

Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer

(Ordinance of the Ministry of Finance No. 38 of November 26, 1990)

Pursuant to the provisions of Article 27-2, paragraph (1), items (iii) and (v) and paragraph (8), Article 27-3, paragraphs (1) to (3) inclusive and Article 27-3, paragraph (4) of the Securities and Exchange Act (Act No. 25 of 1948) (including cases where it is applied mutatis mutandis pursuant to Article 27-8, paragraph (6), Article 27-11, paragraph (4), and Article 27-13, paragraph (3) of that Act), Article 27-4 and Article 27-5, item (ii) of that Act (including cases where it is applied mutatis mutandis pursuant to Article 27-8, paragraph (10) of that Act), Article 27-6, paragraphs (1) and (2) and Article 27-7, paragraphs (1) and (2) of that Act (including cases where it is applied mutatis mutandis pursuant to Article 27-8, paragraph (12) of that Act), Article 27-8, paragraphs (1) and (2) of that Act (including cases where applied mutatis mutandis pursuant to Article 27-10, paragraph (2) and Article 27-13, paragraph (3) of that Act), Article 27-8, paragraphs (7), (8), and (11), Article 27-9, Article 27-10, paragraph (1), Article 27-11, paragraphs (2) and (3), Article 27-13, paragraphs (1), (2), and (5), and Article 27-14 of that Act and the provisions of Article 6, paragraph (1), Article 7, paragraphs (4) and (5), Article 8, paragraph (5), Article 14, paragraph (1), and Article 14-2 of the Order for Enforcement of the Securities and Exchange Act (Cabinet Order No. 321 of 1965), a Ministerial Ordinance for fully revising the Ministerial Ordinance on Notification, etc. of Tender Offer of Securities (Ordinance of the Ministry of Finance No. 38 of 1971) is enacted as follows.

(Definitions)

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

- (i) Securities: the Securities as prescribed in Article 2, paragraph (1) or (2) of the Financial Instruments and Exchange Act (Act No. 25 of 1948; hereinafter referred to as the "Act");
- (i)-2 Beneficiary Certificates of Share Certificates, etc. in Trust: the Securities as set forth in Article 6, paragraph (1), item (iv) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; hereinafter referred to as the "Order");
- (i)-3 Depository Receipt for Share Certificates etc.: the Securities set forth in Article 6, paragraph (1), item (v) of the Order;
- (ii) Registration Statements: the Registration Statements as prescribed in

- Article 2, paragraph (7) of the Act;
- (iii) Financial Instruments Business Operator: a Financial Instruments Business Operator as prescribed in Article 2, paragraph (9) of the Act (limited to those engaged in Type I Financial Instruments Business as prescribed in Article 28, paragraph (1) of the Act);
 - (iv) Annual Securities Reports: the Annual Securities Reports as prescribed in Article 24, paragraph (1) of the Act;
 - (v) Share Certificates, etc.: the Securities as prescribed in Article 27-2, paragraph (1) of the Act;
 - (vi) Purchase, etc.: the Purchase, etc. as prescribed in Article 27-2, paragraph (1) of the Act;
 - (vii) Price for Purchase, etc.: the price for Purchase, etc. as prescribed in Article 27-2, paragraph (3) of the Act;
 - (viii) Bank, etc.: the Bank, etc. as prescribed in Article 27-2, paragraph (4) of the Act;
 - (ix) Sales, etc.: the Sales, etc. as prescribed in Article 27-2, paragraph (6) of the Act;
 - (x) Tender Offer: the Tender Offer as prescribed in Article 27-2, paragraph (6) of the Act;
 - (xi) Specially Related Party: the Specially Related Party as prescribed in Article 27-2, paragraph (7) of the Act;
 - (xii) Public Notice of the Commencement of a Tender Offer: the public notice as prescribed in Article 27-3, paragraph (2) of the Act;
 - (xiii) Tender Offeror: the Tender Offeror as prescribed in Article 27-3, paragraph (2) of the Act;
 - (xiv) Tender Offer Statement: the documents and documents to be attached thereto as prescribed in Article 27-3, paragraph (2) of the Act;
 - (xv) Terms of Purchase, etc.: the Terms of Purchase, etc. as prescribed in Article 27-3, paragraph (2), item (i) of the Act;
 - (xvi) Tender Offer Period: the Tender Offer Period as prescribed in Article 27-5 of the Act;
 - (xvii) Tender Offer Explanation: the Tender Offer Explanation as prescribed in Article 27-9, paragraph (1) of the Act;
 - (xviii) Target Company's Position Statement: the Target Company's Position Statement as prescribed in Article 27-10, paragraph (1) of the Act;
 - (xix) Tender Offeror's Answer: the Tender Offeror's Answer as prescribed in Article 27-10, paragraph (11) of the Act;
 - (xx) Written Tender Offer Withdrawal Notice: the Written Tender Offer Withdrawal Notice as prescribed in Article 27-11, paragraph (3) of the Act;
 - (xxi) Tendering Shareholder, etc.: the Tendering Shareholder, etc. as prescribed in Article 27-12, paragraph (1) of the Act;

- (xxii) Tendered Share Certificates, etc.: the Tendered Share Certificates, etc. as prescribed in Article 27-12, paragraph (3) of the Act;
- (xxiii) Tender Offer Report: the Tender Offer Report as prescribed in Article 27-13, paragraph (2) of the Act;
- (xxiv) Pro Rata Method: the Pro Rata Method as prescribed in Article 27-13, paragraph (5) of the Act;
- (xxv) Target Company: the issuer of Share Certificates, etc. related to a Tender Offer;
- (xxvi) Internet Address for Electronic Public Notices: characters, marks or other codes or any combination thereof which are assigned for the identification, on the Internet, of the portion of the Electronic Data Processing System for Disclosure (meaning the Electronic Data Processing System for Disclosure as prescribed in Article 27-30-2 of the Act) used for taking the measures prescribed in Article 9-3, paragraph (1), item (i) of the Order and which allow the person who receives information to inspect the details of said information by inputting said information into the computer used by such person.

(Securities Excluded from Share Certificates)

Article 2 The other Securities specified by a Cabinet Office Ordinance, prescribed in Article 6, paragraph (1) of the Order, are the following Securities:

- (i) Share Certificates for shares with no voting rights (meaning the shares with no voting rights as prescribed in Article 6, paragraph (1) of the Order) for which issuance of shares with voting rights in exchange for acquisition of said shares is not so provided in the articles of incorporation;
- (ii) share option certificates or corporate bond certificates with share options with the right to acquire only the shares specified in the preceding item;
- (iii) securities or certificates issued by a foreign person which have the nature of the Securities set forth in the preceding two items;
- (iv) Beneficiary Certificates of Share Certificates, etc. in Trust of which the entrusted securities (meaning the entrusted securities prescribed in Article 2-3, item (iii) of the Order; the same applies in Article 8, paragraph (3), item (vi) and Article 9-6, item (vi)) are the Securities set forth in the preceding three items; or
- (v) Depository Receipt for Share Certificates, etc. which indicate the rights pertaining to the Securities set forth in item (i) to item (iii) inclusive.

