

Ordinance on the Deposit Money of Limited Liability Audit Corporations

(Ordinance of the Cabinet Office and the Ministry of Justice No. 8 of December 7, 2007)

(Procedure for the Application for Execution of Right)

Article 1 A person who intends to file an application for execution of right prescribed in Article 27, paragraph (1) of the Order for Enforcement of the Certified Public Accountants Act (Cabinet Order No. 343 of 1952; hereinafter referred to as the "Order") shall submit to the Commissioner of the Financial Services Agency a written application prepared using appended form 1 by attaching a document proving that he/she has the right set forth in Article 34-33, paragraph (6) of the Certified Public Accountants Act (hereinafter referred to as the "Act") (such right shall be hereinafter referred to as the "right").

(Procedure for Reporting of Right)

Article 2 A person who intends to report his/her right under the provisions of Article 27, paragraph (2) of the Order shall submit to the Commissioner of the Financial Services Agency a written report prepared using appended form 2 by attaching a document proving that he/she has the right.

(Preparation, etc. of a Provisional Distribution Table)

Article 3 In order to carry out the investigation of right under the provisions of Article 27, paragraph (4) of the Order, the Commissioner of the Financial Services Agency shall, without delay after the expiration of the period set forth in paragraph (2) of the same Article, prepare a provisional distribution table, give public notice thereof, and give notice of the contents thereof to the registered limited liability audit corporation (meaning a registered limited liability audit corporation prescribed in Article 34-27, paragraph (1), item (ii), sub-item (b) of the Act; the same shall apply hereinafter) and the trustee (meaning a person who has concluded the contract set forth in Article 34-33, paragraph (3) of the Act (hereinafter referred to as the "guarantee entrustment contract") with said registered limited liability audit corporation; the same shall apply hereinafter) pertaining to the deposit money subject to said investigation of right.

(Holding of a Hearing Session)

Article 4 (1) The procedure for the investigation of right under the provisions of Article 27, paragraph (4) of the Order shall be conducted through a hearing

session which an official designated by the Commissioner of the Financial Services Agency presides over as the chairperson.

- (2) When the person who has filed an application execution of right under the provisions of Article 27, paragraph (1) of the Order, the person who has reported his/her right within the period set forth in paragraph (2) of the same Article, or the registered limited liability audit corporation or trustee (hereinafter collectively referred to as the "person concerned") is unable to attend the hearing session due to illness or any other compelling reason, said person concerned may submit an affidavit, which he/she has signed and sealed, in lieu of making a statement at the hearing session.

Article 5 When the chairperson finds it to be necessary, he/she may request a person with relevant knowledge and experience or any other witness to attend the hearing session.

Article 6 (1) When the chairperson finds it necessary for organizing the business of the session, he/she may give instructions with regard to statement of opinions, production of evidence, and any other necessary matters.

- (2) When the chairperson finds it necessary for maintaining order in the hearing session, he/she may have the person who is disturbing order or is acting or behaving in a disturbing manner leave the session.

Article 7 When the chairperson finds it necessary, he/she may postpone or continue the hearing session. In this case, the chairperson shall decide on the date and place of the next session, give public notice thereof, and give notice thereof to the registered limited liability audit corporation and trustee in advance.

Article 8 The chairperson shall prepare a record stating the following matters with regard to the hearing session, and shall sign and seal said record:

- (i) Indication of the case concerning the hearing session
- (ii) Date and place of the hearing session
- (iii) Job title and name of the chairperson
- (iv) Names and domiciles of the persons concerned who were present
- (v) Names of any other persons present
- (vi) Gist of the opinions stated
- (vii) If any affidavit set forth in Article 4, paragraph (2) has been submitted, a statement to that effect and the gist thereof
- (viii) If any evidence has been produced, a statement to that effect and a list of the evidence
- (ix) Other matters found to be necessary by the chairperson

Article 9 A person concerned may inspect the record set forth in the preceding Article.

(Order of Distribution)

Article 10 In the case where the deposit money prescribed in Article 3 includes, in addition to the portion deposited by the registered limited liability audit corporation, a portion deposited by the trustee, the Commissioner of the Financial Services Agency shall first distribute the deposit money deposited by the registered limited liability audit corporation.

