases of the exercise of the Options in the transactions that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the actual price of said Specified Securities, etc. at the actual time of the exercise of the Options exceeds the figure agreed upon in advance as the price of the Specified Securities, etc. in cases of the exercise of the Options, in the transactions that are related to said Options, or Options similar thereto);
- (xiii) the transactions set forth in Article 2, paragraph (22), item (v) of the Act concerning Specified Securities, etc.: the transactions in which the person is the party to pay money when the price of the Specified Securities, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to receive money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction, or any other transactions similar thereto;
- (xiv) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (v) of that paragraph concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the price of the Specified Securities, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to receive money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transactions set forth in item (v) of that paragraph that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the price of the Specified Securities, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to pay money when the price of the Specified Securities, etc. falls compared to the price at the time of entering into the agreement for the transaction in the transactions set forth in item (v) of that paragraph that are related to said Options, or Options similar thereto);
- (xv) the transactions set forth in Article 2, paragraph (22), item (vi) of the Act concerning Specified Securities, etc.: the transactions in which the person is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, or any other transactions similar thereto; and

(xvi) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (vi) of that paragraph concerning Specified Securities, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, in the transactions set forth in that item that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, in the transactions set forth in that item that are related to said Options, or Options similar thereto).

(Cases Included in Purchases or Sales of Specified Securities, etc. by Officers and Major Shareholders)

Article 28 The cases specified by Cabinet Office Ordinance, prescribed in the main clause of Article 163, paragraph (1) of the Act, shall be the cases where the trustee of a trust of which the beneficiary is an officer or a Major Shareholder (meaning a Major Shareholder as prescribed in that paragraph; hereinafter the same shall apply in this Chapter) of a Listed Company, etc. and the manner of investment thereof is specified, makes a Purchase, etc. (meaning a Purchase, etc. prescribed in that paragraph; hereinafter the same shall apply in this Chapter) or Sale, etc. (meaning Sales, etc. prescribed in that paragraph; hereinafter the same shall apply in this Chapter) of Specified Securities, etc. of the Listed Company, etc. based on instructions from the officer or Major Shareholder of the Listed Company, etc.

(Matters to Be Stated in the Report on Sales and Purchases and the Office to Which it Shall Be Submitted)

Article 29 (1) The officer or Major Shareholder of the Listed Company, etc. who is to submit the report pursuant to Article 163, paragraph (1) of the Act shall prepare such report using appended form 3.

(2) With regard to the report under the preceding paragraph, in cases where the person who submits the report is a Resident (meaning a Resident as prescribed in the first sentence of Article 6, paragraph (1), item (v) of the Foreign Exchange and Foreign Trade Act), said report shall be submitted to the Director-General of the Local Finance Bureau who has jurisdiction over the location of the head office or the principal office of such person (in cases of an individual, the address or residence) (in cases where said location is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Director-General of the Fukuoka Local Finance Branch Bureau) and in cases

where such person is a Non-Resident, to the Director General of the Kanto Finance Bureau.

- (3) Notwithstanding the provisions of the preceding paragraph, in the case of submitting the report under paragraph (1) via a Financial Instruments Business Operator, etc. pursuant to the provisions of Article 163, paragraph (2) of the Act, such report shall be submitted to the Director-General of the Local Finance Bureau who has jurisdiction over the location of the head office of the Financial Instruments Business Operator, etc. (with regard to a Financial Instruments Business Operator, etc. who is a foreign juridical person, the principal business office or office in Japan) (in cases where the location is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Director-General of the Fukuoka Local Finance Branch Bureau) and in cases where submitting the report via an Authorized Transaction-at-Exchange Operator (meaning an Authorized Transaction-at-Exchange Operator as prescribed in Article 60-4, paragraph (1) of the Act; the same shall apply in Article 41, paragraph (3)), to the Director General of the Kanto Finance Bureau.

(Cases Where Submission of a Report May Be Omitted)

Article 30 (1) The cases specified by Cabinet Office Ordinance, prescribed in the proviso to Article 163, paragraph (1) of the Act, shall be the following cases:

- (i) the case where the purchase or sale of share certificates pertaining to shares of a number less than one unit of shares as prescribed in Article 188, paragraph (1) of the Companies Act is conducted;
- (ii) the case where an officer or employee of the Listed Company, etc. (including an officer or employee of another company over which said Listed Company has control directly or indirectly; hereinafter the same shall apply in this item and the following item) jointly with other officer(s) or employee(s) of said Listed Company, etc. has made a purchase of share certificates of said Listed Company, etc. (in cases where said Listed Company, etc. purchases share certificates other than those which such Listed Company, etc. has purchased pursuant to the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Articles 165, paragraph (3) of that Act), it shall be limited to the cases where such purchase is made by Entrustment, etc. to a Financial Instruments Business Operator, etc.) and such purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each officer or employee is to contribute less than one million yen per occasion; the same shall apply in the following item);
- (iii) the case where an officer or employee of a Listed Company, etc. concludes a trust contract with a person engaged in Trust Business for the purpose of

- investing trust property in share certificates of said Listed Company, etc. and said person engaged in Trust Business has made a purchase of share certificates of said Listed Company, etc. based on the instructions from said officer or employee, and such purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases in which the trust property for which the settlor is said officer or employee and the trust property for which the settlor is another officer or employee of said Listed Company are jointly invested);
- (iv) the case where an employee of an Associated Company of a Listed Company, etc. jointly with another employee of said Associated Company has made a purchase of share certificates of said Listed Company, etc. by Entrustment, etc. to a Financial Instruments Business Operator (excluding the cases set forth in item (ii)) and such purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each employee is to contribute less than one million yen per occasion; the same shall apply in the following item);
- (v) the case where an employee of an Associated Company of a Listed Company, etc. concludes a trust contract with a person engaged in Trust Business for the purpose of investing trust property in share certificates of said Listed Company, etc., and said person engaged in Trust Business has made a purchase of share certificates of said Listed Company, etc. based on instructions from said employee (excluding the cases listed in item (iii)), and such purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases in which the trust property for which the settlor is said employee and the trust property for which the settlor is another employee of said Associated Company are jointly invested);
- (vi) the case where a Person Who Has a Transaction Relationship with a Listed Company, etc. (meaning the person who has a transaction relationship with the Listed Company, etc. as designated by the Listed Company, etc.; hereinafter the same shall apply in this item) jointly with another Person Who Has a Transaction Relationship with said Listed Company, etc. has made a purchase of share certificates of said Listed Company, etc. by Entrustment, etc. to a Financial Instruments Business Operator, and such purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each Person Who Has a Transaction Relationship is to contribute less than one million yen per occasion);
- (vii) the case in which a purchase of share certificates of a Listed Company, etc.

- (including Preferred Equity Investment Certificates; the same shall apply in item (xiv)) has been made by Entrustment, etc. to a Financial Instruments Business Operator pursuant to a Contract for Cumulative Investment, and such purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where the amount to be paid in for one issue by each customer is to be less than one million yen per month);
- (viii) the case where the transactions set forth in Article 2, paragraph (21), item (i) of the Act concerning an aggregate of two or more share certificates of different issues conducted in a Financial Instruments Exchange are conducted;
- (ix) the case where the sale and purchase of Specified Securities as specified by Cabinet Order, prescribed in Article 159, paragraph (3) of the Act, is conducted;
- (x) the case where an officer or Major Shareholder of a Listed Company, etc. makes a sale and purchase on condition of repurchase for which the repurchase price is set in advance pertaining to the Specified Securities, etc. issued by said Listed Company, etc., which falls under the category of any of the following Securities (limited to those conducted by the officer or Major Shareholder solely for his/her own fund procurement):
- (a) the Securities set forth in Article 2, paragraph (1), item (v) of the Act (excluding corporate bond certificates with share options);
- (b) the Securities set forth in Article 2, paragraph (1), item (xvii) of the Act which have the nature of the Securities prescribed in sub-item (a).
- (xi) the case where the share options for subscription prescribed in Article 238, paragraph (1) of the Companies Act are acquired;
- (xii) the case where a person who holds share options has made purchase of share certificates by exercising said share options;
- (xiii) the case where the transactions set forth in Article 2, paragraph (21), item (iv) or Article 2, paragraph (22), item (v) of the Act concerning Specified Securities, etc. are conducted;
- (xiv) the case where the Banks' Shareholdings Purchase Corporation has made a purchase of share certificates of a Listed Company, etc. (limited to those which fall under the category of a special share purchase prescribed in Article 38, paragraph (2) of the Act on Limits for Share, etc. Holdings by Banks and Other Financial Institutions (Act No. 131 of 2001) (including the purchase of share certificates under the provisions of Article 38-2, paragraph (1) of that Act)) or a sale of the share certificates which it has purchased (including the cases where the person to whom the Banks' Shareholdings Purchase Corporation entrusts part of its business pursuant to the provisions of Article 35 of that Act makes a purchase or sale of share certificates of a

- Listed Company, etc. under such entrustment).
- (2) The other company over which the Listed Company, etc. has control directly or indirectly as prescribed in item (ii) of the preceding paragraph means a company which falls under any of the following items:
- (i) where a Listed Company, etc. holds voting rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. (meaning the Voting Rights Held by All the Shareholders, etc. as prescribed in Article 29-4, paragraph (2) of the Act; the same shall apply hereinafter) of another company, such other company; and
 - (ii) where the company under the preceding item holds voting rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. of another company, such other company.
- (3) The Associated Company prescribed in paragraph (1), items (iv) and (v) means a company which falls under any of the following items (excluding Listed Companies, etc.):
- (i) where a Listed Company, etc. holds voting rights of not less than 25 percent of the Voting Rights Held by All the Shareholders, etc. of another company, such other company;
 - (ii) where the net sales of another company to a Listed Company, etc. in the previous business year were not less than 50 percent of the total amount of net sales of said other company, such other company; and
 - (iii) where the purchases of another company from a Listed Company, etc. in the previous business year were not less than 50 percent of the total amount of purchases of the other company, such other company.
- (4) The provision of Article 4-4, paragraph (3) of the Order shall apply mutatis mutandis to voting rights held by a Listed Company, etc. under the items of paragraph (2) and item (i) of the preceding paragraph, or those held by another company set forth in paragraph (2), item (i).

(Office to which Applications Are to Be Submitted)

Article 31 An officer or Major Shareholder of a Listed Company, etc. who intends to file the application under Article 164, paragraph (5) of the Act, shall submit a written application to the Director General of the Kanto Finance Bureau.

(Public Inspection of the Copy of a Document Relating to Profit)

Article 32 A copy of the Document Relating to Profit prescribed in Article 164, paragraph (7) of the Act shall be kept at the Kanto Finance Bureau and made available for public inspection.

(Exemptions to the Restitution of Profits Arising from Sales and Purchases Conducted in a Short Term)

Article 33 The cases specified by Cabinet Office Ordinance, prescribed in Article 164, paragraph (8) of the Act, shall be the cases set forth in the items of Article 30, paragraph (1).

(Profit Calculation Method)

Article 34 (1) The method to be used for calculating the profits specified by Cabinet Office Ordinance, prescribed in Article 164, paragraph (9) of the Act, shall be the method by which the amount exceeding the amount equivalent to the fee for Matched Trading Volume from within the amount obtained by deducting the amount set forth in item (ii) from the amount set forth in item (i) based on the statement in the reports under Article 163, paragraph (1) of the Act, shall be the amount of profit (limited to cases where it is found that an officer or Major Shareholder of a Listed Company, etc. has made Sales, etc. of Specified Securities, etc. of the Listed Company, etc. within six months after having made Purchases, etc. of them, or has made Purchases, etc. of Specified Securities, etc. of the Listed Company, etc. within six months after having made Sales, etc. of them):

- (i) the Value of Sales, etc. (limited to the amount pertaining to the Matched Trading Volume) of Specified Securities, etc.; and
 - (ii) the Value of Purchases, etc. (limited to the amount pertaining to the Matched Trading Volume) of Specified Securities, etc.
- (2) With regard to the calculation prescribed in the preceding paragraph, if it is found that two or more Sales, etc. or Purchases, etc. have been made, such two or more Sales, etc. or Purchases, etc. shall be allocated as the Sales, etc. of the Specified Securities, etc. under item (i) of that paragraph or the Purchases, etc. of the Specified Securities, etc. under item (ii) of that paragraph, in order starting from the earliest of such Sales, etc. or Purchases, etc. until the volume reaches the Matched Trading Volume (limited to the cases where said Sales, etc. have been made within six months after said Purchases, etc. were made, or where said Purchases, etc. have been made within six months after said Sales, etc. were made). In this case, if two or more Sales, etc. or Purchases, etc. have been made on the same day, the Purchases, etc. shall be deemed to have been made in the order from the lowest unit price, and the Sales, etc. shall be deemed to have been made in order from the highest unit price.
- (3) With regard to the application of the preceding paragraph, Purchases, etc. or Sales, etc. exceeding the Matched Trading Volume shall be deemed to be different Purchases, etc. or Sales, etc. from the aforementioned Purchases, etc. or Sales, etc., and shall further be subject to the profit calculation (limited to the cases where the Sales, etc. have been made within six months after the Purchases, etc. were made, or where the Purchases, etc. have been made within six months after the Sales, etc. were made).

- (4) The "Matched Trading Volume" as used in the preceding three paragraphs means the volume of Sales, etc. of the Specified Securities, etc. or the volume of Purchases, etc. of the Specified Securities, etc., whichever is smaller.
- (5) The "Value" as used in paragraph (1) means the amount obtained by multiplying the price for Sale, etc. of Specified Securities, etc. or the price for Purchases, etc. of Specified Securities, etc. by the respective volumes.

(Transactions Equivalent to Specified Transactions)

Article 35 The transactions specified by Cabinet Office Ordinance, prescribed in Article 27-7, item (ii) of the Order, shall be the acquisition of Options (limited to Options wherein the person who exercises acquires the position as a seller in the sale and purchase of the Specified Securities, etc. related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of the Specified Securities, etc. related to said Options) among the transactions set forth in Article 2, paragraph (21), item (iii) or paragraph (22), item (iii) of the Act related to the sale and purchase concerning Specified Securities, etc.

(Amount of Specified Securities, etc. Traded in Specified Transactions)

Article 36 The amount specified by Cabinet Office Ordinance as the amount of Specified Securities traded in the Specified Transactions, prescribed in Article 165, item (i) of the Act, shall be the amount specified in the following items according to the category of transactions set forth in the respective items:

- (i) the sale of Related Securities (excluding Seller Related Securities; hereinafter the same shall apply in this Article and the following Article), or the purchase of Seller Related Securities: the amount of Specified Securities pertaining to Options or rights indicated on the Related Securities subject to the sale or on the Seller Related Securities subject to the purchase;
- (ii) the transactions set forth in Article 2, paragraph (21), item (iii) or paragraph (22), item (iii) of the Act pertaining to the sale and purchase of Specified Securities: the amount of Specified Securities subject to the sale and purchase which are effected when the Options acquired or granted are exercised;
- (iii) the transactions set forth in Article 2, paragraph (21), item (iii) or paragraph (22), item (iii) of the Act pertaining to the sale and purchase of Related Securities or Seller Related Securities: the amount of Specified Securities pertaining to Options or rights indicated on Related Securities or on Seller Related Securities subject to the sale and purchase which are effected when the Options acquired or granted are exercised.