(Acts Similar to Acceptance of Transfer for Value)

Article 2-2 The acts specified by a Cabinet Office Ordinance, prescribed in Article 6, paragraph (3), item (iii) of the Order, are the acquisition of corporate bond certificates (limited to the acquisition in which the right to have the

corporate bond certificates redeemed through Share Certificates, etc. for which the issuer is other than that of said corporate bond certificates (limited to the right which enable the person acquiring said corporate bond certificates to have the issuer of said corporate bond certificates redeem them by said Share Certificates, etc.) as the right pertaining to said corporate bond certificates is acquired).

(Entities Excluded from the Category of Corporations, etc. Holding a Special Controlling Interest)

- Article 2-3 (1) The cases specified by a Cabinet Office Ordinance, prescribed in Article 6-2, paragraph (1), item (v) of the Order, are the cases other than those in which a corporation, etc. has been in the position of holding shares or equity pertaining to the voting rights exceeding fifty percent of the number of the voting rights held by all the shareholders, etc., (meaning voting rights held by all the shareholders, etc. as prescribed in Article 4-4, paragraph (1), item (i) of the Order; the same applies hereinafter) in a corporation, etc. who is to conduct the specified purchase, etc., (meaning the specified purchase, etc. as prescribed in Article 6-2, paragraph (1), item (iv) of the Order; the same applies hereinafter) for a continuous period of one year up to the date on which the specified purchase, etc. is to be conducted.
- (2) The voting rights under the preceding paragraph (excluding the voting rights held by all the shareholders, etc.) include voting rights pertaining to shares or equity that may not be asserted against the Issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc. (Act No. 75 of 2001) (including cases where those provisions are applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1) and Article 276 (limited to the part pertaining to item (ii)) of the Act on Book-Entry of Company Bonds, Shares, etc.).

(Related Corporation)

- Article 2-4 (1) The parent corporation, etc. and any other person specified by a Cabinet Office Ordinance, prescribed in Article 6-2, paragraph (1), item (vi) of the Order, are those set forth in the following items:
- (i) a parent corporation, etc., (meaning the parent corporation, etc. as prescribed in Article 6-2, paragraph (1), item (v) of the Order; the same applies in the following item and item (iv));
 - (ii) when the parent corporation, etc. holds a special controlling interest (meaning the special controlling interest as prescribed in Article 6-2, paragraph (1), item (v) of the Order; hereinafter the same applies in this paragraph) over any other corporation, etc. (meaning a corporation or any

- other organization; hereinafter the same applies in this paragraph), said other corporation, etc.;
- (iii) when the person set forth in the preceding item holds a special controlling interest over any other corporation, etc., said other corporation, etc.;
 - (iv) a corporation, etc. who holds a special controlling interest over the parent corporation, etc.;
 - (v) a corporation, etc. who holds a special controlling interest over the person set forth in the preceding item;
 - (vi) when the person set forth in item (iv) holds a special controlling interest over any other corporation, etc. said other corporation, etc.;
 - (vii) when a person who conducts a specified purchase, etc. holds a special controlling interest over any other corporation, etc., said other corporation, etc.;
 - (viii) when the person set forth in the preceding item holds a special controlling interest over any other corporation, etc., said other corporation, etc.; and
 - (ix) when the person set forth in the preceding item holds a special controlling interest over any other corporation, etc. said other corporation, etc.
- (2) The other persons specified by a Cabinet Office Ordinance, prescribed in Article 6-2, paragraph (1), item (vi) of the Order, are any persons other than those who fall under the category of persons set forth in the items under the preceding paragraph for a continuous period of one year up to the date on which the specified purchase, etc. is to be conducted.

(Cases Where the Number of Holders of Share Certificates is Small)

- Article 2-5 (1) The cases specified by a Cabinet Office Ordinance as being a case where the number of holders of Share Certificates, etc., prescribed in Article 6-2, paragraph (1), item (vii) of the Order, is small are cases where the number of said holders of Share Certificates, etc. is less than 25.
- (2) The case specified by a Cabinet Office Ordinance as being a case where all the holders, prescribed in Article 6-2, paragraph (1), item (vii) of the Order, have given consent is the cases specified in the following items according to the following categories:
- (i) when the sum rate of the ownership ratio of share certificates, etc. (meaning the ownership ratio of share certificates, etc. as prescribed in Article 27-2, paragraph (8) of the Act; hereinafter the same applies in this item) for the Share Certificates, etc. held by the person who conducts a specified purchase, etc. and the ownership ratio of share certificates, etc. of the Specially Related Parties (meaning the Specially Related Parties prescribed in Article 27-2, paragraph (8), item (ii) of the Act) with such person is not less than two-thirds after the specified purchase, etc. is conducted, and if there are Share Certificates, etc. that are not covered by said specified purchase, etc.

- (hereinafter referred to as "share certificates, etc. not covered by specified purchase, etc." in this item): cases where all holders of Share Certificates, etc. which are to be covered by the specified purchase, etc. submit a document stating their consent not to conduct through Tender Offer the specified purchase, etc. pertaining to the Share Certificates, etc. which are to be covered by said specified purchase, etc., and where the conditions under sub-item (a) or sub-item (b) have been satisfied with regard to the share certificates, etc. not covered by specified purchase, etc.:
- (a) that a resolution has been adopted at a class meeting (meaning the class meeting prescribed in Article 2, item (xiv) of the Companies Act (Act No. 86 of 2005); the same applies in Article 5, paragraph (3)) concerning the share certificates, etc. not covered by purchase, etc. with regard to giving the consent not to conduct the specified purchase, etc. through a Tender Offer; or
 - (b) that when the number of the holders of the share certificates, etc. not covered by specified purchase, etc. is less than 25, all holders of the share certificates, etc. not covered by specified purchase, etc. have given the consent not to conduct the specified purchase, etc. through a Tender Offer and submitted a document stating to that effect.
- (ii) cases other than the cases set forth in the preceding item: cases where all holders of the Share Certificates, etc. covered by the specified purchase, etc. have submitted a document stating their consent not to conduct through Tender Offer the specified purchase, etc. related to the Share Certificates etc. which are to be covered by the specified purchase, etc.
- (3) Holders of the Share Certificates, etc. (hereinafter referred to as "holders" in this Article) may provide the matters to be stated in the document pursuant to the provisions of the preceding paragraph (hereinafter referred to as "matters to be stated" in this paragraph) by the following methods using an Electronic Data Processing System or information and communications technology (collectively referred to as the "electronic or magnetic means" in item (i), sub-item (b)) in lieu of submitting a document under the main clause of item (i) of the preceding paragraph and sub-item (b) of that item or item (ii) of that paragraph. In this case, the holders are deemed to have submitted said document.
- (i) the methods using an Electronic Data Processing System that are set forth in sub-item (a) or sub-item (b):
 - (a) the method of transmitting the matters via a telecommunications line that links the computers used by holders and the computer used by a person who is to conduct the specified purchase, etc. and recording them on a file stored in the computer used by the recipient; or
 - (b) the method of offering the matters to be stated which are recorded on a