(Procedure, etc. of Distribution)

Article 11 (1) The Commissioner of the Financial Services Agency shall, for the purpose of implementing distribution, send a payment entrustment document prepared using form 27, form 28 or form 28-2 of the Deposit Ordinance (Ordinance of the Ministry of Justice No. 2 of 1959) to the deposit office and deliver certificates prepared using form 29 of the Deposit Ordinance to persons who are to receive the distribution.

(2) When the Commissioner of the Financial Services Agency has conducted the procedure set forth in the preceding paragraph, he/she shall deliver a copy of the payment entrustment document to the registered limited liability audit corporation pertaining to the deposit money subject to said distribution and the trustee who has deposited all or part of said deposit money pursuant to the provisions of Article 34-33, paragraph (4) of the Act.

(Reclaiming of Deposit Money)

Article 12 (1) When a person who has deposited deposit money pursuant to the provisions of Article 34-33, paragraphs (1), (2), (4) or (8) of the Act (in the case where the provisions of Article 15, paragraph (3) are applied, such person shall include a registered limited liability audit corporation which is deemed to have deposited deposit money pursuant to the provisions of the same paragraph; referred to as the "depositor" in the following Article) intends to obtain the approval of the Commissioner of the Financial Services Agency with regard to the reclaiming of said deposit money pursuant to the provisions of Article 34-33, paragraph (10) of the Act, he/she shall submit to the Commissioner of the Financial Services Agency a written application for approval prepared using appended form 3, stating the ground for the reclaiming and the amount of money to be reclaimed or the name, quantity, total face value, etc. of the securities to be reclaimed (including a national government bond where the ownership of the right for said bond is based on the statement or record in the book-entry transfer account registry under the provisions of the Act on

Transfer of Bonds, etc. (Act No. 75 of 2001) (hereinafter referred to as a "book-entry transfer national government bond"); the same shall apply hereinafter) (the brand, amount, etc. shall be stated in the case of a book-entry transfer national government bond; the same shall apply hereinafter), by attaching a document proving that he/she is entitled to the reclaiming and a document that provides a reference for the designation set forth in paragraph (11) of the same Article.

- (2) When the Commissioner of the Financial Services Agency intends to grant the approval set forth in the preceding paragraph, he/she shall, excluding the case of approving the reclaiming of deposit money under the provisions of Article 34-33, paragraph (10), item (iv) of the Act, give public notice of the fact that persons who have rights on the deposit money set forth in the preceding paragraph are to report their rights within a certain period of not less than six months, and that they are to be excluded from the distribution procedure if they fail to make the report within said period, and shall give notice to that effect to the registered limited liability audit corporation and trustee pertaining to said deposit money.
- (3) A person who intends to report his/her right as set forth in the preceding paragraph shall submit to the Commissioner of the Financial Services Agency a written report prepared using appended form 4 by attaching a document proving that he/she has the right.
- (4) The provisions of Article 27, paragraphs (4) to (7) of the Order and the provisions of Article 3 to the preceding Article shall apply mutatis mutandis to the case where there has been reporting of rights within the period set forth in paragraph (2). In this case, the term "paragraph (2)" in Article 27, paragraph (4) of the Order shall be deemed to be replaced with "Article 12, paragraph (2) of the Ordinance on the Deposit Money of Limited Liability Audit Corporations (Ordinance of the Cabinet Office and the Ministry of Justice No. 8 of 2007)," the phrase "finds it necessary for execution of right " in paragraph (7) of the same Article shall be deemed to be replaced with "finds it necessary for execution of right in the case where there has been reporting of rights under the provisions of Article 12, paragraph (2) of the Ordinance on the Deposit Money of Limited Liability Audit Corporations," the term "Article 27, paragraph (4) of the Order" in Article 3 shall be deemed to be replaced with "Article 27, paragraph (4) of the Order as applied mutatis mutandis pursuant to Article 12, paragraph (4)," the term "paragraph (2) of the same Article" in the same Article shall be deemed to be replaced with "Article 12, paragraph (2)," the term "Article 27, paragraph (4) of the Order" in Article 4, paragraph (1) shall be deemed to be replaced with "Article 27, paragraph (4) of the Order as applied mutatis mutandis pursuant to Article 12, paragraph (4)," and the phrase "the person who has filed an application for execution of right under the

provisions of Article 27, paragraph (1) of the Order, the person who has reported his/her right within the period set forth in paragraph (2) of the same Article" in paragraph (2) of the same Article shall be deemed to be replaced with "the person who has reported his/her right within the period set forth in Article 12, paragraph (2)."