(Amount for the Same Kind of Specified Securities as the Specified Securities

of the Listed Company, etc. Held by an Officer or Major Shareholder)

Article 37 The amount specified by Cabinet Office Ordinance as the amount for the same class of Specified Securities as the Specified Securities of the Listed Company, etc. held by an officer or Major Shareholder of the Listed Company, etc., prescribed in Article 165, item (i) of the Act, shall be the amount specified in the following items according to the category of transactions set forth in the respective items:

- (i) the sale of Specified Securities: the amount obtained by deducting the amount set forth in the following sub-item (h) to sub-item (m) inclusive from the amount obtained by adding the amount set forth in the following sub-item (a) to sub-item (g) inclusive to the amount of Specified Securities of a Listed Company, etc. owned by an officer or Major Shareholder which are of the same kind as the Specified Securities subject to sale by said officer or Major Shareholder:
 - (a) in cases where the relevant officer or Major Shareholder has made a purchase of the relevant class of Specified Securities of the Listed Company, etc. or of Related Securities pertaining to said class of Specified Securities through a Margin Transaction, and the settlement of his/her debt pertaining to the credit has not been completed, the amount of said class of Specified Securities subject to the Margin Transaction (in cases of Related Securities, the amount of the said class of Specified Securities pertaining to Options or rights indicated on said Related Securities; hereinafter the same shall apply in this Article);
 - (b) in cases where the relevant officer or Major Shareholder has made purchase of the relevant class of Specified Securities of the Listed Company or of Related Securities pertaining to said class of Specified Securities through a When Issued Transaction, and he/she has not received the delivery thereof, the amount of the same class of Specified Securities subject to the When-Issued Transaction;
 - (c) in cases where the relevant officer or Major Shareholder has made an acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of Specified Securities or Related Securities related to said Options) or has made a grant of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of the Specified Securities or Related Securities related to said Options) subject to the sale and purchase of the relevant class of Specified Securities of the Listed Company, etc. or of Related Securities pertaining to said class of Specified Securities, the amount of said class of Specified Securities subject to the sale and purchase effected when the Options which he/she acquired or granted are exercised;

- (d) in cases where the relevant officer or Major Shareholder holds Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc., the amount of said class of Specified Securities pertaining to Options or rights indicated in said Related Securities;
- (e) in cases where the relevant officer or Major Shareholder has made borrowings by a loan for consumption or undertakes a deposit by a deposit for consumption with regard to Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc., the amount of said class of Specified Securities pertaining to Options or rights indicated on the Seller Related Securities subject to said borrowings or deposit;
- (f) in cases where the relevant officer or Major Shareholder has made a sale of Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc. through a When Issued Transaction and has not made delivery thereof, the amount of said class of Specified Securities pertaining to Options or rights indicated on the Seller Related Securities subject to the When Issued Transaction;
- (g) in cases where the relevant officer or Major Shareholder has made an acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of Seller Related Securities related to said Options) or has made a grant of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of Seller Related Securities related to said Options) subject to the sale and purchase of Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc., the amount of said class of Specified Securities pertaining to Options or rights indicated on the Seller Related Securities subject to the sale and purchase effected when the Options which he/she acquired or granted are exercised;
- (h) in cases where the relevant officer or Major Shareholder has made borrowings by a loan for consumption or undertakes a deposit by a deposit for consumption of the relevant class of Specified Securities of the Listed Company, etc. or of Related Securities pertaining to said class of Specified Securities, the amount of said class of Specified Securities subject to said borrowings or deposit;
- (i) in cases where the relevant officer or Major Shareholder has made a sale of the relevant class of Specified Securities of the Listed Company, etc. or of Related Securities of said class of Specified Securities through a When Issued Transaction and he/she has not made the delivery thereof, the amount of said class of Specified Securities subject to the When-Issued Transaction;

- (j) in cases where the relevant officer or Major Shareholder has made an acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of Specified Securities or Related Securities related to said Options) or has made a grant of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of Specified Securities or Related Securities related to said Options) subject to the sale and purchase of the relevant class of Specified Securities of the Listed Company, etc. or of Related Securities pertaining to said class of Specified Securities, the amount of said class of Specified Securities subject to the sale and purchase effected when the Options which he/she acquired or granted are exercised;
- (k) in cases where the relevant officer or Major Shareholder has made a purchase of Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc. through a Margin Transaction and the settlement of his/her debt pertaining to the credit has not been completed, the amount of said class of Specified Securities related to the Options or rights indicated on the Seller Related Securities subject to said Margin Transaction;
- (l) in cases where the relevant officer or Major Shareholder has made a purchase of Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc. through a When Issued Transaction and has not received the delivery thereof, the amount of said class of Specified Securities related to the Options or rights indicated on said Seller Related Securities subject to the When Issued Transaction;
- (m) in cases where the relevant officer or Major Shareholder has made an acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of Seller Related Securities related to said Options) or has made a grant of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of Seller Related Securities related to said Options) subject to sale and purchase of Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc., the amount of said class of Specified Securities related to the Options or rights indicated on the Seller Related Securities subject to the sale and purchase effected when the Options which he/she acquired or granted are exercised.
- (ii) the sale of Related Securities or the purchase of Seller Related Securities: the amount obtained by deducting the amount set forth in sub-item (h) to sub-item (m) inclusive of the preceding item from the amount obtained by adding the amount set forth in sub-item (a) to sub-item (g) inclusive of that

item to the amount of Specified Securities of the Listed Company, etc. owned by an officer or Major Shareholder which are of the same kind as the Specified Securities related to the Options or rights indicated on the Related Securities subject to sale or Seller Related Securities subject to purchase by said officer or Major Shareholder;

- (iii) the transactions set forth in Article 2, paragraph (21), item (iii) or paragraph (22), item (iii) of the Act pertaining to the sale and purchase of Specified Securities: the amount obtained by deducting the amount set forth in sub-item (h) to sub-item (m) inclusive of item (i) from the amount obtained by adding the amount set forth in sub-item (a) to sub-item (g) inclusive of that item to the amount of Specified Securities of the Listed Company, etc. owned by the relevant officer or Major Shareholder which are of the same kind as the Specified Securities subject to the sale and purchase effected when the Options which said officer or Major Shareholder acquired or granted are exercised; and
- (iv) the transactions set forth in Article 2, paragraph (21), item (iii) or paragraph (22), item (iii) of the Act pertaining to the sale and purchase of Related Securities or Seller Related Securities: the amount obtained by deducting the amount set forth in sub-item (h) to sub-item (m) inclusive of item (i) from the amount obtained by adding the amount set forth in sub-item (a) to sub-item (g) inclusive of that item to the amount of Specified Securities of the Listed Company, etc. owned by the relevant officer or Major Shareholder which are of the same kind as the Specified Securities pertaining to Options or rights indicated on the Related Securities or Seller Related Securities subject to the sale and purchase effected when the Options which said officer or Major Shareholder acquired or granted are exercised.

(Volume of Specified Securities to Be Used as a Basis for Calculating the Amount Paid or Received in Sales, etc.)

Article 38 The volume specified by Cabinet Office Ordinance as the volume of Specified Securities to be used as a basis for calculating the amount paid or received in the Sales, etc. concerning Specified Securities, etc., prescribed in Article 165, item (ii) of the Act, shall be the volume specified in the following items according to the category of transactions set forth in the respective items:

- (i) the transactions set forth in Article 2, paragraph (21), item (ii) or paragraph (22), item (ii) of the Act concerning Specified Securities: the volume obtained by dividing the transaction contract value pertaining to the transaction by the Agreed Figure for one Specified Security (the figure obtained by dividing the Agreed Figure by the notional number of Specified Securities subject to

- said transaction);
- (ii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (ii) of that paragraph (including the transactions equivalent thereto specified by a Financial Instruments Exchange; hereinafter the same shall apply in this item) or the transactions set forth in paragraph (22), item (iii) of that Article related the transaction set forth in item (ii) of that paragraph concerning Specified Securities: the volume obtained by dividing the transaction contract value pertaining to the transactions set forth in paragraph (21), item (ii) or paragraph (22), item (ii) of that Article which are effected when the Options acquired or granted are exercised by the Agreed Figure for Exercise of Rights (meaning the Agreed Figure pertaining to a transaction which is established by a unilateral manifestation of intention by one of the parties to the transaction) for one Specified Security;
 - (iii) the transactions set forth in Article 2, paragraph (21), item (iv) or paragraph (22), item (v) of the Act concerning Specified Securities: the volume obtained by dividing the notional principal amount pertaining to the transaction by the market value of one Specified Security;
 - (iv) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (iv) of that paragraph or the transactions set forth in paragraph (22), item (iii) of that Article related to the transactions set forth in item (v) of that paragraph concerning Specified Securities: the volume obtained by dividing the notional principal amount pertaining to the transactions set forth in paragraph (21), item (iv) or paragraph (22), item (v) of that Article which are effected when the Options acquired or granted are exercised by the market value of one Specified Security;
 - (v) the transactions set forth in Article 2, paragraph (21), item (v) or paragraph (22), item (vi) of the Act concerning Specified Securities: the volume obtained by dividing the notional principal amount by the market value of one Specified Security;
 - (vi) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (v) of that paragraph or the transactions set forth in paragraph (22), item (iii) of that Article related to the transactions set forth in item (vi) of that paragraph concerning Specified Securities: the volume obtained by dividing the notional principal amount pertaining to the transactions set forth in paragraph (21), item (v) or paragraph (22), item (vi) of that Article which are effected when the Options acquired or granted are exercised by the market value of one Specified Security;
 - (vii) the transactions set forth in Article 2, paragraph (22), item (iv) of the Act

- concerning Specified Securities: the volume obtained by dividing the notional principal amount pertaining to the transaction which is effected when the Options acquired or granted are exercised by the Agreed Figure for Exercise of Rights (meaning the Agreed Figure pertaining to a transaction which is established by a unilateral manifestation of intention by one of the parties to the transaction) for one Specified Security;
- (viii) the transactions set forth in Article 2, paragraph (21), item (ii) or paragraph (22), item (ii) of the Act concerning Related Securities: the volume obtained by multiplying the number obtained by dividing the transaction contract value pertaining to the transaction by the Agreed Figure for one Related Security (the figure obtained by dividing the Agreed Figure by the notional number of Related Securities pertaining to the transaction) by the volume of Specified Securities pertaining to Options or rights indicated on such one Related Security;
 - (ix) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (ii) of that paragraph (including the transactions equivalent thereto specified by a Financial Instruments Exchange; hereinafter the same shall apply in this item) or the transactions set forth in paragraph (22), item (iii) of that Article related to the transactions set forth in item (ii) of that paragraph concerning Specified Securities: the volume obtained by multiplying the number obtained by dividing the transaction contract value pertaining to the transactions set forth in paragraph (21), item (ii) or paragraph (22), item (ii) of that Article which are effected when the Options acquired or granted are exercised, by the Agreed Figure for Exercise of Rights (meaning the Agreed Figure pertaining to a transaction which is established by a unilateral manifestation of intention by one of the parties to the transaction) for one Related Security by the volume of the Specified Securities related to the Options or rights indicated on such one Related Security;
 - (x) the transactions set forth in Article 2, paragraph (21), item (iv) or paragraph (22), item (v) of the Act concerning Related Securities: the volume obtained by multiplying the number obtained by dividing the notional principal amount pertaining to the transaction by the market value of one Related Security by the volume of Specified Securities related to the Options or rights indicated on such one Related Security;
 - (xi) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (iv) of that paragraph or the transactions set forth in paragraph (22), item (iii) of that Article related to the transactions set forth in item (v) of that paragraph concerning Related Securities: the volume obtained by multiplying the number obtained by dividing the notional principal amount pertaining to the transactions set

- forth in paragraph (21), item (iv) or paragraph (22), item (v) of that Article which are effected when the Options acquired or granted are exercised, by the Agreed Figure for Exercise of Rights for one Related Security by the volume of the Specified Securities pertaining to the Options or rights indicated on such one Related Security;
- (xii) the transactions set forth in Article 2, paragraph (21), item (v) or paragraph (22), item (vi) of the Act concerning Related Securities: the volume obtained by multiplying the number obtained by dividing the notional principal amount pertaining to the transaction by the market value of one Related Security by the volume of Specified Securities related to the Options or rights indicated on such one Related Security;
- (xiii) the transaction set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (v) of that paragraph, or the transactions set forth in paragraph (22), item (iii) of that Article related to the transactions set forth in item (vi) of that paragraph concerning Related Securities: the volume obtained by multiplying the number obtained by dividing the notional principal amount pertaining to the transactions set forth in paragraph (21), item (v) or paragraph (22), item (vi) of that Article which are effected when the Options acquired or granted are exercised by the market value of one Related Security by the volume of the Specified Securities related to the Options or rights indicated on such one Related Security; and
- (xiv) the transactions set forth in Article 2, paragraph (22), item (iv) of the Act concerning Related Securities: the volume obtained by multiplying the number obtained by dividing the notional principal amount pertaining to the transaction effected when the Options acquired or granted are exercised by the Agreed Figure for Exercise of Rights (meaning the Agreed Figure pertaining to a transaction established by a unilateral manifestation of intention by one of the parties to the transaction) for one Related Security by the volume of the Specified Securities related to the Options or rights indicated on such one Related Security.

(Volume of the Same Kind of Specified Securities as the Specified Securities of the Listed Company, etc. Held by an Officer or Major Shareholder)

Article 39 The volume specified by Cabinet Office Ordinance as the volume of the same kind of Specified Securities as the Specified Securities of the Listed Company, etc. held by an officer or Major Shareholder of the Listed Company, etc., prescribed in Article 165, item (ii) of the Act, shall be the volume specified in the following items according to the category of transactions set forth in the respective items:

- (i) the transactions set forth in Article 2, paragraph (21), item (ii) to item (v)

- inclusive of the Act, the transactions set forth in paragraph (22), item (ii) to item (vi) inclusive of that Article, or Foreign Market Derivatives Transactions (limited to the those similar to the transactions set forth in paragraph (21), item (ii) to item (v) inclusive of that Article) concerning Specified Securities: the volume obtained by deducting the volume set forth in sub-item (c) and sub-item (d) from the volume obtained by adding the volume set forth in the following sub-item (a) and sub-item (b) to the volume obtained by dividing the amount of Specified Securities of the Listed Company, etc. owned by an officer or Major Shareholder which are of the same kind as the Specified Securities subject to a transaction by said officer or Major Shareholder by the market value of one Specified Security as of the day on which the respective transaction was made:
- (a) the volume obtained by dividing the amounts set forth in Article 37, item (i), sub-item (a) to sub-item (g) inclusive by the market value of one Specified Security;
 - (b) in case where the relevant officer or Major Shareholder has conducted the transaction prescribed in Article 27-5, item (iv) of the Order concerning the same class of Specified Securities as the Specified Securities of the Listed Company, etc. and has not completed the settlement of said transaction, the volume of Specified Securities prescribed in the preceding Article subject to the transaction;
 - (c) the volume obtained by dividing the amounts set forth in Article 37, item (i), sub-item (h) to sub-item (m) inclusive by the market value of one Specified Security;
 - (d) in cases where the relevant officer or Major Shareholder has conducted the transaction prescribed in Article 27-6, item (iv) of the Order concerning the same class of Specified Securities as the Specified Securities of the Listed Company, etc. and has not completed the settlement of said transaction, the volume of the Specified Securities prescribed in the preceding Article subject to the transaction.
- (ii) the transactions set forth Article 2, paragraph (21), item (ii) to item (v) inclusive of the Act, the transactions set forth in paragraph (22), item (ii) to item (vi) inclusive of that Article, or Foreign Market Derivatives Transactions (limited to those similar to the transactions set forth in paragraph (21), item (ii) to item (v) of that Article), concerning Related Securities: the volume obtained by deducting the volume set forth in sub-item (c) and sub-item (d) of the preceding item from the volume obtained by adding the volume set forth in sub-item (a) and sub-item (b) of that item to the volume obtained by dividing the amount of the Specified Securities of said Listed Company, etc. owned by the relevant officer or Major Shareholder which are of the same class as the Specified Securities pertaining to the

Options or rights indicated on the Related Securities subject to transaction by said officer or Major Shareholder by the market value for one Specified Security as of the day on which the respective transaction was made.

(Report on Sales and Purchases Concerning Partners in Specified Partnerships, etc.)

Article 40 (1) The persons specified by Cabinet Office Ordinance, prescribed in the main clause of Article 165-2, paragraph (1) of the Act, shall be members of the organizations prescribed in Article 27-8 of the Order.

(2) The cases specified by Cabinet Office Ordinance, prescribed in Article 165-2, paragraph (1) of the Act, shall be the cases where the trustee of a trust in which all of the partners of Specified Partnerships, etc. are beneficiaries thereof and of which the manner of investment is specified, makes Purchases, etc. or Sales, etc. of Specified Securities, etc. of the Listed Company, etc. based on instructions from the partners of the Specified Partnerships, etc.

(3) The partners specified by Cabinet Office Ordinance, prescribed in Article 165-2, paragraph (1) of the Act, means the following partners:

- (i) a partner who gives instructions for Purchases, etc. or Sales, etc. concerning Specified Securities of the Listed Company, etc. to the trustee of a trust; and
- (ii) a partner who executes the operations of Specified Partnerships, etc. where Purchases, etc. or Sales, etc. concerning Specified Securities, etc. of a Listed Company, etc. are exercised pursuant to a Discretionary Investment Contract.

(4) The cases specified by Cabinet Office Ordinance, prescribed in the proviso to Article 165-2, paragraph (1) of the Act, shall be the following cases:

- (i) a case where the purchase or sale of share certificates pertaining to shares of a number less than the one unit of shares prescribed in Article 188, paragraph (1) of the Companies Act is conducted;
- (ii) a case where a partner of a Specified Partnership, etc. (limited to those where all partners of the Specified Partnership are officers or employees of a Listed Company, etc. (including the officer or employee of another company over which the Listed Company, etc. has control directly or indirectly; hereinafter the same shall apply in this item) and which are based on a contract under which a joint purchase of share certificates of said Listed Company, etc. is promised; the same shall apply in the following item) has made purchase of share certificates of said Listed Company, etc. (in cases where said Listed Company, etc. purchases share certificates other than those which such Listed Company, etc. has purchased pursuant to the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Articles 165, paragraph (3) of that Act), this shall be limited to the cases where such a

purchase is made by Entrustment, etc. to a Financial Instruments Business Operator, etc.) and such purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each officer or employee is to contribute less than one million yen per occasion; the same shall apply in the following item);

- (iii) a case where a partner of a Specified Partnership, etc. concludes a trust contract with a person engaged in Trust Business for the purpose of investing trust property in share certificates of the relevant Listed Company, etc. and said person engaged in Trust Business has made purchase of the share certificates of said Listed Company, etc. according to the instructions from said partner of a Specified Partnership, etc. and such purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases in which the trust property for which the settlor is the partner of the Specified Partnership, etc. and the trust property for which the settlor is another partner of the Specified Partnership, etc. are jointly invested);
- (iv) a case where a partner of a Specified Partnership, etc. (limited to those where all partners of said Specified Partnership, etc. are employees of an Associated Company of a Listed Company, etc. and which are based on a contract under which the joint purchase of share certificates of said Listed Company, etc. is promised; the same shall apply in the following item) has made a purchase of share certificates of said Listed Company, etc. by Entrustment, etc. to a Financial Instruments Business Operator, etc. and such a purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each employee is to contribute less than one million yen per occasion; the same shall apply in the following item);
- (v) a case where a partner of a Specified Partnership, etc. concludes a trust contract with a person engaged in Trust Business for the purpose of investing trust property in share certificates of a Listed Company, etc. and said person engaged in Trust Business has made a purchase of share certificates of said Listed Company, etc. according to the instructions from said partner of the Specified Partnership, etc. and such purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases in which the trust property for which the settlor is the partner of the Specified Partnership, etc. and the trust property for which the settlor is another partner of the Specified Partnership, etc. are jointly invested);
- (vi) a case where a partner of a Specified Partnership, etc. (limited to those where all partners of said Specified Partnerships are Persons Who Have a

- Transaction Relationship with a Listed Company, etc. (meaning a person who has a transaction relationship with a Listed Company, etc. as designated by said Listed Company, etc.; hereinafter the same shall apply in this item) and which are based on a contract under which a joint purchase of share certificates of the Listed Company, etc. is promised) has made a purchase of share certificates of said Listed Company, etc. by Entrustment, etc. to a Financial Instruments Business Operator, etc. and such a purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each Person Who Has a Transaction Relationship is to contribute less than one million yen per occasion);
- (vii) a case in which a purchase of share certificates (including Preferred Equity Investment Certificates) of a Listed Company, etc. has been made by Entrustment, etc. to a Financial Instruments Business Operator pursuant to a Contract for Cumulative Investment, and such a purchase is found to have been made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where the amount to be paid in for one issue by each customer is to be less than one million yen per month);
 - (viii) a case where the transactions set forth in Article 2, paragraph (21), item (i) of the Act concerning an aggregate of two or more share certificates of different issues to be conducted on a Financial Instruments Exchange is conducted;
 - (ix) a case where the sale and purchase of Specified Securities as specified by Cabinet Order as prescribed in Article 159, paragraph (3) of the Act is conducted;
 - (x) a case where a partner of a Specified Partnership, etc. makes a sale and purchase on condition of repurchase for which the repurchase price is set in advance pertaining to the Specified Securities, etc. issued by a Listed Company, etc. which fall under any of the following Securities (limited to those conducted by the partner of the Specified Partnership, etc. solely for fund procurement of said Specified Partnership, etc.):
 - (a) the Securities set forth in Article 2, paragraph (1), item (v) of the Act (excluding corporate bond certificates with share options); or
 - (b) the Securities set forth in Article 2, paragraph (1), item (xvii) of the Act which have the nature of the Securities prescribed in sub-item (a).
 - (xi) the case where the share options for subscription prescribed in Article 238, paragraph (1) of the Companies Act are acquired;
 - (xii) the case where a person who holds share options has made a purchase of share certificates by exercising said share options;
 - (xiii) the case where the transactions set forth in Article 2, paragraph (21),

item (iv) or paragraph (22), item (v) of the Act concerning Specified Securities, etc. are conducted.