file stored in the computers used by the holders to the person who is to conduct the specified purchase, etc. for inspection via a telecommunications line, and recording the matters to be stated on a file stored in the computer used by said person who is to conduct said specified purchase, etc. (if said person gives consent to receive provisions of the matters to be stated by electronic or magnetic means or gives notice to the effect that said person does not receive the provisions of the matters to be stated by such means, the method of recording to that effect on a file stored in the computers used by the holders).

- (ii) the method of delivering a file recording the matters to be stated that has been prepared using media which can securely record certain information through magnetic disks, CD-ROMs, or any other means equivalent thereto.
- (4) The methods set forth in the items under the preceding paragraph must be those that enable the holders to prepare the documents by outputting the records in the file.
- (5) The term "Electronic Data Processing System" as used in paragraph (3) means an electronic data processing system that links the computers used by holders and the computer used by a person who is to conduct the specified purchase, etc. via a telecommunications line.

(Exempted Purchase)

Article 2-6 The case specified by a Cabinet Office Ordinance, prescribed in Article 6-2, paragraph (1), item (xiii) of the Order, is any of the following cases:

- (i) cases where an officer (meaning the officer as prescribed in Article 6-2, paragraph (1), item (xiii) of the Order; the same applies hereinafter) or employee of the issuer of Share Certificates, etc. jointly with another officer or employee of said issuer conducts a Purchase, etc. of the Share Certificates of said issuer (if an officer or employee of the issuer of Share Certificates, etc. conducts the Purchase, etc. of Share Certificates which are other than the Share Certificates for which the issuer has conducted Purchase, etc. under the provisions of Article 156, paragraph (1) of the Companies Act (including cases where it is applied by replacing certain terms pursuant to the provisions of Article 165, paragraph (3) of that Act; the same applies in Article 7, item (x)), limited to cases where said Purchase, etc. is to be made by entrustment to a Financial Instruments Business Operator) and said Purchase, etc. is to be made continuously according to a certain plan, without depending on an individual investment decision (limited to the cases where each officer or employee contributes less than one million yen on each occasion; the same applies in the following item); and
- (ii) cases where an officer or employee of the issuer of the Share Certificates, etc. gives instructions to a person engaged in trust business for Purchase, etc.

of Share Certificates of the issuer based on a trust contract which the officer or employee has concluded with the person engaged in trust business for the purpose of investing trust property in the Share Certificates of the issuer, and these instructions for Purchase, etc. are to be carried out continuously according to a certain plan and without depending on an individual investment decision (limited to the cases where the trust property entrusted by the officer or employee and the trust property entrusted by any other officer or employee of the issuer are to be jointly invested).

(Specially Related Parties who are Excluded)

Article 3 (1) The persons specified by a Cabinet Office Ordinance, prescribed in the proviso to Article 27-2, paragraph (1) of the Act, are those who have, for a continuous period of one year up to the date on which the Purchase, etc. of the Share Certificates, etc. is to be conducted, had the relationship prescribed in Article 27-2, paragraph (7), item (i) of the Act with the person who is to conduct said Purchase, etc. of Share Certificates, etc.

(2) The persons specified by a Cabinet Office Ordinance, prescribed in Article 27-2, paragraph (1), item (i) of the Act, are those whose number of voting rights pertaining to the Share Certificates, etc. (meaning the number of voting rights pertaining to shares calculated by the methods prescribed in Article 8, paragraphs (1) and (2) for Share Certificates, and the number of voting rights prescribed in Article 8, paragraphs (3) and (4) for others; the same applies hereinafter) which are held (including the cases specified in Article 7, paragraph (1) of the Order; the same applies hereinafter) by such persons (referred to as "small lot holders" in item (i)) is not more than the number specified in the following items according to the following category of Share Certificates, etc.:

(i) Share Certificates, etc. issued by domestic corporations: the number equivalent to one-thousandth of the voting rights held by all the shareholders, etc. (if the total of the number of voting rights pertaining to the Share Certificates, etc. possessed by other Specially Related Parties with the person who is to conduct the Purchase, etc. (limited to those prescribed in Article 27-2, paragraph (7), item (i) of the Act) which are not more than the number of voting rights pertaining to the Share Certificates, etc. which are held by the small lot holders, exceeds the number equivalent to nine-thousandths of the voting rights held by all the shareholders, etc., the number obtained by deducting said total number from the number equivalent to one-hundredth of the voting rights held by all the shareholders, etc. (if there remains any number after the deduction, said remaining number is to be omitted.))

(ii) Share Certificates, etc. issued by a foreign person: the number equivalent

- to one-hundredth of the voting rights held by all the shareholders, etc.
- (3) The persons specified by a Cabinet Office Ordinance, prescribed in Article 6-2, paragraph (3) of the Order, are those who have, for a continuous period of one year up to the date on which the Purchase, etc. of the Share Certificates, etc. is to be conducted, had the relationship prescribed in Article 27-2, paragraph (7), item (i) of the Act with the person who is to conduct the Purchase, etc. of Share Certificates, etc.

(Cases Equivalent to Possession of Share Certificates)

Article 4 The other case specified by a Cabinet Office Ordinance, prescribed in Article 7, paragraph (1), item (vi) of the Order, is the case where the person has acquired the corporate bond certificates prescribed in Article 2-2.

(Calculation of Proportion in Relation to Acquisition of Share Certificates)

Article 4-2 (1) The calculation of proportion made pursuant to the provisions of a Cabinet Office Ordinance, prescribed in Article 7, paragraph (3) of the Order, is to be made by dividing the number set forth in item (i) by the number set forth in item (ii).