- (5) When the Commissioner of the Financial Services Agency has granted the approval set forth in paragraph (1), he/she shall deliver a certificate of the approval of the reclaiming, prepared using appended form 5, to the person who has filed the application for approval set forth in the same paragraph; provided, however, that when the Commissioner of the Financial Services Agency has designated the period in which the deposit money may be reclaimed and the amount of deposit money that may be reclaimed, pursuant to the provisions of Article 34-33, paragraph (11) of the Act, the second page of the certificate of the approval of the reclaiming shall be delivered when such period has arrived (in the case where the procedure for execution of right prescribed in Article 27 of the Order, change in the place of retention, etc. set forth in the following Article, or reclaiming set forth in Article 14 is under way, it shall be delivered when said procedure has completed).
- (6) It shall be sufficient for a person who has obtained the approval set forth in paragraph (1) to attach the certificate of the approval of the reclaiming that has been delivered pursuant to the provisions of the preceding paragraph as the document to be attached to a written request for paying out of deposited property pursuant to the provisions of Article 25, paragraph (1) of the Deposit Ordinance.

(Change in the Place of Retention, etc. of Deposit Money)

- Article 13 (1) A depositor who has deposited deposit money in the form of money alone shall, when, due to a change in the location of the principal office of the registered limited liability audit corporation pertaining to said deposit money, the deposit office nearest thereto has changed, notify to that effect to the Commissioner of the Financial Services Agency without delay.
- (2) When the notification set forth in the preceding paragraph has been given, the Commissioner of the Financial Services Agency shall, excluding the case where the procedure for execution of right set forth in Article 27 of the Order or the procedure for reclaiming set forth in the preceding Article or the following Article is under way, deliver an authenticated copy of the deposit document for said deposit money to the depositor.
 - (3) A depositor who has given the notification set forth in paragraph (1) shall, without delay after receiving delivery of the authenticated copy of the deposit document pursuant to the provisions of the preceding paragraph, request the deposit office to which he/she has deposited said deposit money to change the

place of retention of the deposit money to the deposit office nearest to the principal office as after the change of the location, by prepaying the costs.

- (4) A person who has requested the change in the place of retention set forth in the preceding paragraph shall, without delay after completing the procedure of the change in the place of retention, submit to the Commissioner of the Financial Services Agency a written notice prepared using appended form 6 by attaching an authenticated copy of the deposit document that has been delivered pursuant to the provisions of Article 21-5, paragraph (4) of the Deposit Ordinance and a detailed statement of deposit money, etc. prepared using appended form 7.
- (5) When the Commissioner of the Financial Services Agency has received an authenticated copy of the deposit document attached to the written notice set forth in the preceding paragraph, he/she shall deliver a retention certificate for the authenticated copy of the deposit document to the person who has requested said change in the place of retention.
- (6) A depositor who has deposited deposit money in the form of securities or in the form of money and securities pursuant to the provisions of Article 34-33, paragraph (9) of the Act shall, when, due to a change in the location of the principal office of the registered limited liability audit corporation pertaining to said deposit money, the deposit office nearest thereto has changed, make deposit of deposit money in the same amount as said deposit money with the deposit office nearest to the principal office as after the change of the location without delay.
- (7) A person who has made deposit pursuant to the provisions of the preceding paragraph may file with the Commissioner of the Financial Services Agency an application for approval for reclaiming the deposit money deposited with the deposit office nearest to the principal office as before the change of the location.
- (8) When a person who has made deposit pursuant to the provisions of paragraph (6) intends to file the application set forth in the preceding paragraph, he/she shall submit to the Commissioner of the Financial Services Agency a written application for approval prepared using appended form 8, stating the ground for the reclaiming and the amount of money to be reclaimed or the name, quantity, total face value, etc. of the securities to be reclaimed.
- (9) The provisions of the main clause of paragraph (5) of the preceding Article and paragraph (6) of the same Article shall apply mutatis mutandis to the procedure for reclaiming set forth in paragraph (7). In this case, the phrase "When the Commissioner of the Financial Services Agency has granted the approval set forth in paragraph (1)" in the main clause of paragraph (5) of the same Article shall be deemed to be replaced with "When the Commissioner of the Financial Services Agency has granted the approval for reclaiming the deposit money pertaining to the application for approval set forth in Article 13,

paragraph (7)," the term "appended form 5" in the main clause of the same paragraph shall be deemed to be replaced with "appended form 9," and the term "a person who has obtained the approval set forth in paragraph (1)" in paragraph (6) of the same Article shall be deemed to be replaced with "a person who has obtained the approval pertaining to the application set forth in Article 13, paragraph (7)."