- (5) The other company over which the Listed Company, etc. has control directly or indirectly prescribed in item (ii) of the preceding paragraph means a company which falls under any of the items of Article 30, paragraph (2).
- (6) The Associated Company prescribed in paragraph (4), item (iv) means a company (excluding a Listed Company, etc.) which falls under any of the items of Article 30, paragraph (3).

(Matters To Be Stated in the Reports on Sales and Purchases Related to Partners of Specified Partnerships, etc. and the Offices to Which They Are to Be Submitted, etc.)

Article 41 (1) The partner of a Specified Partnership, etc. who is to submit the report pursuant to Article 165-2, paragraph (1) of the Act shall prepare said report using appended form 4.

(2) With regard to the report under the preceding paragraph, in cases where the Specified Partnership, etc. is a partnership formed under a partnership contract prescribed in Article 667, paragraph (1) of the Civil Code (Act No. 89 of 1896), the Investment LPS prescribed in Article 165-2, paragraph (1) of the Act, or the Limited Liability Partnership prescribed in that paragraph, said report shall be submitted to the Director-General of the Local Finance Bureau who has jurisdiction over the location of the principal office or other office equivalent thereto of said Specified Partnership, etc. (in cases where said location is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General of the Fukuoka Local Finance Branch Bureau), and in cases where the Specified Partnership, etc. is an organization specified in Article 27-8 of the Order, to the Director General of the Kanto Finance Bureau.

(3) Notwithstanding the provisions of the preceding paragraph, in cases where submitting the report under paragraph (1) via a Financial Instruments Business Operator, etc. pursuant to the provisions of Article 165-2, paragraph (2) of the Act, it shall be submitted to the Director-General of the Local Finance Bureau who has jurisdiction over the location of the head office of said Financial Instruments Business Operator, etc. (with regard to a Financial Instruments Business Operator, etc. who is a foreign juridical person, the principal business office or office in Japan) (in cases where said location is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General of the Fukuoka Local Finance Branch Bureau) and in cases where submitting the report via an Authorized Transaction-at-Exchange Operator, it shall be submitted to the Director General of the Kanto Finance Bureau.

(Limited Liability Members)

Article 42 The persons specified by Cabinet Office Ordinance, prescribed in Article 165-2, paragraph (4) of the Act, shall be members of the organizations prescribed in Article 27-8 of the Order who are liable to perform the obligations of said organizations only within the scope of value of the contribution made thereby.

(Office to Which a Written Application Is Submitted)

Article 43 The Reporting Partner (meaning a Reporting Partner prescribed in Article 165-2, paragraph (9) of the Act) who intends to file an application under Article 165-2, paragraph (10) of the Act shall submit a written application to the Director-General of the Kanto Finance Bureau.

(Public Inspection of a Copy of the Documents Relating to a Partnership's Profit)

Article 44 A copy of the documents relating to a partnership's profit prescribed in Article 165-2, paragraph (12) of the Act shall be kept at the Kanto Finance Bureau and made available for public inspection.

(Exemptions to the Restitution of Profits Arising from Sales and Purchases Conducted in a Short Term Concerning Partners of Specified Partnerships, etc.)

Article 45 The cases specified by Cabinet Office Ordinance, prescribed in Article 165-2, paragraph (13) of the Act, shall be the cases set forth in the items of Article 40, paragraph (4).

(Calculation Method for Profit Arising from the Assets of Specified Partnerships, etc.)

Article 46 (1) The method to be used for calculating the profits specified by Cabinet Office Ordinance, prescribed in Article 165-2, paragraph (14) of the Act, shall be the method by which the amount exceeding the amount equivalent to the fee for Matched Trading Volume in the amount obtained by deducting the amount set forth in item (ii) from the amount set forth in item (i) according to the statement in the reports prescribed in Article 165-2, paragraph (1) of the Act shall be the amount of profit (limited to cases where it is found that with regard to the assets of Specified Partnerships, etc., a partner of said Specified Partnerships, etc. has made Sales, etc. of Specified Securities, etc. of the Listed Company, etc. within six months after having made Purchases, etc. of them, or has made Purchases, etc. of Specified Securities, etc. of the Listed Company, etc. within six months after having made Sales, etc. of them):

- (i) the Value of Sales, etc. of Specified Securities, etc. (limited to those pertaining to the Matched Trading Volume);
 - (ii) the Value of Purchase, etc. of Specified Securities, etc. (limited to those pertaining to the Matched Trading Volume).
- (2) With regard to the calculation prescribed in the preceding paragraph, if it is found that two or more Purchases, etc. or Sales, etc. have been made, the two or more Sales, etc. or Purchases, etc. shall be allocated as the Sales, etc. of Specified Securities, etc. under item (i) of that paragraph or the Purchases, etc. of Specified Securities under item (ii) of that paragraph, in order starting from the earliest of such Sales, etc. or Purchases, etc. until the volume reaches the Matched Trading Volume (limited to the cases where said Sales, etc. have been made within six months after said Purchases, etc. were made, or said Purchases, etc. have been made within six months after said Sales, etc. were made). In this case, if two or more Purchases, etc. or Sales, etc. have been made on the same day, the Purchases, etc. shall be deemed to have been made in order from lowest unit price, and the Sales, etc. shall be deemed to have been made in order from highest unit price.
- (3) With regard to the application of the preceding paragraph, Purchases, etc. or Sales, etc. exceeding the Matched Trading Volume shall be Purchases, etc. or Sales, etc. different from the aforementioned Purchases, etc. or Sales, etc., and shall further be subject to profit calculation (limited to the cases where the Sales, etc. have been made within six months after the Purchases, etc. were made, or the Purchases, etc. have been made within six months after said Sales, etc. were made).
- (4) The "Matched Trading Volume" as used in the preceding three paragraphs means the volume of Sales, etc. of the Specified Securities, etc. or the volume of Purchases, etc. of the Specified Securities, etc., whichever is smaller.
- (5) The "Value" as used in paragraph (1) means the amount obtained by multiplying the price for the Sale, etc. of Specified Securities, etc. or the price for the Purchase, etc. of Specified Securities, etc. by the respective volumes.

(Prohibited Acts by Partners of Specified Partnerships, etc.)

- Article 47 (1) The amount specified by Cabinet Office Ordinance as the amount of Specified Securities traded in the Specified Transactions, prescribed in Article 165-2, paragraph (15), item (i) of the Act, shall be the amount specified in the items of Article 36 according to the category of transactions set forth in the respective items.
- (2) The amount specified by Cabinet Office Ordinance as the amount of the same class of Specified Securities as the Specified Securities of the Listed Company, etc. held by a partner of a Specified Partnership, etc., prescribed in Article 165-2, paragraph (15), item (i) of the Act, shall be the amount specified in the

following items according to the category of transactions set forth in the respective items:

- (i) the sale of Specified Securities: the amount obtained by deducting the amount set forth in sub-item (h) to sub-item (m) inclusive from the amount obtained by adding the amount set forth in the following sub-item (a) to sub-item (g) inclusive to the amount of Specified Securities of the Listed Company, etc. owned by the relevant partner of a Specified Partnership, etc. which are of the same class as the Specified Securities subject to sale by said partner of a Specified Partnership, etc.:
- (a) in cases where the relevant partner of the Specified Partnership, etc. has made a purchase of the relevant class of Specified Securities of the Listed Company, etc. or of Related Securities pertaining to said class of Specified Securities through a Margin Transaction, and the settlement of his/her debt pertaining to the credit has not been completed, the amount of said class of Specified Securities subject to the Margin Transaction (in cases of Related Securities, the amount of said kind of Specified Securities related to the Options or rights indicated on said Related Securities; hereinafter the same shall apply in this Article);
- (b) in cases where the relevant partner of the Specified Partnership, etc. has made a purchase of the relevant class of Specified Securities of the Listed Company, etc. or of Related Securities pertaining to said class of Specified Securities through a When Issued Transaction, and he/she has not received delivery of them, the amount of said class of Specified Securities subject to the When-Issued Transaction;
- (c) in cases where the relevant partner of the Specified Partnership, etc. has made an acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of Specified Securities or Related Securities related to said Options) or has made a grant of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of Specified Securities or Related Securities related to said Options) subject to the sale and purchase of the relevant class of Specified Securities of the Listed Company, etc. or of Related Securities pertaining to said class of Specified Securities the amount of said class of Specified Securities subject to the sale and purchase effected when the Option acquired or granted is exercised;
- (d) in cases where the relevant partner of the Specified Partnership, etc. holds Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc., the amount of said class of Specified Securities related to the Options or rights indicated on said Related Securities;

- (e) in cases where the relevant partner of a Specified Partnership, etc. has made borrowings by a loan for consumption or undertaken a deposit by deposit for consumption with regard to the Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc., the amount of said class of Specified Securities related to the Options or rights indicated on the Seller Related Securities subject to said borrowings or deposit;
- (f) in cases where the relevant partner of the Specified Partnership, etc. has made sale of Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc. through a When Issued Transaction and has not made the delivery thereof, the amount of said class of Specified Securities related to the Options or rights indicated on the Seller Related Securities subject to the When Issued Transaction;
- (g) in cases where the relevant partner of the Specified Partnership, etc. has made an acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of the Seller Related Securities related to said Options) or has made a grant of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of Seller Related Securities related to said Options) subject to the sale and purchase of the Seller Related Securities pertaining to the relevant kind of Specified Securities as the Listed Company, the amount of said kind of Specified Securities related to the Options or rights indicated on the Seller Related Securities subject to the sale and purchase which are effected when the Options acquired or granted are exercised;
- (h) in cases where the relevant partner of the Specified Partnership, etc. has made borrowings by loan for consumption or undertaken a deposit by deposit for consumption with regard to the relevant class of Specified Securities of the Listed Company, etc. or to Related Securities pertaining to said class of Specified Securities, the amount of said class of Specified Securities subject to said borrowings or deposit;
- (i) in cases where the relevant partner of the Specified Partnership, etc. has made sale of the relevant class of Specified Securities of the Listed Company, etc. or of Related Securities pertaining to said class of Specified Securities through a When Issued Transaction and he/she has not made the delivery thereof, the amount of said kind of Specified Securities subject to the When-Issued Transaction;
- (j) in cases where the relevant partner of the Specified Partnership, etc. has made an acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of Specified Securities or Related Securities related to said

- Options) or has made a grant of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of Specified Securities or Related Securities related to said Options) subject to the sale and purchase of the relevant class of Specified Securities of the Listed Company, etc. or of Related Securities pertaining to said class of Specified Securities, the amount of said class of Specified Securities subject to the sale and purchase which are effected when the Options acquired or granted is exercised;
- (k) in cases where the relevant partner of the Specified Partnership, etc. has made a purchase of Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc. through a Margin Transaction and the settlement of his/her debt pertaining to the credit has not been completed, the amount of said class of Specified Securities pertaining to Options or rights indicated on the Seller Related Securities subject to the Margin Transaction;
- (l) in cases where the relevant partner of the Specified Partnership, etc. has made a purchase of Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc. through a When Issued Transaction and has not received the delivery thereof, the amount of said class of Specified Securities related to the Options or rights indicated on the Seller Related Securities subject to the When Issued Transaction;
- (m) in cases where the relevant partner of the Specified Partnership, etc. has made an acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of the Seller Related Securities related to said Options) or has made a grant of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of Seller Related Securities related to said Options) subject to the sale and purchase of Seller Related Securities pertaining to the relevant class of Specified Securities of the Listed Company, etc., the amount of said class of Specified Securities related to the Options or rights indicated on the Seller Related Securities subject to the sale and purchase effected when the Options acquired or granted are exercised;
- (ii) the sale of Related Securities or the purchase of Seller Related Securities: the amount obtained by deducting the amounts set forth in sub-item (h) to sub-item (m) inclusive of the preceding item from the amount obtained by adding the amounts set forth in sub-item (a) to sub-item (g) inclusive of that item to the amount of Specified Securities of the Listed Company, etc. owned by the relevant partner of the Specified Partnership, etc. which are of the same class as the Specified Securities pertaining to the Options or rights

- indicated on the Related Securities subject to sale or on the Seller Related Securities subject to purchase by said partner of the Specified Partnership, etc.;
- (iii) the transactions set forth in Article 2, paragraph (21), item (iii) or paragraph (22), item (iii) of the Act subject to the sale and purchase of Specified Securities: the amount obtained by deducting the amounts set forth in sub-item (h) to sub-item (m) inclusive of item (i) from the amount obtained by adding the amounts set forth in sub-item (a) to sub-item (g) inclusive of that item to the amount of Specified Securities of the Listed Company, etc. owned by the relevant partner of the Specified Partnership, etc. which are of the same class as the Specified Securities subject to the sale and purchase effected when the Options acquired or granted are exercised;
 - (iv) the transactions set forth in Article 2, paragraph (21), item (iii) or paragraph (22), item (iii) of the Act related to the sale and purchase of Related Securities or Seller Related Securities: the amount obtained by deducting the amounts set forth in sub-item (h) to sub-item (m) inclusive of item (i) from the amount obtained by adding the amounts set forth in sub-item (a) to sub-item (g) inclusive of that item to the amount of Specified Securities of the Listed Company, etc. owned by the relevant partner of the Specified Partnership, etc. which are of the same class as the Specified Securities pertaining to the Options or rights indicated on the Related Securities or on the Seller Related Securities subject to the sale and purchase effected when the Options acquired or granted are exercised.
- (3) The volume specified by Cabinet Office Ordinance as the volume of Specified Securities to be used as the basis for calculating the amount to be paid or received in Sales, etc. of the Specified Securities, etc., prescribed in Article 165-2, paragraph (15), item (ii) of the Act, shall be the volumes specified in the items of Article 38 according to the category of transactions set forth in the respective items.
- (4) The volume specified by Cabinet Office Ordinance as the volume of the same class of Specified Securities as the Specified Securities of the Listed Company held by a partner of a Specified Partnership, etc., prescribed in Article 165-2, paragraph (15), item (ii) of the Act, shall be the amounts specified in the following items according to the category of transactions set forth in the respective items:
- (i) the transactions set forth in Article 2, paragraph (21), item (ii) to item (v) inclusive of the Act, the transactions set forth in paragraph (22), item (ii) to item (vi) inclusive of that Article, or Foreign Market Derivatives Transactions (limited those similar to the transactions set forth in paragraph (21), item (ii) to item (v) inclusive of that Article) concerning Specified Securities: the volume obtained by deducting the volume set forth in sub-

- item (c) and sub-item (d) from the volume obtained by adding the volume set forth in the following sub-item (a) and sub-item (b) to the volume obtained by dividing the amount of Specified Securities of the Listed Company, etc. owned by the relevant partner of the Specified Partnership, etc. which are of the same kind as the Specified Securities subject to transaction by the relevant partner of the Specified Partnership, etc. by the market value of one Specified Security as of the day on which said transaction was made:
- (a) the volume obtained by dividing the amount set forth in paragraph (2), item (i), sub-item (a) to sub-item (g) inclusive by the market value of one Specified Security;
 - (b) in cases where the relevant partner of the Specified Partnership, etc. has made a transaction prescribed in Article 27-5, item (iv) of the Order pertaining to the relevant class of Specified Securities of the Listed Company, etc. and the settlement of said transaction has not been completed, the volume of the Specified Securities prescribed in the preceding paragraph subject to said transaction;
 - (c) the volume obtained by dividing the amount set forth in paragraph (2), item (i), sub-item (h) to sub-item (m) inclusive by the market value of one Specified Security;
 - (d) in cases where the relevant partner of the Specified Partnership, etc. has made a transaction prescribed in Article 27-6, item (iv) of the Order pertaining to the relevant class of Specified Securities of the Listed Company, etc. and the settlement of said transaction has not been completed, the volume of the Specified Securities prescribed in the preceding paragraph subject to said transaction; and
 - (ii) the transactions set forth in Article 2, paragraph (21), item (ii) to item (v) inclusive of the Act, the transactions set forth in paragraph (22), item (ii) to item (vi) inclusive of that Article, or Foreign Market Derivatives Transactions (limited those similar to the transactions set forth in paragraph (21), item (ii) to item (v) inclusive of that Article) concerning Related Securities: the volume obtained by deducting the volume set forth in sub-item (c) and sub-item (d) of the preceding item from the volume obtained by adding the volume set forth in sub-item (a) and sub-item (b) of that item to the volume obtained by dividing the amount of the Specified Securities of the Listed Company, etc. owned by the relevant partner of the Specified Partnership, etc. which are of the same class as the Specified Securities related to the Options or rights indicated on the Related Securities subject to transaction by the partner of said Specified Partnership, etc.