(i) the number of voting rights pertaining to the Share Certificates, etc. (excluding those set forth in the items under Article 7) newly held by the person who acquires them (hereinafter referred to as "large acquirer" in this paragraph) through said acquisition; and

(ii) the number obtained by adding the number of voting rights pertaining to the Share Certificates, etc. issued by the issuer which are held by the large acquirer and Specially Related Parties (meaning the Specially Related Parties prescribed in Article 27-2, paragraph (8), item (ii) of the Act; the same applies in item (ii) of the following paragraph and paragraph (3)) thereof (limited to the number of voting rights not included in the number of the voting rights held by all the shareholders, etc. of the issuer) to the number of the voting rights held by all the shareholders, etc. of the issuer of the Share Certificates, etc.

(2) The calculation of the proportion made pursuant to the provisions of a Cabinet Office Ordinance, prescribed in Article 7, paragraph (4) of the Order, is to be made by dividing the number set forth in item (i) by the number set forth in item (ii).

(i) the number of voting rights pertaining to the Share Certificates, etc. (excluding those set forth in the items under Article 7) newly held by the person who conducts the Purchase, etc. of the Share Certificates, etc. through specified sales and purchase, etc. (meaning the specified sales and purchase, etc. prescribed in Article 27-2, paragraph (1), item (iii) of the Act) or Purchase, etc. of the Share Certificates, etc. made outside of a Financial

- Instruments Exchange Market (hereinafter referred to as "purchase, etc. outside the market, etc." in this item) (such person is referred to as the "purchaser outside the market, etc." in the following item) through such purchase, etc. outside the market, etc.; and
- (ii) the number obtained by adding the number of voting rights pertaining to the Share Certificates, etc. issued by the issuer which are held by the purchaser outside the market, etc. and Specially Related Parties thereof (limited to the number which is not included in the number of the voting rights held by all the shareholders, etc. of the issuer) to the number of the voting rights held by all the shareholders, etc. of the issuer of Share Certificates, etc.
- (3) The calculation of the proportion made pursuant to the provisions of a Cabinet Office Ordinance, prescribed in Article 7, paragraph (6) of the Order, is to be made by dividing the number set forth in item (i) by the number set forth in item (ii).
- (i) the number of voting rights pertaining to the Share Certificates, etc. (excluding those set forth in the items under Article 7) newly held by the person who conducts the Purchase, etc. of Share Certificates, etc. prescribed in Article 27-2, paragraph (1), item (v) of the Act (such person is referred to as the "purchaser" in the following item) and by Specially Related Parties with said person by way of Purchase, etc. of Share Certificates, etc. prescribed in item (v) of that paragraph; and
- (ii) the number obtained by adding the number of voting rights pertaining to the Share Certificates, etc. issued by the issuer (limited to the number which is not included in the voting rights held by all the shareholders, etc. of the issuer) which are held by the purchaser and Specially Related Parties thereof to the number of voting rights held by all the shareholders, etc. of the issuer of the Share Certificates, etc.

(Matters to Be Stated in Written Notice of Purchase)

Article 5 (1) The matters specified by a Cabinet Office Ordinance, prescribed in Article 8, paragraph (5), item (i) of the Order, are the following matters:

- (i) the name and address or location of the Tender Offeror;
- (ii) the class of Share Certificates, etc. pertaining to the Tender Offer, total number of Tendered Share Certificates, etc., total number of Share Certificates, etc. of which Purchase, etc. is to be made, and total number of Share Certificates, etc. to be returned;
- (iii) if the Purchase, etc. of all or part of the Tendered Share Certificates, etc. is not to be conducted, the reason therefor;
- (iv) the following matters concerning the Tendering Shareholder, etc. related to the written notice:

- (a) the class of Tendered Share Certificates, etc., the number of Tendered Share Certificates, etc., the number of Share Certificates, etc. for which Purchase, etc. is to be made, the Price for Purchase, etc. and the amount paid for Purchase, etc. (if Securities and anything other than money (hereinafter collectively referred to as "Securities, etc.") are to be delivered as the consideration of Purchase, etc., the class and number of said Securities, etc.);
 - (b) when Purchase, etc. is to be conducted through the Pro Rata Method, the method of calculating the number of Share Certificates, etc. for which the Purchase, etc. is to be made; and
 - (c) the class and number of Share Certificates, etc. to be returned and the method of return; and
 - (v) the name and location of the Financial Instruments Business Operator or Bank, etc. that settles the Purchase, etc. and the commencement date, method, and place of such settlement.
- (2) The matters set forth in the preceding paragraph must be stated on Form 1.
- (3) The Share Certificates, etc. specified by a Cabinet Office Ordinance as those which do not hinder the public interest or protection of investors, prescribed in Article 8, paragraph (5), item (iii) of the Order, are the following Share Certificates, etc.:
- (i) if a resolution in a class meeting pertaining to the Share Certificates, etc. is adopted with regard to giving consent to not make the solicitation of applications for Purchase, etc. or Sales, etc. of the Share Certificates, etc., said Share Certificates, etc.; or
 - (ii) if the number of holders of the Share Certificates, etc. is less than 25 and all holders of said Share Certificates, etc. have given consent not to make the solicitation of applications for Purchase, etc. or Sales, etc. and have submitted a document stating to that effect, said Share Certificates, etc.
- (4) The provisions of Article 2-5, paragraphs (3) to (5) inclusive apply mutatis mutandis to the document to be submitted pursuant to the provisions of item (ii) of the preceding paragraph.
- (5) The solicitation of applications for Purchase, etc. or Sales, etc. under Article 8, paragraph (5), item (iii) of the Order must be made by the same Tender Offer.
- (6) The case specified by a Cabinet Office Ordinance, prescribed in Article 8, paragraph (6) of the Order, is a case where the Tender Offeror has indicated in advance the type and contents of the methods set forth in the items under the following paragraph (hereinafter referred to as "electronic or magnetic means" in this Article) to the Tendering Shareholder, etc. pursuant to the provisions of paragraph (10) and obtained consent therefrom in writing or by electronic or magnetic means.
- (7) The method specified by a Cabinet Office Ordinance, prescribed in Article 8,

paragraph (6) of the Order, is any of the following methods:

- (i) the methods using an Electronic Data Processing System that are set forth in sub-item (a) or sub-item (b):
 - (a) the method of transmitting the matters via a telecommunications line that links the computer used by a Tender Offeror and the computer used by an Tendering Shareholder, etc. and recording them on a file stored in the computer used by the recipient; or
 - (b) the method of offering the matters to be stated in a written notice recorded on a file stored in the computer used by the Tender Offeror to the Tendering Shareholder, etc. for inspection via a telecommunications line, and recording the matters on a file stored in the computer used by the Tendering Shareholder, etc. (if the Tendering Shareholder, etc. gives consent to receive the provisions of the matters by electronic or magnetic means or gives notice to the effect that said Tendering Shareholder, etc. does not receive the provisions of the matters by such means, the method of recording to that effect on a file stored in the computer used by the Tender Offeror).
 - (ii) the method of delivering a file recording the matters to be stated in the written notice that has been prepared using media which can securely record certain information through magnetic disks, CD-ROMs, or any other means equivalent thereto.
- (8) The methods set forth in the items under the preceding paragraph must be those that enable the Tendering Shareholder, etc. to prepare the documents by outputting the records in the file.
- (9) The term "Electronic Data Processing System" as used to in paragraph (7), item (i) means an electronic data processing system that links the computer used by a Tender Offeror and the computer used by a Tendering Shareholder, etc. via a telecommunications line.
- (10) The type and contents of the methods to be indicated pursuant to the provisions of paragraph (6) are the following matters:
- (i) among the methods prescribed in the items under paragraph (7), the method used by the Tender Offeror; and
 - (ii) the method of recording into the file.
- (11) When the Tendering Shareholder, etc. states, in writing or by electronic or magnetic means, to the effect that said Tendering Shareholder, etc. does not receive the provisions of the matters electronic or magnetic means, a Tender Offeror who had obtained the consent prescribed in paragraph (6) must not provide the matters to be stated in the written notice to said Tendering Shareholder, etc. by electronic or magnetic means; provided, however, that this does not apply to cases where the Tendering Shareholder, etc. gives the consent prescribed in that paragraph again.

(Calculation of Ownership Ratio of Share Certificates)

Article 6 The ownership ratio of share certificates, etc. prescribed in Article 27-2, paragraph (8) of the Act is to be calculated by any of the following methods:

- (i) with regard to the person who conducts Purchase, etc. of Share Certificates, etc. the method of dividing the number of voting rights pertaining to the Share Certificates, etc. (excluding those set forth in the following Article; hereinafter the same applies in this Article) held by said person by the number obtained by adding up the number of voting rights pertaining to the Securities set forth in the items under Article 9-2 of the Order which are held by said person (excluding those included in the number of the voting rights held by all the shareholders, etc. of the issuer; hereinafter the same applies in this item); and the number of voting rights pertaining to the Securities set forth in the items under such Article that are held by such person's Specially Related Parties to the number of the voting rights held by all the shareholders, etc. of the issuer of the Share Certificates, etc.; or
- (ii) with regard to Specially Related Parties (excluding those set forth in Article 27-2, paragraph (7), item (ii) of the Act who conduct Purchase, etc. of the Share Certificates, etc. issued by the issuer), the method of dividing the number of voting rights pertaining to the Share Certificates, etc. held by such persons by the number obtained by adding up the number of voting rights pertaining to the Securities set forth in the items under Article 9-2 of the Order which are held by such persons (excluding those included in the number of the voting rights held by all the shareholders, etc. of the issuer) and the number of voting rights pertaining to the Securities set forth in the items under that Article which are held by the person who conducts the Purchase, etc. (excluding those included in the number of the voting rights held by all the shareholders, etc. of the issuer) to the number of voting rights held by all the shareholders, etc. of the issuer.

(Exclusions from Possessed Share Certificates in Consideration of the Manner of Holding or Other Circumstances)

Article 7 (1) The Share Certificates, etc. specified by a Cabinet Office Ordinance by taking into consideration of the manner of holding or any other circumstances, prescribed in Article 27-2, paragraph (8), item (i) of the Act, is any of the following Share Certificates, etc.:

- (i) Share Certificates, etc. held as a trust property by a person engaged in trust business, (limited to cases where such person does not have the authority set forth in Article 7, paragraph (1), items (ii) and (iii) of the Order);
- (ii) Share Certificates, etc. for which a person engaged in securities-related business (meaning the securities-related business prescribed in Article 28,

- paragraph (8) of the Act) holds in the course of the business of underwriting or secondary distribution (excluding those held on or after the day following the date of payment of the Share Certificates, etc. with regard to underwriting, and those held on or after the day following the date of delivery of the Share Certificates, etc. with regard to secondary distribution);
- (iii) Share Certificates, etc. held by a person engaged in the business prescribed in Article 156-24, paragraph (1) of the Act as said business;
 - (iv) Share Certificates, etc., sales of which have been agreed upon and the delivery thereof has not been completed (limited to the Share Certificates, etc. to be delivered within five days (not including the number of Sundays and the dates specified in Article 14) from the date of agreement and excluding the Share Certificates for which sales are agreed upon through any of the transactions set forth in the following item);
 - (v) Share Certificates held by conducting futures transactions of an aggregate of Share Certificates of different issues on a financial instruments exchange (meaning a financial instruments exchange as prescribed in Article 2, paragraph (16) of the Act; the same applies in Article 33) (excluding those held on or after the day following the last day of the sale and purchase transaction of the futures transactions);
 - (vi) Share Certificates, etc. included in inherited property (limited to those existing up to the date on which the heir of the inherited property (excluding the case of joint inheritance) gives unqualified acceptance (including cases where unqualified acceptance is deemed to have been given) or qualified acceptance, or those for which the coheir of the inherited property has not completed the division of the estate);
 - (vii) Share Certificates, etc. (excluding Share Certificates) held by the Employees' Pension Fund, the Pension Fund Association, or the Government Pension Investment Fund;
 - (viii) Share Certificates, etc. (excluding Share Certificates) possessed as an investment in postal life insurance assets as prescribed in Article 10 of the Act on the Management Organization for Postal Savings and Postal Life Insurance, Independent Administrative Agency (Act No. 101 of 2005);
 - (ix) Share Certificates, etc. in which a person or a manager who holds the authority of representation of a corporation has the authority to exercise the voting rights of the Share Certificates, etc. held by the corporation or the authority to give instructions with regard to the exercise of said voting rights or the authority necessary for making investment;
 - (x) when an officer or employee of the issuer jointly with another officer or employee of said issuer acquires the Share Certificates, etc. of said issuer (limited to the acquisition which is conducted continuously according to a certain plan without depending on an individual investment decision and for

which each officer or employee contributes less than one million yen on each occasion of acquisition) (limited to cases where the acquisition has been made by entrustment to a Financial Instruments Business Operator when Purchase, etc. of the Share Certificates, etc. other than the Share Certificates for which the issuer conducts the Purchase, etc. pursuant to the provisions of Article 156, paragraph (1) of the Companies Act is conducted), the Share Certificates, etc. held by the person to whom the acquired Share Certificates, etc. have been entrusted (limited to cases where the person to whom the acquired Share Certificates, etc. have been entrusted does not hold the authority set forth in Article 7, paragraph (1), items (ii) and (iii) of the Order); or