(Replacement of Deposit Money)

Article 14 (1) A person who has deposited securities pursuant to the provisions of Article 34-33, paragraph (9) of the Act may, in the case where the maturity date of said securities has arrived and if said person has deposited deposit money in lieu of said securities in advance, file with the Commissioner of the Financial Services Agency an application for approval for reclaiming said securities.

(2) A person who intends to file the application for approval set forth in the preceding paragraph shall submit to the Commissioner of the Financial Services Agency a written application for approval prepared using appended form 10, stating the contents of the deposited property deposited in lieu of the securities and the name, quantity, total face value, etc. of the securities to be reclaimed.

(3) The provisions of the main clause of Article 12, paragraph (5) and those of paragraph (6) of the same Article shall apply mutatis mutandis to the procedure for reclaiming set forth in paragraph (1). In this case, the phrase "When the Commissioner of the Financial Services Agency has granted the approval set forth in paragraph (1)" in the main clause of paragraph (5) of the same Article shall be deemed to be replaced with "When the Commissioner of the Financial Services Agency has granted the approval for reclaiming the deposit money pertaining to the application for approval set forth in Article 14, paragraph (1)," the term "appended form 5" in the main clause of the same paragraph shall be deemed to be replaced with "appended form 11," and the term "a person who has obtained the approval set forth in paragraph (1)" in paragraph (6) of the same Article shall be deemed to be replaced with "a person who has obtained the approval pertaining to the application set forth in Article 14, paragraph (1)."

(Realization of Securities)

Article 15 (1) When the Commissioner of the Financial Services Agency intends to receive return of securities in order to realize them into cash pursuant to the provisions of Article 27, paragraph (7) of the Order, he/she shall submit to the deposit office two copies of written request for paying out of deposited property.

(2) When the Commissioner of the Financial Services Agency has realized

securities into cash, he/she shall deposit an amount deducting the expense for the realization from the realization value as deposit money in lieu of said securities.

- (3) The deposit money deposited pursuant to the provisions of the preceding paragraph shall be deemed to have been deposited by the registered limited liability audit corporation which has deposited the securities that were returned pursuant to the provisions of paragraph (1).
- (4) When the Commissioner of the Financial Services Agency has made deposit pursuant to the provisions of paragraph (2), he/she shall notify to that effect to the registered limited liability audit corporation prescribed in the preceding paragraph.

(Public Notice, etc.)

Article 16 (1) The public notice prescribed in Article 27, paragraph (2) of the Order, paragraphs (4) and (5) of the same Article (including the cases where they are applied mutatis mutandis pursuant to Article 12, paragraph (4)), Articles 3 and 7 (including the cases where they are applied mutatis mutandis pursuant to Article 12, paragraph (4)), and Article 12, paragraph (2) shall be given through publication in an official gazette.

- (2) The expense for the public notice prescribed in the preceding paragraph and any other expenses necessary for the procedure of the paying out of deposit money (excluding the expense for the realization set forth in Article 27, paragraph (7) of the Order [including the cases where it is applied mutatis mutandis pursuant to Article 12, paragraph (4)]) shall be borne by the person to whom the deposit money will be paid out, with the amount being in accordance with the amount to be paid out through the procedure for return or reclaiming and not more than such amount.

(Application of the Deposit Ordinance)

Article 17 In addition to what is provided for in this Ordinance, the procedures under the Deposit Ordinance shall apply to deposit and paying out of deposit money pertaining to a registered limited liability audit corporation.

Supplementary Provisions

This Ordinance shall come into effect as from the day of enforcement of the Act for Partial Revision of the Certified Public Accountants Act, etc. (Act No. 99 of 2007).