Chapter VII Sales and Purchases by a Corporate Insider Who Has Come to Know a Material Fact, or by a Person Concerned with a Tender Offer, etc.

Who Has Come to Know a Fact Concerning a Tender Offer, etc.

(Ordinary Equity Investor of a Cooperative Structured Financial Institution
Who Shall Be Deemed a Corporate Insider)

Article 48 The person specified by Cabinet Office Ordinance, prescribed in Article 166, paragraph (1), item (ii) of the Act, shall be an ordinary equity investor of a credit cooperative which has acquired the rights specified in Article 41, paragraph (3) of the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949) (including the cases where it is applied by replacing certain terms pursuant to paragraph (5) of that Article) or of a federation of cooperatives which conducts the business specified in Article 9-9, paragraph (1), item (i) of that Act, or an ordinary equity investor of the labor bank and the federation of labor banks which has acquired the rights specified in Article 59-3 of the Labor Bank Act (Act No. 227 of 1953).

(Criteria for Regarding a Material Fact Pertaining to an Institutional Decision
of a Listed Company, etc. as Minor)

Article 49 The criteria specified by Cabinet Office Ordinance as those that may have only a minor influence on investors' investment decisions, prescribed in Article 166, paragraph (2) of the Act and related to the matters set forth in item (i) of that paragraph, shall be those specified in the following items according to the category of matters set forth in the respective items:

- (i) the matter set forth in Article 166, paragraph (2), item (i), sub-item (a) of the Act: that the solicitation falls under any of the following sub-items:
 - (a) the total amount to be paid in for solicitation of persons to subscribe for shares issued or treasury shares to be disposed of by a stock company as prescribed in Article 199, paragraph (1) of the Companies Act (including persons who subscribe for Preferred Equity Investment issued by a Cooperative Structured Financial Institution) (in cases of solicitation of persons to subscribe for treasury shares to be disposed of, solicitation to be made under the laws and regulations of a foreign state (limited to cases where the Listed Company, etc. is a foreign company) which is equivalent thereto shall be included) or for solicitation of persons to subscribe for share options for subscription as prescribed in Article 238, paragraph (1) of that Act is expected to be less than 100 million yen (in cases of solicitation of securities indicated in foreign currency, an amount equivalent to 100 million yen) (excluding the cases where Preferred Equity Investment is issued at its face value as the issue value to a preferred equity investor as prescribed in the Act on Preferred Equity Investment (referred to as "Preferred Equity Investor" in sub-item (b)) according to the number of Preferred Equity Investments held by the preferred equity investor);

- (b) in cases where Preferred Equity Investment is issued at its face value as the issue value to a Preferred Equity Investor according to the number of Preferred Equity Investments held by said Preferred Equity Investor, the ratio of the number of Preferred Equity Investments to be issued per unit of Preferred Equity Investment held by said Preferred Equity Investor shall be less than 0.1.
- (ii) the matter set forth in Article 166, paragraph (2), item (i), sub-item (e) of the Act: that the ratio of the number of shares to be allotted per share by the Allotment of Shares without Contribution shall be less than 0.1;
- (iii) the matter set forth in Article 166, paragraph (2), item (i), sub-item (f) of the Act: that the ratio of the number of shares increased per share (in case of Preferred Equity Investment, one unit) through a split of shares (including Preferred Equity Investment; hereinafter the same shall apply in this item) shall be less than 0.1;
- (iv) the matter set forth in Article 166, paragraph (2), item (i), sub-item (g) of the Act: that the figure obtained by dividing the amount of dividend of surplus per share or per unit by the amount of dividend of surplus per share or per unit pertaining to the period that corresponds to each of their preceding business years shall be more than 0.8 and less than 1.2;
- (v) the matter set forth in Article 166, paragraph (2), item (i), sub-item (h) of the Act: that in cases of a company which is to become a Wholly Owning Parent Company in Share Exchange (meaning a Wholly Owning Parent Company in Share Exchange as prescribed in Article 767 of the Companies Act), the share exchange falls under either of the following sub-items:
 - (a) in cases where the book value of the total assets of a company (excluding a Subsidiary Company (meaning a Subsidiary Company as prescribed in Article 166, paragraph (5) of the Act; hereinafter the same shall apply in this Article, Article 52, and Article 53); hereinafter the same shall apply in this item) which is to become a Wholly Owned Subsidiary Company in Share Exchange (meaning a Wholly Owned Subsidiary Company in Share Exchange as prescribed in Article 768, paragraph (1), item (i) of the Companies Act) as of the last day of the most recent business year is less than the amount equivalent to 30 percent of the Amount of Net Assets of said company as of the last day of the most recent business year, and the net sales of said company which is to become a Wholly Owned Subsidiary Company in Share Exchange as of the last day of the most recent business year are less than the amount equivalent to ten percent of the net sales of said company, a share exchange to be conducted with said company to become a Wholly Owned Subsidiary Company in a Share Exchange; or
 - (b) a share exchange to be conducted with a Subsidiary Company.
- (vi) the matter set forth in Article 166, paragraph (2), item (i), sub-item (j) of

- the Act: that the merger falls under either of the following sub-items:
- (a) the amount of increase in assets as a result of the merger is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year, and the amount of increase in net sales as a result of said merger both in the business year that includes the scheduled date of such merger and in the following business year is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year; or
 - (b) a merger with a Subsidiary Company of which the Listed Company, etc. holds all of the issued shares or equity (excluding the case of dissolution as a result of merger).
- (vii) the matter set forth in Article 166, paragraph (2), item (i), sub-item (k) of the Act: that the company split falls under either of the following sub-items:
- (a) in cases where a company has its business succeeded to in whole or in part as the result of a company split, the book value of the assets subject to the split as of the last day of the most recent business year is expected to be less than 30 percent of the Amount of Net Assets as of that day, and both in the business year that includes the scheduled date of such company split and in the following business year, the amount of the reduction in net sales as a result of the split is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year; or
 - (b) in cases where a company succeeds to a business in whole or in part as a result of a company split, the amount of increase in assets as a result of said split is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year, and both in the business year that includes the scheduled date of such split and in the following business year, the amount of increase in net sales as a result of said company split is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year.
- (viii) the matter set forth in Article 166, paragraph (2), item (i), sub-item (l) of the Act: that the transfer or acquisition of transfer of business in whole or in part falls under any of the following sub-items:
- (a) in cases where a company transfers the business in whole or in part, the book value of the assets subject to said transfer of business as of the last day of the most recent business year is expected to be less than 30 percent of the Amount of Net Assets as of that day, and the amount of reduction in net sales as a result of said transfer of business both in the business year that includes the scheduled date of such transfer and in the following business year is expected to be less than the amount equivalent to ten

- percent of the net sales in the most recent business year;
- (b) in cases where a company accepts transfer of the business in whole or in part, the amount of increase in assets as a result of said acceptance of transfer of business is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year, and the amount of increase in net sales as a result of said acceptance of transfer of business both in the business year that includes the scheduled date of such split and in the following business year is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year; or
 - (c) the acceptance of transfer of business in whole or in part from the Subsidiary Company of which the Listed Company, etc. holds all of the issued shares or equity.
- (ix) the matter set forth in Article 166, paragraph (2), item (i), sub-item (n) of the Act: that in each business year which commences within three years from the day of commencement of the business year which includes the scheduled commencement date of sales of new products or of business which uses new technology, the amount of increase in net sales as a result of commercialization of said new products or new technology is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year, and the total amount of expenditures specially for the commencement of said sales of new products or business using new technology is expected to be less than the amount equivalent to ten percent of the book value of the Fixed Assets as of the last day of the most recent business year;
- (x) the matter set forth in Article 28, item (i) of the Order: that the business alliance or cancellation of a business alliance falls under either of the following sub-items:
- (a) in cases where a business alliance is formed, in each business year which commences within three years from the day of commencement of the business year which includes the scheduled date of the business alliance, the amount of increase in net sales as a result of said business alliance is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year and in the cases set forth in 1. to 3. below, such cases fall under those specified in 1. to 3. below:
 1. the case where a company newly acquires shares (including Preferred Equity Investment; the same shall apply in 1. and 2. below) or equity of a counterpart company (including Cooperative Structured Financial Institutions; the same shall apply in 1. and 2. below) as a result of a business alliance: the acquisition value of shares or equity of the counterpart company which the company will newly acquire is

- expected to be less than the amount equivalent to ten percent of the Amount of Net Assets or the amount of stated capital as of the last day of the most recent business year of the company, whichever is larger;
2. the case where shares or equity shall be newly acquired by the other party as a result of a business alliance: the number of shares which shall be newly acquired by the other party is expected to be less than five percent of the total number of issued shares (including issued Preferred Equity Investment) of the company as of the last day of the most recent business year;
 3. the case where the company incorporates a new company jointly with another company (including Cooperative Structured Financial Institutions; the same shall apply in this 3.) as a result of a business alliance (excluding the case where the incorporation of a new company falls under the incorporation of a Subsidiary Company): each figure obtained by multiplying the book value of the total assets as of the last day of each business year of the new company which commences within three years from the scheduled date of incorporation of the new company by the Investment Ratio (meaning the figure obtained by dividing the number of shares or the value of equity held by the company by the total number of issued shares, or total value of equity; hereinafter the same shall apply in this Article) at the time of incorporation of the new company is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets of the company as of the last day of the most recent business year, and the figure obtained by multiplying the net sales for each of the business years of the new company by the Investment Ratio is expected to be less than the amount equivalent to ten percent of the amount of net sales of the company in the most recent business year.
- (b) the case where a business alliance is to be cancelled, in each business year which commences within three years from the day of commencement of the business year which includes the scheduled date of the cancellation of a business alliance, the amount of decrease in net sales as a result of the cancellation of said business alliance is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year, and in the cases specified in 1. to 3. below, such cases fall under those specified in 1. to 3. below:
1. the case where the company has acquired shares (including Preferred Equity Investment; the same shall apply in 1. and 2. below) or equity of the counterpart company (including Cooperative Structured Financial Institutions; the same shall apply in 1. and 2. below) as a result of the business alliance: the book value of shares or equity of the

- counterpart company which the company has acquired is less than the amount equivalent to ten percent of the Amount of Net Assets or the amount of stated capital of the company as of the last day of the most recent business year, whichever is larger;
2. the case where the shares have been acquired by the other party as a result of a business alliance: the number of shares acquired by the other party is less than five percent of the total number of issued shares (including issued Preferred Equity Investment) of the company as of the last day of the most recent business year;
 3. the case where the company has incorporated a new company jointly with another company (including Cooperative Structured Financial Institutions; the same shall apply in this 3.) as a result of the business alliance: the figure obtained by multiplying the book value of the total assets of the new company as of the last day of the most recent business year of the new company by the Investment Ratio is less than the amount equivalent to 30 percent of the Amount of Net Assets of the company as of the last day of the most recent business year, and the figure obtained by multiplying the net sales in the most recent business year of the new company by Investment Ratio is less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the company.
- (xi) the matter set forth in Article 28, item (ii) of the Order: that the transfer or acquisition of shares or equity involving any changes in a Subsidiary Company is the transfer or acquisition of shares or equity involving changes in the following Subsidiary Companies (excluding the specific subsidiary company prescribed in Article 29, item (viii) of the Order (hereinafter referred to as a "Linked Subsidiary Company")):
- (a) the Subsidiary Company of which the book value of total assets as of the last day of the most recent business year of the Subsidiary Company or a company which will become a new Subsidiary Company is less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of a company (including Cooperative Structured Financial Institutions), and the net sales in the most recent business year of the Subsidiary Company or the company which will become a new Subsidiary Company is less than the amount equivalent to ten percent of the net sales in the most recent business year of a company (including Cooperative Structured Financial Institutions);
 - (b) the Subsidiary Company of which the book value of the total assets as of the last day of each business year of the Subsidiary Company which commences within three years from the scheduled date of incorporation of the newly incorporated Subsidiary Company is expected to be less than the

amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the company (including Cooperative Structured Financial Institutions; the same shall apply in sub-item (b)), and the net sales in each of said business years is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the company.

- (xii) the matter set forth in Article 28, item (iii) of the Order: that the transfer or acquisition of Fixed Assets falls under either of the following sub-items:
 - (a) in the case where the company transfers Fixed Assets, the book value of the Fixed Assets as of the last day of the most recent business year of the company (including Cooperative Structured Financial Institutions; the same shall apply in sub-item (b)) is less than 30 percent of the Amount of Net Assets as of that day; or
 - (b) in the case where the company acquires Fixed Assets, the acquisition value of the Fixed Assets is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the company.
- (xiii) the matter set forth in Article 28, item (iv) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the scheduled date of suspension or abolition of business in whole or in part, the amount of decrease in net sales as a result of said suspension or abolition is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year;
- (xiv) the matter set forth in Article 28, item (ix) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the scheduled date of the commencement of a new business (including commercialization of sales of new products or provision of new services; hereinafter the same shall apply in this item and Article 52, paragraph (1), item (xi) and paragraph (2), item (xi)), the amount of increase in net sales as a result of said commencement of a new business is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year, and the total amount of special expenditures for the commencement of a new business is expected to be less than the amount equivalent to ten percent of the book value of the Fixed Assets as of the last day of the most recent business year.

(Criteria for Regarding a Material Fact Pertaining to a Fact that Has Occurred to a Listed Company, etc. as Minor)

Article 50 The criteria specified by Cabinet Office Ordinance as those that may have only a minor influence on investors' investment decisions, prescribed in

Article 166, paragraph (2) of the Act and related to the matters set forth in item (ii) of that paragraph, shall be specified in the following items according to the category of matters set forth in the respective items:

- (i) the matter set forth in Article 166, paragraph (2), item (ii), sub-item (a) of the Act: that the amount of damage arising from a disaster or in the course of operations is expected to be less than the amount equivalent to three percent of the Amount of Net Assets as of the last day of the most recent business year;
- (ii) the fact set forth in Article 166, paragraph (2), item (ii), sub-item (c) of the Act: that a fact that may be grounds for delisting or recession of registration of Securities or Preferred Shares (meaning the class of shares which have a precedence on a dividend of surplus; hereinafter the same shall apply in this item and item (x)) as set forth in Article 2, paragraph (1), item (v) of the Act (excluding a fact which may be grounds for delisting of share certificates other than Preferred Shares and Preferred Equity Investment Certificates) has occurred;
- (iii) the fact set forth in Article 28-2, item (i) of the Order: that such fact falls under either of the following sub-items:
 - (a) in cases where an action has been filed, the value of the subject-matter of suit is less than the amount equivalent to 15 percent of the Amount of Net Assets as of the last day of the most recent business year, and in a case where a claim was defeated in such action, where the action was approved as filed immediately after the filing of said action, in each business year which commences within three years from the day of commencement of the business year which includes the filing date of such action, the amount of reduction in net sales as a result of said defeat is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year; or
 - (b) in cases where a judgment has been made regarding an action or where a suit pertaining to an action has concluded in whole or in part other than by judicial decision (referred to as "Judgment, etc." in sub-item (b)), when a Judgment, etc. regarding the filing of an action which falls under the criteria set forth in sub-item (a) has been made or when the part of the suit regarding the filing of an action which does not fall under the criteria set forth in sub-item (a) has been concluded other than by judicial decision, the amount of property to be delivered by a company (including Cooperative Structured Financial Institutions) as a result of the Judgment, etc. is expected to be less than the amount equivalent to three percent of the Amount of Net Assets as of the last day of the most recent business year, and in each business year which commences within three years from the day of commencement of the business year which includes the date of such

- Judgment, etc., the amount of reduction in net sales as a result of the Judgment, etc. is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year.
- (iv) the fact set forth in Article 28-2, item (ii) of the Order: that such fact falls under either of the following sub-items:
- (a) in cases where a petition seeking a provisional disposition order has been filed, if said provisional disposition order was issued as filed in such petition immediately after the filing of said petition, in each business year which commences within three years from the day of commencement of the business year which includes the date of said petition, the amount of reduction in net sales as a result of the provisional disposition order is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year; or
- (b) in cases where a judicial decision has been made regarding a petition seeking a provisional disposition order or where the procedures pertaining to such a petition have been concluded in whole or in part other than by judicial decision (referred to as "Judicial Decision, etc." in sub-item (b)), in each business year which commences within three years from the day of commencement of the business year which includes the date of said Judicial Decision, etc., the amount of reduction in net sales as a result of said Judicial Decision, etc. is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year.
- (v) the fact set forth in Article 28-2, item (iii) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the day of disposition under laws and regulations, the amount of reduction in net sales as a result of a disposition under laws and regulations is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year;
- (vi) the fact set forth in Article 28-2, item (viii) of the Order: that the amount for which there is a risk of default with regard to accounts receivable, loaned money, any other claims, or the rights to obtain reimbursement is expected to be less than the amount equivalent to three percent of the Amount of Net Assets as of the last day of the most recent business year;
- (vii) the fact set forth in Article 28-2, item (ix) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the date of suspension of a transaction with a Major Trading Partner (meaning a Major Trading Partner as prescribed in that item; the same shall apply in Article 53, paragraph (1), item (vi) and paragraph (2), item (vi)), the amount of reduction in net sales as a result of the suspension of said transaction is

- expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year;
- (viii) the fact set forth in Article 28-2, item (x) of the Order: that the amount of exemption from obligation or the amount of assumption or performance of obligations is to be less than the amount equivalent to ten percent of the total amount of obligations as of the last day of the most recent business year;
- (ix) the fact set forth in Article 28-2, item (xi) of the Order: that in each business year which commences within three years from the day of commencement of the business year in which mining or collection of a discovered resource is commenced, the amount of increase in net sales as a result of business using said resource is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year; and
- (x) the fact set forth in Article 28-2, item (xii) of the Order: that a fact which shall be a cause for rescission of the Designation as Tradable Securities (meaning the designation of Securities as Tradable Securities by an Authorized Financial Instruments Firms Association pursuant to its rules; hereinafter the same shall apply in this item) pertaining to Preferred Stocks (excluding facts which shall be a cause for rescission of the Designation as Tradable Securities of share certificates other than Preferred Stock) has occurred.