- (xi) Share Certificates held by a Banks' Shareholdings Purchase Corporation (including those deemed to be included in the Share Certificates held by the Banks' Shareholdings Purchase Corporation pursuant to the provisions in parentheses of Article 27-2, paragraph (1), item (i) of the Act if the Banks' Shareholdings Purchase Corporation makes the purchase of Share Certificates).
 - (xii) Share Certificates, etc. stated or recorded for an account (excluding a customer account (meaning a customer account prescribed in Article 68, paragraph (2), item (ii), Article 127-4, paragraph (2), item (ii), Article 129, paragraph (2), item (ii) (including cases where it is applied mutatis mutandis pursuant to Article 228, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.), Article 165, paragraph (2), item (ii) or Article 194, paragraph (2), item (ii) of the Act on Book-Entry of Company Bonds, Shares, etc.)) of a person whose business is to conduct the administration of company bonds, etc. (meaning company bonds, etc. prescribed in Article 2, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc. the same applies in this item) or rights similar to company bonds, etc. of other persons in a foreign state in accordance with the laws and regulations of said foreign state (hereinafter referred to as the "foreign bond, etc. administrator" in this item) in the transfer account book maintained by the organization directly senior to said foreign bond, etc. administrator (meaning organization directly senior prescribed in paragraph (6) of that Article) for which said foreign bond, etc. administrator conducts the administration based on entrustment by customers (limited to those which do not have the authority prescribed in Article 7, paragraph (1), items (ii) and (iii) of the Order).
- (2) The voting rights under item (ix) of the preceding paragraph include voting rights pertaining to share certificates, etc. that may not be asserted against the Issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc. (including cases where those provisions are applied mutatis mutandis pursuant

to Article 228, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.), or Article 181, paragraph (1), Article 182, paragraph (1), Article 212, paragraph (1) or Article 213, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.

(Calculation of Number of Voting Rights)

Article 8 (1) The number of voting rights represented by shares calculated pursuant to the provisions of a Cabinet Office Ordinance, prescribed in Article 27-2, paragraph (8), item (i) of the Act, is the number specified in the following items according to the category of shares set forth in the respective items:

- (i) shares (excluding those set forth in the following item; hereinafter the same applies in this paragraph): the number of voting rights pertaining to the shares
 - (ii) if the issuer provides, as a feature of all or part of its shares, that the shareholders may demand said issuer to redeem the shares, or where the issuer provides, as a feature of all or part of its shares, that the issuer may acquire the shares upon the occurrence of a specified event, said shares (limited to cases where the number of voting rights pertaining to Share Certificates, etc. delivered in exchange of the acquisition of Share Certificates pertaining to the shares exceeds the number of voting rights pertaining to said shares): the largest number among the numbers of the voting rights pertaining to the delivered Share Certificates, etc.
- (2) In calculating the number of voting rights pursuant to the provisions of item (ii) of the preceding paragraph, when the number of the delivered Share Certificates, etc. is determined based on the market value or other indicators on any one day after the date of Purchase, etc. or acquisition of newly issued share certificates, etc. (meaning the acquisition of newly issued share certificates, etc. as prescribed in Article 27-2, paragraph (1), item (iv) of the Act; hereinafter the same applies in this paragraph), said number of delivered Share Certificates, etc. is the number calculated by deeming that the delivery has been made on either of the two days up to the date on which the Purchase, etc. or acquisition of newly issued share certificates, etc. is intended to be conducted.
- (3) The number of voting rights specified by a Cabinet Office Ordinance, prescribed in Article 27-2, paragraph (8), item (i) of the Act, is any of the following numbers:
- (i) with regard to share option certificates, the number of voting rights pertaining to shares underlying the share options;
 - (ii) with regard to corporate bond certificates with share options, the number of voting rights pertaining to the shares underlying the share options attached to the corporate bond certificates with share options;

- (iii) with regard to securities or certificates of which the issuer is a foreign person which have the nature of Share Certificates, the number of voting rights pertaining to the shares;
- (iv) with regard to securities or certificates of which the issuer is 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) with regard to investment securities, etc. (meaning investment securities, etc. as prescribed in Article 1-4, item (i) of the Order; the same applies hereinafter), the number of voting rights pertaining to an investment equity (meaning the investment equity as prescribed in Article 2, paragraph (14) of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951) and including the status as a member of a foreign investment corporation (meaning a foreign investment corporation as prescribed in paragraph (23) of that Article; the same applies in Article 26, paragraph (1), item (iii); the same applies hereinafter));
- (vi) with regard to Beneficiary Certificates of Share Certificates, etc. in Trust, the number set forth in the following items according to the category of entrusted securities set forth in the respective items:
 - (a) Share Certificates: the number of voting rights pertaining to the 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 the share options of the 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 shares underlying the share options attached to 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 of which the issuer is a foreign person which have the nature of Share Certificates: the number of voting rights pertaining to the shares of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust
 - (e) securities or certificates of which the issuer is 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
 - (f) investment securities, etc.: the number of voting rights pertaining to the

- investment equity of investment securities, etc. of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust (vii) with regard to Depository Receipt for Share Certificates, etc., the number set forth in the following items according to the following category of Securities pertaining to the rights indicated on the Depository Receipt for Share Certificates, etc.:
- (a) Share Certificates: the number of voting rights pertaining to the shares underlying the rights indicated on the Depository Receipt for Share Certificates, etc.
 - (b) share option certificates: the number of voting rights pertaining to the shares underlying the share options of share option certificates underlying the rights indicated on the Depository Receipt for Share Certificates, etc.
 - (c) corporate bond certificates with share options: the number of voting rights pertaining to shares underlying the share options attached to corporate bond certificates with share options underlying the rights indicated on the Depository Receipt for Share Certificates, etc.
 - (d) securities or certificates of which the issuer is 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 Receipt for Share Certificates, etc.
 - (e) securities or certificates of which the issuer is 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;
 - (f) investment securities, etc.: the number of voting rights pertaining to investment equity of the investment securities, etc. underlying the rights indicated on the Depository Receipt for Share Certificates, etc.
- (4) The provisions of paragraph (1) and paragraph (2) apply mutatis mutandis to the numbers set forth in the items under the preceding paragraph.
- (5) The number of voting rights in the preceding paragraphs includes voting rights pertaining to Share Certificates, etc. that may not be asserted against the Issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc. (including cases where those provisions are applied mutatis mutandis pursuant to Article 228, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.), or Article 181, paragraph (1), Article 182, paragraph (1), Article 212, paragraph (1) or Article 213, paragraph (1) of the Act on Book-Entry of Bonds, etc.