(Forecasts, etc. of Net Sales, etc. of a Listed Company, etc. Which Are to Be Material Facts)

Article 51 The criteria specified by Cabinet Office Ordinance as those that may have a material influence on investors' investment decisions, referred to in Article 166, paragraph (2), item (iii) of the Act, which are related to Net Sales, etc. (meaning Net Sales, etc. as prescribed in Article 166, paragraph (2), item (iii) of the Act; hereinafter the same shall apply in this Article) or dividends of a Listed Company, etc. or Net Sales, etc. of the Corporate Group to which said Listed Company, etc. belongs shall be set forth in the following items (with regard to Net Sales, etc. of the Corporate Group to which a Listed Company, etc. belongs, item (iv) shall be excluded) according to the category of matters set forth in the respective items:

- (i) net sales: that the figure obtained by dividing the newly calculated forecast or the figure in the settlement of account for the business year by the latest publicized forecasts (or publicized actual figures of the preceding business year in the case of a lack of such forecasts) is not less than 1.1, or not more than 0.9;
- (ii) current profits: that the figure obtained by dividing the newly prepared

- forecasts or the results in the settlement of account for the business year by the latest publicized forecasts (or publicized actual figures of the preceding business year in the case of a lack of such forecasts) is not less than 1.3, or not more than 0.7 (in cases where the latest publicized forecasts or the results of the preceding business year which have been publicized for lack of said forecasts are zero, such cases shall all be deemed to fall under this criteria), and that the figure obtained by dividing the newly prepared forecast or the difference obtained by deducting the smaller from the larger between the results in the settlement of account for the respective business year and the latest publicized forecasts (or publicized actual figures of the preceding business year in the case of a lack of such forecasts) by the Amount of Net Assets or the amount of stated capital as of the last day of the preceding business year, whichever is larger, is not less than five percent;
- (iii) net profit: that the figure obtained by dividing the newly prepared forecasts or the results in the settlement of account for the business year by the latest publicized forecasts (or publicized actual figures of the preceding business year in the case of a lack of such forecasts) is not less than 1.3, or not more than 0.7 (in cases where the latest publicized forecasts or the results of the preceding business year which have been publicized for lack of said forecasts, such cases shall all be deemed to fall under this criteria), and that the figure obtained by dividing the newly prepared forecast or the difference obtained by deducting the smaller from the larger between the results in the settlement of account for the business year and the latest publicized forecasts (or publicized actual figures of the preceding business year in the case of a lack of such forecasts) by the Amount of Net Assets or the amount of stated capital as of the last day of the preceding business year, whichever is larger, is not less than 0.25 percent;
- (iv) dividend of surplus: that the figure obtained by dividing the newly prepared forecasts or the results in the settlement of account for the business year (including a figure fixed not through the settlement of accounts) by the latest publicized forecasts (or the publicized results of the dividend of surplus for the period corresponding to the preceding business year in the case of a lack of such forecasts) is not less than 1.2, or not more than 0.8 (in cases where the latest publicized forecasts or the results of the preceding business year which have been publicized for lack of said forecasts, such cases shall all be deemed to fall under this criteria).

(Criteria for Regarding a Material Fact Pertaining to Institutional Decision of a Subsidiary Company as Minor)

Article 52 (1) The criteria specified by Cabinet Office Ordinance as those that may have only a minor influence on investors' investment decisions, prescribed

in Article 166, paragraph (2) of the Act and related to the matters set forth in item (v) of that paragraph (excluding those prescribed in the following paragraph), shall be specified in the following items according to the category of facts set forth in the respective items:

- (i) the matter set forth in Article 166, paragraph (2), item (v), sub-item (a) of the Act: that the share exchange falls under either of the following sub-items:
 - (a) the amount of increase in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of a share exchange is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and the amount of increase in net sales of said Corporate Group is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Corporate Group; or
 - (b) the amount of decrease in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of a share exchange is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and the amount of decrease in net sales of said Corporate Group is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Corporate Group.
- (ii) the matter set forth in Article 166, paragraph (2), item (v), sub-item (b) of the Act: that the share transfer falls under either of the following sub-items:
 - (a) the amount of increase in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of a share transfer is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and the amount of increase in net sales of said Corporate Group is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Corporate Group; or
 - (b) the amount of decrease in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of a share transfer is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and the amount of decrease in net sales of said Corporate Group is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Corporate Group.

- (iii) the matter set forth in Article 166, paragraph (2), item (v), sub-item (c) of the Act: that the merger falls under either of the following sub-items:
 - (a) the amount of increase in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of merger is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and both in the business year of said Corporate Group that includes the scheduled date of said merger and in the following business year, the amount of increase in the net sales of said Corporate Group as a result of said merger is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Corporate Group; or
 - (b) the amount of decrease in the assets of the Corporate Group to which said relevant Listed Company, etc. belongs as a result of merger is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and both in the business year of said Corporate Group that includes the scheduled date of said merger and in the following business year, the amount of decrease in the net sales of said Corporate Group as a result of said merger is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Corporate Group.
- (iv) the matter set forth in Article 166, paragraph (2), item (v), sub-item (d) of the Act: that the company split falls under either of the following sub-items:
 - (a) in cases where a company succeeds to the business in whole or in part as a result of a company split, the amount of increase in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of said split is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and both in the business year of said Corporate Group that includes the scheduled date of such split and in the following business year, the amount of increase in the net sales of said Corporate Group as a result of said split is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of said Corporate Group; or
 - (b) in cases where a company has its business succeeded to in whole or in part as a result of a company split, the amount of decrease in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of said split is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and both in the business year of

said Corporate Group that includes the scheduled date of the split and in the following business year, the amount of decrease in the net sales of said Corporate Group as a result of said split is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of said Corporate Group.

(v) the matter set forth in Article 166, paragraph (2), item (v), sub-item (e) of the Act: that the transfer or acceptance of transfer of business in whole or in part falls under either of the following sub-items:

(a) the amount of increase in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of the acceptance of a transfer of business in whole or in part is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and both in the business year of said Corporate Group that includes the scheduled date of such acceptance of transfer of business and in the following business year, the amount of the increase in the net sales of said Corporate Group as a result of said acceptance of transfer of business is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of said Corporate Group; or

(b) the amount of decrease in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of a transfer of business in whole or in part is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and both in the business year of said Corporate Group that includes the scheduled date of said transfer of business and in the following business year, the amount of decrease in the net sales of said Corporate Group as a result of said transfer of business is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of said Corporate Group.

(v)-2 the matter set forth in Article 166, paragraph (2), item (v), sub-item (f) of the Act: that the amount of decrease in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of a dissolution (excluding dissolution as a result of merger; hereinafter the same shall apply in this item and item (v)-2 of the following paragraph) is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and both in the business year of said Corporate Group that includes the scheduled date of such dissolution and in the following business year, the amount of decrease in the net sales of said Corporate Group as a result of said dissolution is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of said Corporate

Group;

- (vi) the matter set forth in Article 166, paragraph (2), item (v), sub-item (g) of the Act: that in each business year which commences within three years from the day of commencement of the business year which includes the scheduled commencement date of sales of new products or business which uses new technology, the amount of increase in net sales as a result of commercialization of new products or new technology is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs, and the total amount of special expenditures for the commencement of sales of new products or business which uses new technology is expected to be less than the amount equivalent to ten percent of the book value of the Fixed Assets as of the last day of the most recent business year of said Corporate Group;
- (vii) the matter set forth in Article 29, item (i) of the Order: that the business alliance or cancellation of a business alliance falls under any of the following sub-items:
 - (a) in cases where a business alliance is formed, in each business year which commences within three years from the day of commencement of the business year of the Corporate Group to which the relevant Listed Company, etc. belongs which includes the scheduled date of the business alliance, the amount of increase in the net sales of said Corporate Group as a result of the business alliance is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of said Corporate Group, and in the cases set forth in 1. to 3. below, such cases fall under those specified in said 1. to 3.:
 - 1. a case where the company will newly acquire shares (including Preferred Equity Investment; the same shall apply in 1. and 2. below) or equity of the counterpart company (including Cooperative Structured Financial Institutions) as a result of a business alliance: the acquisition value of shares or equity of the counterpart company which the company will newly acquire is expected to be less than the amount equivalent to ten percent of the Amount of Net Assets or the amount of stated capital as of the last day of the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs, whichever is larger;
 - 2. a case where shares shall be newly acquired by the other party as a result of a business alliance: the number of shares which shall be newly acquired by the other party is expected to be less than five percent of the total number of issued shares (including issued Preferred Equity Investment) as of the last day of the most recent

- business year of the relevant Subsidiary Company; and
3. a case where the company incorporates a new company jointly with another company (including Cooperative Structured Financial Institutions) as a result of a business alliance (excluding a case where the incorporation of a new company falls under the incorporation of a Second-Tier Subsidiary Company (meaning a Second-Tier Subsidiary Company as prescribed in Article 29, item (ii) of the Order; hereinafter the same shall apply in this Article)): the figure obtained by multiplying the book value of the total assets as of the last day of each business year of the new company which commences within three years from the scheduled date of incorporation of the new company by the Investment Ratio (meaning the figure obtained by dividing the number of shares or the value of equity held by the company (including the number of shares or the value of equity held by another company which belongs to the Corporate Group to which the relevant Listed Company, etc. belongs as a result of said business alliance) by the total number of issued shares, or total value of equity; hereinafter the same shall apply in this Article) at the time of incorporation of a new company is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group, and the figure obtained by multiplying the net sales for each of said business years of said new company by the Investment Ratio is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Corporate Group.
 - (b) in cases where a business alliance is cancelled, in each business year which commences within three years from the day of commencement of the business year of the Corporate Group to which the relevant Listed Company, etc. belongs which includes the scheduled date of the cancellation of a business alliance, the amount of decrease in the net sales of said Corporate Group as a result of the cancellation of a business alliance is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of said Corporate Group, and in the cases set forth in 1. to 3. below, that such cases fall under those specified in said 1. to 3.:
 1. a case where the company has acquired shares (including Preferred Equity Investment; the same shall apply in 1. and 2. below) or equity of the counterpart company (including Cooperative Structured Financial Institutions) as a result of a business alliance: the book value of shares or equity of the counterpart company which the company has acquired is less than the amount equivalent to ten

percent of the Amount of Net Assets or the amount of stated capital as of the last day of the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs, whichever is larger;

2. a case where shares have been acquired by the counterpart company as a result of a business alliance: the number of shares which have been acquired by the other party is less than five percent of the total number of issued shares (including issued Preferred Equity Investment) as of the last day of the most recent business year of the relevant Subsidiary Company; and
 3. a case where a company has incorporated a new company jointly with another company (including Cooperative Structured Financial Institutions) as a result of a business alliance: the figure obtained by multiplying the book value of the total assets of the new company as of the last day of the most recent business year of the new company by the Investment Ratio is less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs, and the figure obtained by multiplying the net sales in the most recent business year of the new company by the Investment Ratio is less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Corporate Group.
- (viii) the matter set forth in Article 29, item (ii) of the Order: that the transfer or acquisition of shares or equity involving changes in a Subsidiary Company is the one which involves changes in the following Second-Tier Subsidiary Companies:
- (a) a Second-Tier Subsidiary Company for which the book value of the total assets as of the last day of the most recent business year of the Second-Tier Subsidiary Company or the company which will newly become a Second-Tier Subsidiary Company is less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Corporate Group to which the Listed Company, etc. belongs, and for which the net sales in the most recent business year of the Second-Tier Subsidiary Company or of the company which will newly become a Second-Tier Subsidiary Company are expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of said Corporate Group; or
 - (b) a Second-Tier Subsidiary Company for which the book value of the total assets as of the last day of each business year of the Second-Tier Subsidiary Company which commences within three years from the

- scheduled date of incorporation of a Second-Tier Subsidiary Company which will be newly incorporated is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Corporate Group to which said Listed Company, etc. belongs, and for which the net sales of said each business year are expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of said Corporate Group.
- (ix) the matter set forth in Article 29, item (iii) of the Order: that the amount of decrease or increase in the assets of the Corporate Group to which the relevant Listed Company, etc. belongs as a result of transfer or acquisition of Fixed Assets is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Corporate Group;
- (x) the matter set forth in Article 29, item (iv) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the scheduled date of suspension or abolition of business in whole or in part, the amount of decrease in net sales as a result of said suspension or abolition is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Corporate Group to which the Listed Company, etc. belongs;
- (xi) the matter set forth in Article 29, item (vi) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the scheduled date of commencement of new business, the amount of increase in net sales as a result of the commencement of new business is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Corporate Group to which the Listed Company, etc. belongs, and that the total amount of special expenditures for the commencement of said new business is expected to be less than the amount equivalent to ten percent of the book value of the Fixed Assets as of the last day of the most recent business year of said Corporate Group; and
- (xii) the matter set forth in Article 29, item (viii) of the Order: that in cases where Sales and Purchases, etc. (meaning the Sales and Purchase, etc. prescribed in Article 166, paragraph (1) of the Act; hereinafter the same shall apply in this Chapter) concerning Specified Securities, etc. other than Subsidiary Linked Shares (meaning the shares specified in the articles of incorporation of the relevant Listed Company, etc. for which the dividend of surplus prescribed in Article 29, item (viii) of the Order shall be decided based on the dividend of surplus of a specific Subsidiary Company; the same shall apply hereinafter) are made, the decision regarding the dividend of

surplus of a Linked Subsidiary Company has been made.

(2) In cases where Sales and Purchase, etc. concerning Subsidiary Linked Shares are conducted, the criteria specified by Cabinet Office Ordinance as those that may have only a minor influence on investors' investment decisions, prescribed in Article 116, paragraph (2) of the Act and related to the matter set forth in item (v) of that paragraph concerning Linked Subsidiary Companies, shall be specified in the following items according to the category of matters set forth in the respective items:

(i) the matter set forth in Article 166, paragraph (2), item (v), sub-item (a) of the Act: that the share exchange falls under either of the following sub-items:

(a) the amount of increase in the assets of the relevant Linked Subsidiary Company as a result of a share exchange is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and the amount of increase in the net sales of the Linked Subsidiary Company is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company; or

(b) the amount of decrease in the assets of the relevant Linked Subsidiary Company as a result of a share exchange is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and the amount of decrease in the net sales of the Linked Subsidiary Company is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company.

(ii) the matter set forth in Article 166, paragraph (2), item (v), sub-item (b) of the Act: that the share transfer falls under either of the following sub-items:

(a) the amount of increase in the assets of the relevant Linked Subsidiary Company as a result of a share transfer is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and the amount of increase in the net sales of the Linked Subsidiary Company is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company; or

(b) the amount of decrease in the assets of the relevant Linked Subsidiary Company as a result of a share transfer is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company,

and the amount of decrease in the net sales of the Linked Subsidiary Company is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company.