(Method of Public Notice)

Article 9 (1) The provisions of Article 1 of the Cabinet Office Ordinance on Special Provisions, etc. for Procedures by Use of an Electronic Data Processing System for Disclosure (Cabinet Office Ordinance No. 45 of 2002; hereinafter referred to as "Ordinance on Electronic Procedures" in this paragraph) apply mutatis mutandis to a person who gives public notice under Article 27-3, paragraph (1) of the Act by way of electronic public notice (meaning an electronic public notice as prescribed in Article 9-3, paragraph (1), item (i) of the Order; the same applies hereinafter) and the provisions of Article 2 of the Ordinance on Electronic Procedures apply mutatis mutandis to a person who gives a public notice under Article 27-3, paragraph (1) of the Act by way of electronic public notice. In this case, the phrase "shall input the matters to be stated in the written documents in a case where an Electronic Disclosure Procedure or Discretionary Electronic Disclosure Procedure is carried out in writing with an input-output device (meaning input-output device referred to in Article 14-10, paragraph (1) of the Order; the same shall apply hereinafter) used by the person who carries out the Electronic Disclosure Procedures or Discretionary Electronic Disclosure Procedure, based on a method by which the input-output device and the computer referred to in Article 27-30-2 of the Act can be connected over a telecommunications line by inputting an identification number and security number, and by which input can be performed from the input-output device; provided, however, that among such matters, the signature and seal may be omitted" in Article 1 of the Ordinance on Electronic Procedures is deemed to be replaced with "must input the matters to be stated in the written documents in a case where an Electronic Disclosure Procedure or Discretionary Electronic Disclosure Procedure is carried out in writing with an input-output device (meaning input-output device referred to in Article 14-10, paragraph (1) of the Order; the same shall apply hereinafter) used by the person who carries out the Electronic Disclosure Procedures or Discretionary Electronic Disclosure Procedure, based on a method by which the input-output device and the computer referred to in Article 27-30-2 of the Act can be connected over a telecommunications line by inputting an identification number and security number, and by which input can be performed from the input-output device."; the phrase "shall submit a document prepared using Form 1 (limited to that stating the number obtained by connecting the input-output device used by the person making the notification and the computer referred to in Article 27-30-2 of the Act over a telecommunications line and by inputting matters to be stated in Form 1 and other matters; hereinafter referred to as 'Electronic Disclosure System Notice') to the Director-General of the Fukuoka Local Finance Branch Bureau to whom such notification is to be submitted in a case where the Electronic Disclosure Procedure or Discretionary Electronic Disclosure Procedure is carried out in writing. (hereinafter referred

to as 'Director-General of the Local Finance Bureau, etc.')" in Article 2, paragraph (1) of the Ordinance on Electronic Procedures is deemed to be replaced with "must submit a document prepared using Form 7 (limited to that stating the number obtained by connecting the input-output device used by the person making the notification and the computer referred to in Article 27-30-2 of the Act over a telecommunications line and by inputting matters to be stated in Form 7 and other matters; hereinafter referred to as 'Written Notice of Electronic Public Notice') to the Director-General of the Fukuoka Local Finance Branch Bureau to whom Tender Offer Statement is to be submitted (hereinafter referred to as 'Director-General of the Local Finance Bureau, etc.');" provided, however, that this does not apply to cases where the notification under Article 2, paragraph (1) of the Cabinet Office Ordinance on Special Provisions, etc. for Procedures by Use of an Electronic Data Processing System for Disclosure (including cases where it is applied mutatis mutandis pursuant to Article 17-5, paragraph (1) of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc. (Ordinance of the Ministry of Finance No. 5 of 1973), Article 27-5, paragraph (1) of the Cabinet Office Ordinance on the Disclosure of Information, etc. on Regulated Securities (Ordinance of the Ministry of Finance No. 22 of 1993), and Article 3, paragraph (1) of the Cabinet Office Ordinance on the Disclosure Required for Tender Offer of Listed Share Certificates, etc. by Issuer (Ordinance of the Ministry of Finance No. 95 of 1994)) has been already given."; the term "Electronic Disclosure System Notice" in Article 2, paragraph (2) of the Ordinance on Electronic Procedures is deemed to be replaced with "Written Notice of Electronic Public Notice"; the phrase "Electronic Disclosure Procedure or Discretionary Electronic Disclosure Procedure" in that paragraph is deemed to be replaced with "electronic public notice"; and the term "Electronic Disclosure System Notice" in paragraph (3) to paragraph (5) inclusive of that Article is deemed to be replaced with "Written Notice of Electronic Public Notice."

- (2) When a Public Notice of the Commencement of a Tender Offer is given by publication in a daily newspaper pursuant to the provisions of Article 9-3, paragraph (1), item (ii) of the Order, such public notice must be given by publication in daily newspapers including two or more of the following daily newspapers; provided, however, that in case of a publication in a daily newspaper that publishes matters on current affairs nationwide, such public notice may be given by the publication in one or more daily newspapers.
 - (i) a daily newspaper which publishes matters on current affairs; or
 - (ii) a daily newspaper that reports on general industrial and economic matters.
- (3) The public notice prescribed in the main clause of Article 9-3, paragraph (1) of the Order (excluding Article 27-3, paragraph (1) of the Act) must be given by way of an electronic public notice when the Public Notice of the

Commencement of a Tender Offer pertaining to such a public notice is given by way of an electronic public notice and must be given by publication in daily newspapers which published said public notice when the Public Notice of the Commencement of a Tender Offer pertaining to such a public notice is given by publication in daily newspapers; provided, however, that this does not apply to cases where the public notice is given pursuant to the provisions of Article 4-2-4, paragraph (3) of the Order as applied mutatis mutandis pursuant to Article 9-3, paragraph (5) of the Order.

(Publication in a Daily Newspaper to the Effect that Public Notice Has Been Given)

Article 9-2 In a case of giving public notice in daily newspapers pursuant to the provisions of Article 9-3, paragraph (3) of the Order, the public notice must be given by publishing to the effect that the public notice has been given, the Internet Address for Electronic Public Notices, and any other necessary matters in a daily newspaper that publishes matters on current affairs nationwide.