- (iii) the matter set forth in Article 166, paragraph (2), item (v), sub-item (c) of the Act: that the merger falls under either of the following sub-items:
 - (a) the amount of increase in the assets of the relevant Linked Subsidiary Company as a result of a merger is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and both in the business year of said Linked Subsidiary Company that includes the scheduled date of the merger and in the following business year, the amount of increase in the net sales of the Linked Subsidiary Company as a result of the merger is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company; or
 - (b) the amount of decrease in the assets of the relevant Linked Subsidiary Company as a result of a merger is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and both in the business year of the Linked Subsidiary Company that includes the scheduled date of the merger and in the following business year, the amount of decrease in the net sales of the Linked Subsidiary Company as a result of the merger is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company.
- (iv) the matter set forth in Article 166, paragraph (2), item (v), sub-item (d) of the Act: that the company split falls under either of the following sub-items:
 - (a) in cases where a company succeeds to the business in whole or in part as a result of a company split, the amount of increase in the assets of the relevant Linked Subsidiary Company as a result of said split is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Linked Subsidiary Company, and both in the business year of said Linked Subsidiary Company which includes the scheduled date of the split and in the following business year, the amount of increase in the net sales of said Linked Subsidiary Company as a result of the split is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Linked Subsidiary Company; or
 - (b) in cases where a company has its business succeeded to in whole or in part as a result of a company split, the amount of decrease in the assets of

- the relevant Linked Subsidiary Company as a result of said split is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Linked Subsidiary Company, and both in the business year of said Linked Subsidiary Company which includes the scheduled date of the split and in the following business year, the amount of decrease in the net sales of said Linked Subsidiary Company as a result of the split is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Linked Subsidiary Company.
- (v) the matter set forth in Article 166, paragraph (2), item (v), sub-item (e) of the Act: that the transfer or acceptance of transfer of business in whole or in part falls under either of the following sub-items:
- (a) the amount of increase in the assets of the relevant Linked Subsidiary Company as a result of an acceptance of transfer of business in whole or in part is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and both in the business year of said Linked Subsidiary Company which includes the scheduled date of the acceptance of transfer of business and in the following business year, the amount of increase in the net sales of said Linked Subsidiary Company as a result of the acceptance of transfer of business is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Linked Subsidiary Company; or
- (b) the amount of decrease in the assets of the relevant Linked Subsidiary Company as a result of transfer of business in whole or in part is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Linked Subsidiary Company, and both in the business year of said Linked Subsidiary Company which includes the scheduled date of said transfer of business and in the following business year, the amount of decrease in the net sales of said Linked Subsidiary Company as a result of said transfer of business is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Linked Subsidiary Company.
- (v)-2 the matter set forth in Article 166, paragraph (2), item (v), sub-item (f) of the Act: that the amount of decrease in the assets of the relevant Linked Subsidiary Company as a result of a dissolution is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of said Linked Subsidiary Company, and that both in the business year of said Linked Subsidiary Company which includes the scheduled date of said dissolution and in the following business

- year, the amount of decrease in the net sales of said Linked Subsidiary Company as a result of said dissolution is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Linked Subsidiary Company;
- (vi) the matter set forth in Article 166, paragraph (2), item (v), sub-item (g) of the Act: that in each business year which commences within three years from the day of commencement of the business year which includes the scheduled commencement date of sales of new products or business which uses new technology, the amount of increase in net sales as a result of commercialization of said new products or new technology is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the relevant Linked Subsidiary Company, and that the total amount of special expenditures for the commencement of said sales of new products or business which uses new technology are expected to be less than the amount equivalent to ten percent of the book value of the Fixed Assets as of the last day of the most recent business year of said Linked Subsidiary Company;
- (vii) the matter set forth in Article 29, item (i) of the Order: that the business alliance or cancellation of a business alliance falls under either of the following sub-items:
- (a) in cases where a business alliance is formed, in each business year which commences within three years from the day of commencement of the business year of the relevant Linked Subsidiary Company which includes the scheduled date of the business alliance, the amount of increase in the net sales of said Linked Subsidiary Company as a result of the business alliance is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of said Linked Subsidiary Company, and in the cases set forth in 1. to 3. below, such cases fall under those specified in said 1. to 3.;
1. a case where the company shall newly acquire shares (including Preferred Equity Investment; the same shall apply in 1. and 2. below) or equity of the counterpart company (including Cooperative Structured Financial Institutions) as a result of a business alliance: the acquisition value of shares or equity of the counterpart company which the company shall newly acquire is expected to be less than the amount equivalent to ten percent of the Amount of Net Assets or the amount of stated capital as of the last day of the most recent business year of the Linked Subsidiary Company, whichever is larger;
 2. a case where shares shall be newly acquired by the other party as a result of a business alliance: the number of shares which shall be newly acquired by the other party is expected to be less than five

- percent of the total number of issued shares (including issued Preferred Equity Investment) as of the last day of the most recent business year of the Linked Subsidiary Company; and
3. a case where a company incorporates a new company with another company (including Cooperative Structured Financial Institutions) as a result of a business alliance (excluding a case where the incorporation of a new company falls under the incorporation of a Second-Tier Subsidiary Company): the figure obtained by multiplying the book value of the total assets as of the last day of each business year of the new company which commences within three years from the scheduled date of incorporation of said new company by the Investment Ratio at the time of incorporation of a new company is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and the figure obtained by multiplying the net sales for each of said business years of the new company by the Investment Ratio is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company.
- (b) in cases where a business alliance is cancelled, in each business year which commences within three years from the day of commencement of the business year of the Linked Subsidiary Company which includes the scheduled date of the cancellation of a business alliance, the amount of decrease in the net sales of the Linked Subsidiary Company as a result of the cancellation of a business alliance is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Linked Subsidiary Company, and in the cases set forth in 1. to 3. below, such cases fall under those specified in said 1. to 3.:
1. a case where the company has acquired shares (including Preferred Equity Investment; the same shall apply in 1. and 2. below) or equity of the counterpart company (including Cooperative Structured Financial Institutions) as a result of a business alliance: the book value of shares or equity of the counterpart company which the company has acquired is less than the amount equivalent to ten percent of the Amount of Net Assets or the amount of stated capital as of the last day of the most recent business year of the Linked Subsidiary Company, whichever is larger;
 2. a case where shares have been acquired by the other party as a result of a business alliance: the number of shares which have been acquired by the other party is less than five percent of the total number of issued shares (including issued Preferred Equity Investment) as of the last

day of the most recent business year of the Linked Subsidiary Company; and

3. a case where a company has incorporated a new company jointly with another company (including Cooperative Structured Financial Institutions) as a result of a business alliance: the figure obtained by multiplying the book value of the total assets of the new company as of the last day of the most recent business year of the new company by the Investment Ratio is less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and the figure obtained by multiplying the net sales in the most recent business year of the new company by the Investment Ratio is less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company.
- (viii) the matter set forth in Article 29, item (ii) of the Order: that the transfer or acquisition of shares or equity involving changes in a Second-Tier Subsidiary Company is one which involves the changes in the following Second-Tier Subsidiary Companies:
- (a) a Second-Tier Subsidiary Company for which the book value of the total assets as of the last day of the most recent business year of said Second-Tier Subsidiary Company or of a company which will newly become a Second-Tier Subsidiary Company is less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and for which the net sales in the most recent business year of said Second-Tier Subsidiary Company or the company which will newly become a Second-Tier Subsidiary Company are expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Linked Subsidiary Company; or
 - (b) a Second-Tier Subsidiary Company for which the book value of the total assets as of the last day of each business year of said Second-Tier Subsidiary Company which commences within three years from the scheduled date of incorporation of the Second-Tier Subsidiary Company which will newly be incorporated is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and for which the net sales of each said business year are expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Linked Subsidiary Company.
- (ix) the matter set forth in Article 29, item (iii) of the Order: that the amount of decrease or increase in the assets of the relevant Linked Subsidiary

Company as a result of the transfer or acquisition of Fixed Assets is expected to be less than the amount equivalent to 30 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company;

- (x) the matter set forth in Article 29, item (iv) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the scheduled suspension or abolition date of business in whole or in part, the amount of decrease in net sales as a result of the suspension or abolition of business is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Linked Subsidiary Company;
- (xi) the matter set forth in Article 29, item (vi) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the scheduled date of commencement of new business, the amount of increase in net sales as a result of the commencement of new business is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the relevant Linked Subsidiary Company, and that the total amount of special expenditures for the commencement of new business is expected to be less than the amount equivalent to ten percent of the book value of the Fixed Assets as of the last day of the most recent business year of the Linked Subsidiary Company;
- (xii) the matter set forth in Article 29, item (viii) of the Order: that the figure obtained by dividing the amount of dividend of surplus per share by the amount of dividend of surplus per share pertaining to the period corresponding to the preceding business year shall be more than 0.8 and less than 1.2 (limited to cases where the amount of dividend of surplus per share in the most recent business year of the Linked Subsidiary Company and the amount of dividend of surplus per share in the most recent business year which the Listed Company, etc. determined based on the dividend of surplus of the Linked Subsidiary Company are the same).

(Criteria for Regarding a Material Fact Pertaining to Fact Occurred in a Subsidiary Company as Minor)

Article 53 (1) The criteria specified by Cabinet Office Ordinance as those that may have only a minor influence on investors' investment decisions, prescribed in Article 166, paragraph (2) of the Act and related to the matter set forth in item (vi) of that paragraph (excluding those prescribed in the following paragraph), shall be specified in the following items according to the category of facts set forth in the respective items:

- (i) the matter set forth in Article 166, paragraph (2), item (vi), sub-item (a) of

the Act: that the amount of damage arising from disaster or in the course of operations is expected to be less than the amount equivalent to three percent of the Amount of Net Assets as of the last day of the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs;

(ii) the fact set forth in Article 29-2, item (i) of the Order: that such fact falls under either of the following sub-items:

(a) in cases where an action has been filed, the value of the subject matter of suit is less than the amount equivalent to 15 percent of the Amount of Net Assets as of the last day of the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs, and in a case where a claim was defeated in such action, where the action was approved as filed immediately after the filing of said action, in each business year which commences within three years from the day of commencement of the business year which includes the filing date of such action, the amount of reduction in net sales as a result of said defeat is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Corporate Group; or

(b) in cases where a judgment has been made regarding an action or where a suit pertaining to an action has concluded in whole or in part other than by judicial decision (referred to as "Judgment, etc." in sub-item (b)), when a Judgment, etc. regarding the filing of an action which falls under the criteria set forth in sub-item (a) has been made or when the part of the suit regarding the filing of an action which does not fall under the criteria set forth in sub-item (a) has been concluded other than by judicial decision, the amount of property to be delivered by the relevant Subsidiary Company (including Cooperative Structured Financial Institutions) as a result of said Judgment, etc. is expected to be less than the amount equivalent to three percent of the Amount of Net Assets as of the last day of the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs, and in each business year which commences within three years from the day of commencement of the business year which includes the date of such Judgment, etc., the amount of reduction in net sales as a result of said Judgment, etc. is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of said Corporate Group.

(iii) the fact set forth in Article 29-2, item (ii) of the Order: that such fact falls under either of the following sub-items:

(a) in cases where a petition seeking a provisional disposition order has been filed, if said provisional disposition order was issued as filed in such petition immediately after the filing of said petition, in each business year

- which commences within three years from the day of commencement of the business year which includes the date of said petition, the amount of reduction in net sales as a result of said provisional disposition order is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs; or
- (b) in cases where a judicial decision has been made regarding a petition seeking a provisional disposition or where the procedures pertaining to such a petition have been concluded in whole or in part other than by judicial decision (referred to as "Judicial Decision, etc." in sub-item (b)), in each business year which commences within three years from the day of commencement of the business year which includes the date of said Judicial Decision, etc., the amount of reduction in net sales as a result of said Judicial Decision, etc. is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Corporate Group to which the Listed Company, etc. belongs.
- (iv) the fact set forth in Article 29-2, item (iii) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the day of disposition under laws and regulations, the amount of reduction in net sales as a result of said disposition is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs;
- (v) the fact set forth in Article 29-2, item (vii) of the Order: that the amount for which there is a risk of default with regard to accounts receivable, loaned money, any other claims, or the rights to obtain reimbursement is expected to be less than the amount equivalent to three percent of the Amount of Net Assets as of the last day of the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs;
- (vi) the fact set forth in Article 29-2, item (viii) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the date of suspension of a transaction with a Major Trading Partner, the amount of reduction in net sales as a result of the suspension of the transaction is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs;
- (vii) the fact set forth in Article 29-2, item (ix) of the Order: that the amount of exemption from obligation or the amount of assumption or performance of obligations shall be less than the amount equivalent to ten percent of the total amount of obligations as of the last day of the most recent business year

- of the Corporate Group to which the relevant Listed Company, etc. belongs;
- (viii) the fact set forth in Article 29-2, item (x) of the Order: that in each business year which commences within three years from the day of commencement of the business year in which mining or collection of a discovered resource is commenced, the amount of increase in net sales as a result of business using said resource is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Corporate Group to which the relevant Listed Company, etc. belongs.
- (2) In cases where Sales and Purchases, etc. concerning Subsidiary Linked Shares are conducted, the criteria specified by Cabinet Office Ordinance as those that may have only a minor influence on investors' investment decisions, prescribed in Article 166, paragraph (2) of the Act and related to the fact set forth in item (vi) of that paragraph concerning Linked Subsidiary Companies, shall be specified in the following items according to the category of facts set forth in the respective items:
- (i) the fact set forth in Article 166, paragraph (2), item (vi), sub-item (a) of the Act: that the amount of damage arising from disaster or in the course of operations is expected to be less than the amount equivalent to three percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company;
- (ii) the fact set forth in Article 29-2, item (i) of the Order: that such fact falls under either of the following sub-items:
- (a) in cases where an action has been filed, the value of the subject matter of suit is less than the amount equivalent to 15 percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and in a case where a claim was defeated in such action, where the action was approved as filed immediately after the filing of said action, in each business year which commences within three years from the day of commencement of the business year which includes the filing date of such action, the amount of reduction in net sales as a result of said defeat is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company; or
- (b) in cases where a judgment has been made regarding an action or where a suit pertaining to an action has concluded in whole or in part other than by judicial decision (referred to as "Judgment, etc." in sub-item (b)), when a Judgment, etc. regarding the filing of an action which falls under the criteria set forth in sub-item (a) has been made or when the part of the suit regarding the filing of an action which does not fall under the criteria set forth in sub-item (a) has been concluded other than by judicial decision, the amount of property to be delivered by the Subsidiary Company (including

Cooperative Structured Financial Institutions) as a result of said Judgment, etc. is expected to be less than the amount equivalent to three percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company, and in each business year which commences within three years from the day of commencement of the business year which includes the date of such Judgment, etc., the amount of reduction in net sales as a result of said Judgment, etc. is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company.

(iii) the fact set forth in Article 29-2, item (ii) of the Order: that such fact falls under either of the following sub-items:

(a) in cases where a petition seeking a provisional disposition order has been filed, if said provisional disposition order was issued as filed in such petition immediately after the filing of said petition, in each business year which commences within three years from the day of commencement of the business year which includes the date of said petition, the amount of reduction in net sales as a result of said provisional disposition order is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Linked Subsidiary Company; or

(b) in cases where a judicial decision regarding a petition seeking a provisional disposition order or the procedures pertaining to such a petition have been concluded in whole or in part other than by judicial decision (referred to as "Judicial Decision, etc." in sub-item (b)), in each business year which commences within three years from the day of commencement of the business year which includes the date of said Judicial Decision, etc., the amount of reduction in net sales as a result of said Judicial Decision, etc. is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Linked Subsidiary Company.

(iv) the fact set forth in Article 29-2, item (iii) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the day of disposition under laws and regulations, the amount of reduction in net sales as a result of the disposition is expected to be less than the amount equivalent to ten percent of the amount of the net sales in the most recent business year of the Linked Subsidiary Company;

(v) the fact set forth in Article 29-2, item (vii) of the Order: that the amount for which there is a risk of default with regard to accounts receivable, loaned money, any other claims, or the rights to obtain reimbursement is expected

- to be less than the amount equivalent to three percent of the Amount of Net Assets as of the last day of the most recent business year of the Linked Subsidiary Company;
- (vi) the fact set forth in Article 29-2, item (viii) of the Order: that in each business year which commences within three years from the day of commencement of the business year which includes the date of suspension of a transaction with a Major Trading Partner, the amount of reduction in net sales as a result of the suspension of said transaction is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Linked Subsidiary Company;
 - (vii) the fact set forth in Article 29-2, item (ix) of the Order: that the amount of exemption from obligations or the amount of assumption or performance of obligations shall be less than the amount equivalent to ten percent of the total amount of obligations as of the last day of the most recent business year of the Linked Subsidiary Company; and
 - (viii) the fact set forth in Article 29-2, item (x) of the Order: that in each business year which commences within three years from the day of commencement of the business year in which mining or collection of a discovered resource is commenced, the amount of increase in net sales as a result of business using said resource is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year of the Linked Subsidiary Company.

(Second-Tier Subsidiary Companies)

Article 54 The company specified by Cabinet Office Ordinance as a company controlled by a Subsidiary Company, prescribed in Article 29, item (ii) of the Order, shall be, among the companies which are regarded as a Subsidiary Company of a Listed Company, etc. under Article 8, paragraph (3) of the Ordinance on Financial Statements, etc., a company whose decision-making organ is controlled by the Subsidiary Company under that paragraph and paragraph (4) of that Article.

(Forecasts, etc. of Net Sales, etc. of a Subsidiary Company Which Are to Be Material Facts)

Article 55 (1) A Subsidiary Company which has issued the Securities set forth in Article 2, paragraph (1), item (v), (vii) or (ix) of the Act and listed them on a Financial Instruments Exchange, or any other Subsidiary Company specified by Cabinet Office Ordinance as prescribed in Article 166, paragraph (2), item (vii) of the Act shall be the Issuer of the Securities set forth in the items of Article 27-2 of the Order and the Linked Subsidiary Company (limited to the cases where it conducts Sales and Purchases, etc. concerning Subsidiary

Linked Shares).

(2) The criteria specified by Cabinet Office Ordinance as those that may have a material influence on investors' investment decisions, prescribed in Article 166, paragraph (2), item (vii) of the Act, shall be set forth in the following items according to the category of matters set forth in the respective items:

(i) net sales: that the figure obtained by dividing the newly prepared forecast or the figure in the settlement of account for the respective business year by the latest publicized forecasts (or publicized actual figures of the preceding business year in the case of a lack of such forecasts) shall be not less than 1.1, or not more than 0.9;

(ii) current profits: that the figure obtained by dividing the newly prepared forecasts or the results in the settlement of account for the business year by the latest publicized forecasts (or publicized actual figures of the preceding business year in the case of a lack of such forecasts) is not less than 1.3, or not more than 0.7 (in cases where the latest publicized forecasts or the results of the preceding business year which have been publicized for lack of said forecasts are zero, such cases shall all be deemed to fall under this criteria), and the figure obtained by dividing the newly prepared forecast or the difference obtained by deducting the smaller from the larger between the results in the settlement of account for the business year and the latest publicized forecasts (or publicized actual figures of the preceding business year in the case of a lack of such forecasts) by the Amount of Net Assets or the amount of stated capital as of the last day of the preceding business year, whichever is larger, is not less than five percent;

(iii) net profit: that the figure obtained by dividing the newly prepared forecasts or the results in the settlement of account for the business year by the latest publicized forecasts (or publicized actual figures of the preceding business year in the case of a lack of such forecasts) is not less than 1.3, or not more than 0.7 (in cases where the latest publicized forecasts or the results of the preceding business year which have been publicized for lack of said forecasts are zero, such cases shall all be deemed to fall under this criteria), and the figure obtained by dividing the newly prepared forecast or the difference obtained by deducting the smaller from the larger between the results in the settlement of account for the business year and the latest publicized forecasts (or publicized actual figures of the preceding business year in the case of a lack of such forecasts) by the Amount of Net Assets or the amount of stated capital as of the last day of the preceding business year, whichever is larger, is not less than five percent.

(Public Inspection of Material Facts, etc. or Facts Concerning a Tender Offer, etc.)

Article 56 (1) A Financial Instruments Exchange which has received a notice of Material Facts, etc. (meaning Material Facts, etc. as prescribed in Article 30, paragraph (1), item (i) of the Order; hereinafter the same shall apply in this Article) or Facts Concerning a Tender Offer, etc. (meaning Facts Concerning a Tender Offer, etc. as prescribed in item (ii) of that paragraph; hereinafter the same shall apply in this Article) as prescribed in item (ii) or (iii) of that paragraph (in cases where the person who has been notified of the Material Facts, etc. or Facts Concerning a Tender Offer, etc. is an Authorized Financial Instruments Firms Association, such Authorized Financial Instruments Firms Association; hereinafter the same shall apply in this Article) shall make the Material Facts, etc. or Facts Concerning a Tender Offer, etc. of which it has been notified available for public inspection by Electromagnetic Means.

(2) The Electromagnetic Means prescribed in the preceding paragraph shall be, among the methods that use an electronic data processing system that links the computer used by a Financial Instruments Exchange and the computer used by the recipient of such information via a telecommunications line and which transmits the information via said telecommunications line and records such information in a file stored on the computer used by the recipient of such information, a method of offering the contents of information recorded in a file stored on the computer used by said Financial Instruments Exchange to the recipient for inspection via a telecommunications line and recording such information in a file stored on the computer used by the recipient of such information which uses an Automatic Public Transmission Server (meaning the automatic public transmission server prescribed in Article 2, paragraph (1), item (ix)-5, sub-item (a) of the Copyright Act (Act No. 48 of 1970)) connected to the Internet.

(3) The method set forth in the preceding paragraph shall be one that has taken the necessary measures to prevent unauthorized access, etc. through such telecommunications line.

(4) The Financial Instruments Exchange prescribed in paragraph (1) shall make the Material Facts, etc. or Facts Concerning a Trade Offer, etc. of which it has been notified, available for public inspection for 7 consecutive days or more.

(Securities, etc. Not Included in Share Certificates, etc.)

Article 57 (1) Those specified by Cabinet Office Ordinance, prescribed in Article 31 of the Order, shall be as follows:

(i) share certificates pertaining to shares with no voting rights on any of the matters which may be resolved at a shareholders meeting;

(ii) share option certificates or corporate bond certificates with share options with the right to acquire only shares set forth in preceding item; and

(iii) securities or certificates issued by a foreign person which have the nature

- of the Securities set forth in the preceding two items.
- (2) The Securities specified by Cabinet Office Ordinance, prescribed in Article 31 of the Order, shall be as follows:
- (i) Beneficiary Certificates of Securities in Trust of which the Entrusted Securities are share certificates, Share Option Certificates, or corporate bond certificates with share options (including securities or certificates issued by a foreign person which have the nature of such Securities and excluding those set forth in the items of the preceding paragraph; the same shall apply in the following item) (referred to as the "Beneficiary Certificates of Share Certificates, etc. in Trust" in item (iv) of the following paragraph); and
 - (ii) the Securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate rights pertaining to share certificates, share option certificates, or corporate bond certificates with share options (referred to as the "Depository Receipts for Share Certificates, etc." in item (v) of the following paragraph).
- (3) The number of voting rights pertaining to shares which have been converted as specified by Cabinet Office Ordinance, prescribed in Article 31 of the Order, shall be the number obtained through a conversion by a method listed in the following items:
- (i) for share option certificates, the method in which said number is the number of voting rights pertaining to shares underlying the share options;
 - (ii) for corporate bond certificates with share options, the method in which said number is the number of voting rights pertaining to shares underlying the share options attached to the corporate bond certificates with share options;
 - (iii) for securities or certificates issued by a foreign person which have the nature of share certificates, the method in which said number is the number of voting rights pertaining to shares, and for those which have the nature of share option certificates or corporate bond certificates with share options, the method in which said number is the number of voting rights pertaining to the shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation;
 - (iv) for Beneficiary Certificates of Share Certificates, etc. in Trust, the method in which said number shall be the number set forth in the following items according to the category of the Entrusted Securities set forth in the respective items:
 - (a) share certificates: the number of voting rights pertaining to shares of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;
 - (b) share option certificates: the number of voting rights pertaining to shares underlying share options of share option certificates of a beneficial interest

indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;

- (c) corporate bond certificates with share options: the number of voting rights pertaining to share certificates underlying the share options which are attached to the corporate bond certificates with share options of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;
 - (d) securities or certificates issued by a foreign person which have the nature of share certificates: the number of voting rights pertaining to share certificates of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust; and
 - (e) securities or certificates issued by a foreign person which have the nature of share option certificates or corporate bond certificates with share options: the number of voting rights pertaining to the shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation.
- (v) for Depository Receipts for Share Certificates, etc., the method in which said number is the number set forth in the following items according to the category of Securities pertaining to the rights indicated on the Depository Receipts for Share Certificates, etc.:
- (a) share certificates: the number of voting rights pertaining to shares underlying the rights indicated on the Depository Receipts for Share Certificates, etc.;
 - (b) share option certificates: the number of voting rights pertaining to share certificates underlying share options of the share option certificates underlying the rights indicated on the Depository Receipts for Share Certificates, etc.;
 - (c) corporate bond certificates with share options: the number of voting rights pertaining to shares underlying share options attached to corporate bond certificates with share options underlying the rights indicated on the Depository Receipts for Share Certificates, etc.;
 - (d) securities or certificates issued by a foreign person which have the nature of share certificates: the number of voting rights pertaining to shares underlying the rights indicated on the Depository Receipts for Share Certificates, etc.; and
 - (e) securities or certificates issued by a foreign person which have the nature of share option certificates or corporate bond certificates with share options: the number of voting rights pertaining to the shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation.

(Sales and Purchases, etc. Concerning Corporate Bond Certificates Subject to Regulation)

Article 58 The case specified by Cabinet Office Ordinance, prescribed in Article 166, paragraph (6), item (vi) of the Act, shall be a case where conducting Sales and Purchases, etc. while knowing the Material Facts prescribed in paragraph (2) of that Article which are related to the matters set forth in item (i), sub-item (m) of that paragraph or Article 28, item (viii) of the Order or the matters set forth in Article 28-2, item (v) or (vi) of the Order.

(Exemptions on Regulations pertaining to Material Facts)

Article 59 (1) The cases where Sales and Purchases, etc. are made in performance of a contract for Sales and Purchases, etc. of Specified Securities, etc. of the Listed Company, etc. which was concluded before a Material Fact Pertaining to Business or Other Matters prescribed in Article 166, paragraph (1) of the Act of the Listed Company, etc. had come to be known or in the implementation of a plan for Sales and Purchases, etc. of Specified Securities, etc. of the Listed Company, etc. decided before a Material Fact Pertaining to Business or Other Matters of the Listed Company, etc., which are specified by Cabinet Office Ordinance had come to be known, prescribed in Article 166, paragraph (6), item (viii) of the Act, shall be the following cases:

- (i) cases where a person who has, before coming to know a Material Fact Pertaining to Business or Other Matters (meaning a Material Fact Pertaining to Business or Other Matters prescribed in Article 166, paragraph (1) of the Act; hereinafter the same shall apply in this paragraph), concluded a contract regarding Sales and Purchases, etc. concerning Specified Securities, etc. issued by a Listed Company, etc. in writing with the Listed Company, etc., makes said Sales and Purchases, etc. in performance of said contract on the date of Sales and Purchases, etc. specified in the written contract, or during a period from ten days prior to the time limit for said Sales and Purchases, etc. specified in the written contract until such time limit;
- (ii) cases where a person who has, before coming to know a Material Fact Pertaining to Business or Other Matters, concluded a contract for a Margin Transaction with a Financial Instruments Business Operator, makes a Reversing Trade in performance of said contract during a period from ten days prior to the deferred time limit of performance of obligations pertaining to Securities for sale or the loan for purchase price specified by a Financial Instruments Exchange or Authorized Financial Instruments Firms Association;
- (iii) cases where a person who has, before coming to know a Material Fact Pertaining to Business or Other Matters, concluded a contract regarding the

- transactions set forth in Article 2, paragraph (21), item (v) or paragraph (22), item (vi) of the Act concerning Specified Securities, etc. in writing, pays or receives money between the parties, and transfers said Specified Securities, etc. in performance of said contract in cases where any causes set forth in Article 2, paragraph (21), item (v), sub-item (a) or (b) or paragraph (22), item (vi), sub-item (a) or (b) of the Act occur;
- (iv) cases where an officer or employee of a Listed Company, etc. (including an officer or employee of another company over which said Listed Company has control, directly or indirectly; hereinafter the same shall apply in this item and the following item) jointly with another officer or employee of said Listed Company, etc. makes a purchase of share certificates of said Listed Company, etc. (limited to cases where such purchase is to be made by Entrustment, etc. to a Financial Instruments Business Operator, etc. when said Listed Company, etc. purchases share certificates other than the share certificates which said Listed Company, etc. has purchased pursuant to the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Articles 165, paragraph (3) of that Act)) and such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each officer or employee contributes less than one million yen per occasion; the same shall apply in the following item);
 - (v) cases where an officer or employee of a Listed Company, etc. concludes a trust contract with a person engaged in Trust Business for the purpose of investing trust property in share certificates of the Listed Company, etc. where pursuant to the trust contract, said officer or employee gives instructions for the purchase of share certificates of the Listed Company, etc. to said person engaged in Trust Business, and where such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases in which the trust property for which the settlor is said officer or employee and the trust property for which the settlor is another officer or employee of the Listed Company, etc. are jointly invested);
 - (vi) cases where an employee of an Associated Company of a Listed Company, etc. jointly with another employee of said Associated Company makes a purchase of share certificates of said Listed Company, etc. by Entrustment, etc. to a Financial Instruments Business Operator (excluding cases set forth in item (iv)) and such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each employee contributes less than one million yen per occasion; the same shall apply in the following item);
 - (vii) cases where an employee of an Associated Company of a Listed Company,

- etc. concludes a trust contract with a person engaged in Trust Business for the purpose of investing trust property in share certificates of said Listed Company, etc. where pursuant to the trust contract, said officer or employee gives instructions for the purchase of share certificates of the Listed Company, etc. to said person engaged in Trust Business (excluding cases set forth in item (v)), and where such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases in which the trust property for which the settlor is said employee and the trust property for which the settlor is another employee of said Associated Company are jointly invested);
- (viii) cases where a Person Who Has a Transaction Relationship with a Listed Company, etc. (meaning a person who has a transaction relationship with the Listed Company, etc. as designated by the Listed Company, etc.; hereinafter the same shall apply in this item) jointly with another Person Who Has a Transaction Relationship with said Listed Company, etc. makes a purchase of share certificates of the Listed Company, etc. by Entrustment, etc. to a Financial Instruments Business Operator and where such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each Person Who Has a Transaction Relationship contributes less than one million yen per occasion);
- (ix) cases where a purchase of share certificates (including Preferred Equity Investment) of a Listed Company, etc. is made by Entrustment, etc. to a Financial Instruments Business Operator pursuant to a Contract for Cumulative Investment, and where such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where the amount to be paid in for one issue by each customer is less than one million yen per month);
- (x) cases where Purchase, etc. (meaning the Purchase, etc. prescribed in Article 27-2, paragraph (1) of the Act) is made in accordance with the plan of tender offer prescribed in Article 27-2, paragraph (1) of the Act for which a Public Notice for Commencing Tender Offer under Article 27-3, paragraph (2) of the Act is made, before a Material Fact Pertaining to Business or Other Matters has come to be known;
- (xi) cases where Purchase, etc. (meaning the Purchase, etc. prescribed in Article 27-22-2, paragraph (1) of the Act) is made in accordance with the plan of tender offer prescribed in Article 27-22-2, paragraph (1) of the Act of which the Director General of the Kanto Finance Bureau has been notified in accordance with Article 27-3, paragraph (2) of the Act as applied *mutatis mutandis* pursuant to Article 27-22-2, paragraph (2) of the Act, before a Material Fact Pertaining to Business or Other Matters has come to be known; and

- (xii) cases where the Secondary Distribution of the Specified Securities (limited to those for which a Financial Instrument Business Operator handles the Secondary Distribution) or the Solicitation for Selling, etc. Only for Professional Investors (limited to those for which a Financial Instruments Business Operator handles the Solicitation for Selling, etc. Only for Professional Investors) is made in accordance with a plan concerning the Secondary Distribution of Specified Securities or the Solicitation for Selling, etc. Only for Professional Investors for which the consent of the Issuer has been obtained or a plan concerning the Secondary Distribution of Specified Securities or Solicitation for Selling, etc. Only for Professional Investors which has been disclosed in accordance with the measures for publication specified in Article 30 of the Order, before a Material Fact Pertaining to Business or Other Matters has come to be known.
- (2) The other company over which a Listed Company, etc. has control, directly or indirectly, prescribed in item (iv) of the preceding paragraph, means a company which falls under either of the following items:
- (i) in cases where a Listed Company, etc. holds voting rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. of another company, said other company; or
 - (ii) in cases where the company under the preceding item holds voting rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. of another company, said other company.
- (3) The Associated Company prescribed in paragraph (1), items (vi) and (vii) means a company (excluding a Listed Company, etc.) which falls under any of the following items:
- (i) in cases where a Listed Company, etc. holds voting rights of not less than 25 percent of the Voting Rights Held by All the Shareholders, etc. of another company, such other company;
 - (ii) in cases where the net sales of another company to a Listed Company, etc. in the previous business year were not less than 50 percent of the total amount of net sales of the other company, such other company; and
 - (iii) in cases where the purchases of another company from a Listed Company, etc. in the previous business year were not less than 50 percent of the total amount of purchase of the other company, such other company.
- (4) The provision of Article 4-4, paragraph (3) of the Order shall apply mutatis mutandis to voting rights held by a Listed Company, etc. under the items of paragraph (2) and item (i) of the preceding paragraph, or those held by another company set forth in paragraph (2), item (i).

(Transactions Equivalent to a Purchase, etc. of Share Certificates, etc.)

Article 60 The transactions specified by Cabinet Office Ordinance, prescribed in

Article 33-3, item (iv) of the Order, shall be those specified in the following items according to the transactions set forth in the respective items:

- (i) the transactions set forth in Article 2, paragraph (21), item (ii) of the Act concerning Share Certificates, etc. (meaning the Share Certificates, etc. prescribed in Article 167, paragraph (1) of the Act; hereinafter the same shall apply except in Article 62): the transactions in which the person is the party to receive money when the Actual Figure exceeds the Agreed Figure (in cases of Seller Related Share Certificates, etc., the party to pay money; hereinafter the same shall apply in this Article and the following Article);
- (ii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (ii) of that paragraph (including the transactions equivalent thereto specified by a Financial Instruments Exchange; hereinafter the same shall apply in this item) concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the Actual Figure exceeds the Agreed Figure in the transaction set forth in item (ii) of that paragraph that are related to said Options, or Options equivalent thereto specified by a Financial Instruments Exchange) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money (in cases of Seller Related Share Certificates, etc., the party to receive money; hereinafter the same shall apply in this Article and the following Article) when the Actual Figure exceeds the Agreed Figure in the transaction set forth in item (ii) of that paragraph that are related to said Options, or Options equivalent thereto specified by a Financial Instruments Exchange);
- (iii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the sale and purchase of Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer (in cases of Seller Related Share Certificates, etc., the position as a seller; hereinafter the same shall apply in this Article and the following Article) in the sale and purchase of Share Certificates, etc. related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer (in cases of Seller Related Share Certificates, etc., the position as a seller; hereinafter the same shall apply in this Article and the following Article) in the sale and purchase of Share Certificates, etc. related to said Options);
- (iv) the transactions set forth in Article 2, paragraph (21), item (iv) of the Act concerning Share Certificates, etc.: the transactions in which the person is the party to receive money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the

- transaction, or the party to pay money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the transaction;
- (v) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (iv) of that paragraph concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to pay money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transaction set forth in item (iv) of that paragraph that are related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the transaction or the party to receive money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transaction set forth in item (iv) of that paragraph that are related to said Options);
 - (vi) the transactions set forth in Article 2, paragraph (21), item (v) of the Act concerning Share Certificates, etc.: the transactions in which the person is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur;
 - (vii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (v) of that paragraph concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur in the transaction set forth in item (v) of that paragraph that are related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur in the transaction set forth in item (v) of that paragraph that are related to said Options);
 - (viii) Foreign Market Derivatives Transactions concerning Share Certificates etc.: anything similar to the transactions specified in the preceding items according to the category of transactions set forth in the respective items;
 - (ix) the transactions set forth in Article 2, paragraph (22), item (ii) of the Act concerning Share Certificates, etc.: the transactions in which the person is the party to receive money when the Actual Figure exceeds the Agreed

- Figure, or any other transactions similar thereto;
- (x) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (ii) of that paragraph concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options similar thereto);
 - (xi) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the sale and purchase of Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of Share Certificates, etc. related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of Share Certificates, etc. related to said Options, or Options similar thereto);
 - (xii) the transactions set forth in Article 2, paragraph (22), item (iv) of the Act concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the actual price of said Share Certificates, etc. at the actual time of the exercise of the Options exceeds the figure agreed upon in advance as the price of the Share Certificates, etc. in the case of exercise of Options, in the transactions that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the actual price of said Share Certificates, etc. at the actual time of the exercise of the Options exceeds the figure agreed in advance as price of the Share Certificates, etc. in the case of exercise of Options, in the transactions that are related to said Options, or Options similar thereto);
 - (xiii) the transactions set forth in Article 2, paragraph (22), item (v) of the Act concerning Share Certificates, etc.: the transactions in which the person is the party to receive money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to pay money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the transaction, or any other transactions similar thereto;
 - (xiv) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act

- related to the transactions set forth in item (v) of that paragraph concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to pay money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transaction set forth in item (v) of that paragraph that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to receive money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transaction set forth in item (v) of that paragraph that are related to said Options, or Options similar thereto);
- (xv) the transactions set forth in Article 2, paragraph (22), item (vi) of the Act concerning Share Certificates, etc.: the transactions in which the person is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, or any other transactions similar thereto; and
- (xvi) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (vi) of that paragraph concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur in the transactions set forth in item (vi) of that paragraph that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur in the transactions set forth in item (vi) of that paragraph that are related to said Options, or Options similar thereto).

(Transactions Equivalent to Sales, etc. of Share Certificates, etc.)

Article 61 The transactions specified by Cabinet Office Ordinance, prescribed in Article 33-4, item (iv) of the Order, shall be those specified in the following items according to the transactions set forth in the respective items:

- (i) the transactions set forth in Article 2, paragraph (21), item (ii) of the Act, concerning Share Certificates, etc.: the transactions in which the person is the party to pay money when the Actual Figure exceeds the Agreed Figure;

- (ii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (ii) of that paragraph (including the transactions equivalent thereto specified by a Financial Instruments Exchange; hereinafter the same shall apply in this item) concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options equivalent thereto specified by a Financial Instruments Exchange) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options equivalent thereto specified by a Financial Instruments Exchange);
- (iii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the sale and purchase of Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of Share Certificates, etc. related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options acquires the position as a buyer in the sale and purchase of Share Certificates, etc. related to said Options);
- (iv) the transactions set forth in Article 2, paragraph (21), item (iv) of the Act concerning Share Certificates, etc.: the transactions in which the person is the party to pay money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to receive money when the price of the Share Certificates, etc. falls compared to the price at the time of entering in to the agreement for the transaction;
- (v) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (iv) of that paragraph concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to receive money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transactions set forth in item (iv) of that paragraph that are related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the price of the Share Certificates, etc. rises compared to the price at the time of

- entering into the agreement for the transaction, or the party to pay money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transactions set forth in item (iv) of that paragraph that are related to said Options);
- (vi) the transactions set forth in Article 2, paragraph (21), item (v) of the Act concerning Share Certificates, etc.: the transactions in which the person is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur;
 - (vii) the transactions set forth in Article 2, paragraph (21), item (iii) of the Act related to the transactions set forth in item (v) of that paragraph concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur in the transactions set forth in item (v) of that paragraph that are related to said Options) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur in the transactions set forth in item (v) of that paragraph that are related to said Options);
 - (viii) Foreign Market Derivatives Transactions concerning Share Certificates, etc.: anything similar to the transactions specified in the preceding items according to the category of transactions set forth in the respective items;
 - (ix) the transactions set forth in Article 2, paragraph (22), item (ii) of the Act concerning Share Certificates, etc.: the transactions in which the person is the party to pay money when the Actual Figure exceeds the Agreed Figure, or any other transactions similar thereto;
 - (x) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (ii) of that paragraph concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the Actual Figure exceeds the Agreed Figure in the transactions set forth in item (ii) of that paragraph that are related to said Options, or Options similar thereto);
 - (xi) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the sale and purchase of Share Certificates, etc.: the acquisition of

- Options (limited to Options wherein the person who exercises the Options acquires the position as a seller in the sale and purchase of Share Certificates, etc. related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options acquires the position of a buyer in the sale and purchase of Share Certificates, etc. related to said Options, or Options similar thereto);
- (xii) the transactions set forth in Article 2, paragraph (22), item (iv) of the Act concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the actual price of said Share Certificates, etc. at the actual time of the exercise of the Options exceeds the figure agreed upon in advance as the price of the Share Certificates, etc. in the case of exercise of Options, in the transactions that are related to said Options, or those similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the actual price of said Share Certificates, etc. at the actual time of the exercise of the Options exceeds the figure agreed upon in advance as the price of the Share Certificates, etc. in the case of exercise of Options in the transactions that are related to said Options, or Options similar thereto);
- (xiii) the transactions set forth in Article 2, paragraph (22), item (v) of the Act concerning Share Certificates, etc.: the transactions in which the person is the party to pay money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to receive money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the transaction, or any other transactions similar thereto;
- (xiv) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (v) of that paragraph concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to receive money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the transaction, in the transactions set forth in item (v) of that paragraph that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the price of the Share Certificates, etc. rises compared to the price at the time of entering into the agreement for the transaction, or the party to pay money when the price of the Share Certificates, etc. falls compared to the price at the time of entering into the agreement for the

- transaction, in the transactions set forth in item (v) of that paragraph that are related to said Options, or Options similar thereto);
- (xv) the transactions set forth in Article 2, paragraph (22), item (vi) of the Act concerning Share Certificates, etc.: the transactions in which the person is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur, or any other transactions similar thereto; and
- (xvi) the transactions set forth in Article 2, paragraph (22), item (iii) of the Act related to the transactions set forth in item (vi) of that paragraph concerning Share Certificates, etc.: the acquisition of Options (limited to Options wherein the person who exercises the Options is the party to receive money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur in the transactions set forth in that item that are related to said Options, or Options similar thereto) and the granting of Options (limited to Options wherein the person who exercises the Options is the party to pay money when the causes agreed upon by the parties in advance and set forth in sub-item (a) or sub-item (b) of that item occur in the transactions set forth in that item that are related to said Options, or Options similar thereto).

(Criteria for Regarding Facts Concerning a Tender Offer, etc. as Minor)

Article 62 The criteria specified by Cabinet Office Ordinance as those that may have only a minor influence on investors' investment decisions, prescribed in Article 167, paragraph (2) of the Act, shall be those concerning the buying up prescribed in Article 31 of the Order among Facts Concerning Tender Offer, etc. (meaning the Facts Concerning Tender Offer, etc. prescribed in Article 167, paragraph (3) of the Act; the same shall apply in paragraph (1) of the following Article), and shall be related to those in which the number of Share Certificates, etc. (meaning the Share Certificates, etc. prescribed in Article 31 of the Order) bought up every year through buying up is less than 2.5 percent of the Voting Rights Held by All Shareholders, etc. of a company which is the Issuer of said Share Certificates, etc.

(Exemptions on the Regulation Pertaining to Tender Offers, etc.)

Article 63 (1) The cases where Purchases, etc. or Sales, etc. are made in performance of a contract for Purchases, etc. or Sales, etc. of Share Certificates, etc. subject to a Tender Offer, etc. concluded before a Fact Concerning Tender Offer, etc. by the Tender Offeror, etc. has come to be known or as the implementation of a plan for Purchases, etc. or Sales, etc. of share certificates, etc. subject to a Tender Offer, etc. decided before a Fact Concerning Tender Offer, etc. by the Tender Offeror, etc. has come to be known, specified by

Cabinet Office Ordinance, prescribed in Article 167, paragraph (5), item (viii) of the Act, shall be the following cases:

- (i) cases where a person who has, before coming to know a Fact Concerning a Tender Offer, etc., concluded a contract regarding Purchase, etc. (meaning the Purchase, etc. prescribed in Article 167, paragraph (1) of the Act; hereinafter the same shall apply except in item (x) and item (xi)) or Sale, etc. (meaning the Sales, etc. prescribed in Article 167, paragraph (1) of the Act; hereinafter the same shall apply in this paragraph) concerning Share Certificates, etc. issued by the company which is the Issuer of Listed or Other Share Certificates, etc. or Listed Share Certificates, etc. in writing with such company, makes said Purchase, etc. or Sale, etc. in performance of said contract on the date of Purchase, etc. or Sale, etc. specified in the written contract, or during a period from ten days prior to the time limit for said Purchase, etc. or Sale, etc. specified in the written contract until such time limit;
- (ii) cases where a person who has, before coming to know a Fact Concerning Tender Offer, etc., concluded a contract for a Margin Transaction with a Financial Instruments Business Operator, makes a Reversing Trade in performance of said contract during a period from ten days prior to the deferred time limit for the performance of obligations pertaining to Securities for sale or the loan for purchase price specified by a Financial Instruments Exchange or Authorized Financial Instruments Firms Association;
- (iii) cases where a person who has, before coming to know a Fact Concerning Tender Offer, etc., concluded a contract regarding the transactions set forth in Article 2, paragraph (21), item (v) or paragraph (22), item (vi) of the Act concerning Share Certificates, etc. subject to a Tender Offer, etc. in writing, pays or receives money between the parties, and transfers said Share Certificates, etc. in performance of said contract in cases where any causes set forth in Article 2, paragraph (21), item (v), sub-item (a) or (b) or paragraph (22), item (vi), sub-item (a) or (b) of the Act occur;
- (iv) cases where an officer or employee of a company which is the Issuer of the Listed or Other Share Certificates, etc. or Listed Share Certificates, etc. subject to a Tender Offer, etc. (including an officer or employee of another company over which the aforementioned company has control, directly or indirectly; hereinafter the same shall apply in this item and the following item) jointly with another officer or employee of the company makes purchase of share certificates of said company (limited to the cases where such purchase is made by Entrustment, etc. to a Financial Instruments Business Operator, etc. when said company purchases share certificates other than the share certificates which the company has purchased pursuant

- to the provisions of Article 156, paragraph (1) of the Companies Act (including the cases where it is applied by replacing certain terms pursuant to Articles 165, paragraph (3) of said Act)) and where such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each officer or employee contributes less than one million yen per occasion; the same shall apply in the following item);
- (v) cases where an officer or employee of a company which is the Issuer of the Listed or Other Share Certificates, etc. or Listed Share Certificates, etc. subject to a Tender Offer, etc. concludes a trust contract with a person engaged in Trust Business for the purpose of investing trust property in share certificates of said company where pursuant to the trust contract, said officer or employee gives instructions for the purchase of share certificates of the company to said person engaged in Trust Business, and where such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases in which the trust property for which the settlor is said officer or employee and the trust property for which the settlor is another officer or employee of the company are jointly invested);
- (vi) cases where an employee of an Associated Company of a company which is the Issuer of Listed or Other Share Certificates, etc. or of Listed Share Certificates, etc. pertaining to a Tender Offer, etc. jointly with another employee of said Associated Company makes a purchase of share certificates of said company by Entrustment, etc. to a Financial Instruments Business Operator (excluding cases set forth in item (iv)) and where such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each employee contributes less than one million yen per occasion; the same shall apply in the following item);
- (vii) cases where an employee of an Associated Company of a company which is the Issuer of Listed or Other Share Certificates, etc. or of Listed Share Certificates, etc. subject to a Tender Offer, etc. concludes a trust contract with a person engaged in Trust Business for the purpose of investing trust property in share certificates of said company where pursuant to the trust contract, said officer or employee gives instructions for the purchase of share certificates of the company to said person engaged in Trust Business (excluding cases set forth in item (v)), and where such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases in which the trust property for which the settlor is said employee and the trust property for which the settlor is another employee of said Associated Company are jointly invested);

- (viii) cases where a Person Who Has a Transaction Relationship with the company which is the Issuer of Listed or Other Share Certificates, etc. or of Listed Share Certificates, etc. pertaining to a Tender Offer (meaning a person who has a transaction relationship with the company as designated by the company; hereinafter the same shall apply in this item) jointly with another Person Who Has a Transaction Relationship with said company makes a purchase of share certificates of the company, etc. by Entrustment, etc. to a Financial Instruments Business Operator, and where such purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where each Person Who Has a Transaction Relationship contributes less than one million yen per occasion);
- (ix) cases where a purchase of share certificates of a company which is the Issuer of Listed or Other Share Certificates, etc. or of Listed Share Certificates, etc. subject to a Tender Offer is made by Entrustment, etc. to a Financial Instruments Business Operator pursuant to a Contract for Cumulative Investment, and where such a purchase is made continuously according to a certain plan, without depending on an individual investment decision (limited to cases where the amount to be paid in for one issue by each customer is less than one million yen per month);
- (x) cases where a Purchase, etc. (meaning the Purchase, etc. prescribed in Article 27-2, paragraph (1) of the Act) is made in accordance with the plan of a tender offer prescribed in Article 27-2, paragraph (1) of the Act for which a Public Notice for Commencing Tender Offer under Article 27-3, paragraph (2) of the Act is made, before a Fact Concerning a Tender Offer, etc. has come to be known;
- (xi) cases where a Purchase, etc. (meaning the Purchase, etc. prescribed in Article 27-22-2, paragraph (1) of the Act) is made in accordance with the plan of a tender offer prescribed in Article 27-22-2, paragraph (1) of the Act of which the Director General of the Kanto Finance Bureau was notified in accordance with Article 27-3, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of the Act, before a Fact Concerning a Tender Offer, etc. has come to be known;
- (xii) cases where the Secondary Distribution of Listed or Other Share Certificates, etc. (limited to those for which a Financial Instruments Business Operator handles the Secondary Distribution) or Solicitation for Selling, etc. Only for Professional Investors (limited to those for which a Financial Instruments Business Operator handles the Solicitation for Selling, etc. Only for Professional Investors) is made in accordance with a plan concerning the Secondary Distribution of Listed or Other Share Certificates, etc. or the Solicitation for Selling, etc. Only for Professional Investors for

- which the consent of the company which is the Issuer has been obtained or a plan concerning the Secondary Distribution of Listed or Other Share Certificates, etc. or Solicitation for Selling, etc. Only for Professional Investors which has been disclosed in accordance with the measures of publication specified in Article 30 of the Order, before a Fact Concerning a Tender Offer, etc. has come to be known.
- (2) The other company over which the company has control, directly or indirectly prescribed in item (iv) of the preceding paragraph means a company (excluding a Listed Company, etc.) which falls under either of the following items:
- (i) in cases where a company which is the Issuer of Listed or Other Share Certificates, etc. or of Listed Share Certificates, etc. subject to a Tender Offer holds voting rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. of another company, said other company; or
 - (ii) in cases where the company under the preceding item holds voting rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. of another company, said other company.
- (3) The Associated Company prescribed in paragraph (1), items (vi) and (vii) means a company (excluding a Listed Company, etc.) which falls under any of the following items:
- (i) in cases where a company which is the Issuer of Listed or Other Share Certificates, etc. or of Listed Share Certificates, etc. subject to a Tender Offer, etc. holds voting rights of not less than 25 percent of the Voting Rights Held by All the Shareholders, etc. of another company, said other company;
 - (ii) in cases where the net sales of another company to a company which is the Issuer of the Listed or Other Share Certificates, etc. or Listed Share Certificates, etc. pertaining to a Tender Offer in the previous business year were not less than 50 percent of the total amount of net sales of said other company, said other company; or
 - (iii) in cases where the purchases of another company from a company which is the Issuer of Listed or Other Share Certificates, etc. or Listed Share Certificates, etc. pertaining to a Tender Offer in the previous business year were not less than 50 percent of the total amount of sales of said other company, said other company.
- (4) The provision of Article 4-4, paragraph (3) of the Order shall apply mutatis mutandis to voting rights held by a Company issuing listed share certificates subject to a Tender Offer or Listed Share Certificates, which falls under the items of paragraph (2) and item (i) of the preceding paragraph, or those held by another company set forth in paragraph (2), item (i).

Chapter VIII Indication in Making Solicitation, etc. to Many and Unspecified Persons

(Exemption from Application of Prohibition on the Indication of an Advantageous Purchase, etc.)

Article 64 The Securities specified by Cabinet Office Ordinance, prescribed in Article 170 of the Act, shall be as follows:

- (i) among the Securities set forth in Article 2, paragraph (1), item (xii) of the Act, Beneficiary Securities of loan trusts with a contract clause for covering the principal;
- (ii) the Securities prescribed in Article 2 of the Ordinance on Definitions;
- (iii) among the Securities set forth in Article 2, paragraph (1), item (xvii) of the Act, those which have the nature of the Securities set forth in item (i) to item (vi) inclusive of that paragraph and the preceding two items;
- (iv) the Securities prescribed in Article 3 of the Ordinance on Definitions;
- (v) among the Securities set forth in Article 2, paragraph (1), item (xix) of the Act, those which are related to the Securities set forth in item (i) to item (vi) inclusive of that paragraph or in the preceding items or the following item to item (ix) inclusive;
- (vi) among the Securities set forth in Article 2, paragraph (1), item (xx) of the Act, those which indicate the rights pertaining to the Securities set forth in item (i) to item (vi) inclusive of that paragraph or in the preceding items;
- (vii) the Securities set forth in Article 1, items (i) and (ii) of the Order;
- (viii) among the beneficial interest of a trust set forth in Article 2, paragraph (2), item (i) of the Act and the rights set forth in item (ii) of that paragraph which are regarded as Securities under that paragraph, those which have a contract clause for covering the principal; and
- (ix) among those regarded as Securities under the provisions of Article 2, paragraph (2) of the Act, the rights prescribed in Article 1-3-4 of the Order.

(Exemption from Application of the Prohibition on Indication of a Fixed Amount of Dividend, etc.)

Article 65 The Securities specified by Cabinet Office Ordinance, prescribed in Article 171 of the Act, shall be as follows:

- (i) the Securities prescribed in Article 2 of the Ordinance on Definitions;
- (ii) among the Securities set forth in Article 2, paragraph (1), item (xvii) of the Act, those which have the nature of the Securities set forth in item (i) to item (vi) inclusive of that paragraph and the preceding item;
- (iii) the Securities prescribed in Article 3 of the Ordinance on Definitions;
- (iv) among the Securities set forth in Article 2, paragraph (1), item (xix) of the Act, those which are related to the Securities set forth in item (i) to item (vi) inclusive of that paragraph or in the preceding three items or the following item to item (viii) inclusive;

- (v) among the Securities set forth in Article 2, paragraph (1), item (xx) of the Act, those which indicate the rights pertaining to the Securities set forth in item (i) to item (vi) inclusive of that paragraph or the preceding items;
- (vi) the Securities set forth in Article 1, items (i) and (ii) of the Order;
- (vii) among the beneficial interest of a trust set forth in Article 2, paragraph (2), item (i) of the Act and the rights set forth in item (ii) of that paragraph which are regarded as Securities under the provisions of that paragraph, those which have a contract clause for compensation of profits; and
- (viii) among those regarded as Securities under the provisions of Article 2, paragraph (2) of the Act, the rights prescribed in Article 1-3-4 of the Order.