(Approval If Public Notice Cannot Be Given by Way of Electronic Public Notice)

Article 9-3 (1) A person who intends to obtain the approval under Article 4-2-4, paragraph (3) of the Order as applied mutatis mutandis pursuant to Article 9-3, paragraph (5) of the Order must submit a document containing the following matters to the Director-General of the Kanto Local Finance Bureau:

- (i) the trade name or name of the person to give the public notice;
- (ii) the location or address of the head office or principal office of the person to give the public notice;
- (iii) the reason why the public notice cannot be given by way of an electronic public notice; and
- (iv) the method of public notice in lieu of an electronic public notice.

(2) The method specified by a Cabinet Office Ordinance, prescribed in Article 4-2-4, paragraph (3) of the Order as applied mutatis mutandis pursuant to Article 9-3, paragraph (5) of the Order, is any of the following:

- (i) the publication in a daily newspaper that publishes matters on current affairs nationwide; and
- (ii) the method designated by the Commissioner of the Financial Services Agency.

(Public Notice on Details of the Interruption of a Public Notice)

Article 9-4 In cases of giving the public notice on the details of the interruption of a public notice pursuant to the provisions of Article 4-2-4, paragraph (4), item (iii) of the Order as applied mutatis mutandis pursuant to Article 9-3,

paragraph (5) of the Order, public notice of the following matters are given in said public notice in which the interruption occurred:

- (i) the period of the interruption of the public notice; and
- (ii) the cause of the interruption of the public notice.

(Method of Public Notice of Amendment to a Public Notice of the Commencement of a Tender Offer)

Article 9-5 (1) The public notice under Article 27-7, paragraphs (1) and (2) of the Act (including cases where it is applied mutatis mutandis pursuant to Article 27-8, paragraph (12) of the Act), Article 27-8, paragraph (8) of the Act, and Article 27-10, paragraphs (5) and (6) of the Act (hereinafter referred to as "public notice of amendment, etc. to a public notice of the commencement of a tender offer" in this Article) must be given by way of an electronic public notice when the Public Notice of the Commencement of a Tender Offer or the public notice of request for period extension (meaning a public notice of request for period extension prescribed in Article 27-10, paragraph (5) of the Act) pertaining to such public notice is to be given by way of an electronic public notice and must be given by publication in the daily newspapers that published said public notice when the public notice must be given by publication in daily newspapers.

(2) A person who gives a public notice of amendment, etc. to a public notice of the commencement of a tender offer by way of an electronic public notice must, without delay after giving the public notice, publish the following matters in daily newspapers that publish matters on current affairs nationwide.

- (i) the date on which the public notice was given;
- (ii) the Internet Address for Electronic Public Notices; and
- (iii) any other necessary matters.

(3) If a person who gives a public notice of amendment, etc. to a public notice of the commencement of a tender offer is unable to give the public notice by way of an electronic public notice due to a fault in the telecommunications line or any other cause, then such person must submit a document containing the matters set forth in the items under Article 9-3, paragraph (1) to the Director-General of the Kanto Local Finance Bureau.

(4) A person who gives a public notice of amendment, etc. to a public notice of the commencement of a tender offer by way of an electronic public notice must continue to give said electronic public notice until the last day of the Tender Offer Period.

(5) Notwithstanding the provisions of the preceding paragraph, if an interruption of a public notice (meaning that the information that was being made available to many and unspecified persons is no longer being made available or that such information has been altered after having been made available to many and

unspecified persons; hereinafter the same applies in this paragraph) occurs during the period in which public notice by way of an electronic public notice is to be given pursuant to the provisions of that paragraph (such period is referred to as the "public notice period" in item (ii)), if all of the following conditions are met, such an interruption of a public notice does not affect the validity of said public notice:

- (i) the person who gives the public notice by way of an electronic public notice has acted in good faith and without gross negligence, or such person has justifiable grounds with regard to the occurrence of the interruption of a public notice;
- (ii) the total time during which the interruption of a public notice occurred does not exceed one-tenth of the public notice period; and
- (iii) after learning about the occurrence of the interruption of a public notice, the person who gives the public notice by way of electronic public notice promptly gave a public notice to that effect, including of the period in which the interruption of a public notice occurred and the cause of the interruption of a public notice.

(Number of Share Certificates)

Article 9-6 The number of shares specified by a Cabinet Office Ordinance, prescribed in Article 27-3, paragraph (1) of the Act, is any of the following numbers:

- (i) with regard to share option certificates, the number of shares underlying the share options;
- (ii) with regard to corporate bond certificates with share options, the number of shares underlying the share options attached to the corporate bond certificates with share options;
- (iii) with regard to securities or certificates of which the issuer is a foreign person which have the nature of Share Certificates, the number of shares;
- (iv) with regard to securities or certificates of which the issuer is a foreign person which have the nature of share option certificates or corporate bond certificates with share options, the number of 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) with regard to investment securities, etc., the number of units of investment equity;
- (vi) with regard to Beneficiary Certificates of Share Certificates, etc. in Trust, the number set forth in the following items according to the following category of entrusted securities:
 - (a) Share Certificates: the number of shares of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust

- (b) share option certificates: the number of shares underlying the share options of the 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 shares underlying the share options attached to 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 of which the issuer is a foreign person which have the nature of Share Certificates: the number of shares of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust
- (e) securities or certificates of which the issuer is a foreign person which have the nature of share option certificates or corporate bond certificates with share options: the number of shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation
- (f) investment securities, etc.: the number of units of investment equity of investment securities, etc. of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust
- (vii) with regard to Depository Receipt for Share Certificates, etc., the number set forth in the following items according to the following category of Securities pertaining to the rights indicated on the Depository Receipt for Share Certificates, etc.:
 - (a) Share Certificates: the number of shares underlying the rights indicated on the Depository Receipt for Share Certificates, etc.
 - (b) share option certificates: the number of shares underlying the share options of the share option certificates underlying the rights indicated on the Depository Receipt for Share Certificates, etc.
 - (c) corporate bond certificates with share options: the number of shares underlying the share options attached to corporate bond certificates with share options underlying the rights indicated on the Depository Receipt for Share Certificates, etc.
 - (d) securities or certificates of which the issuer is a foreign person which have the nature of Share Certificates: the number of shares underlying the rights indicated on the Depository Receipt for Share Certificates, etc.
 - (e) securities or certificates of which the issuer is a foreign person which have the nature of share option certificates or corporate bond certificates with share options: the number of shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation
 - (f) investment securities, etc.: the number of units of investment equity of

the investment securities, etc. underlying the rights indicated on the Depository Receipt for Share Certificates, etc.

(Matters to be Published in a Public Notice of the Commencement of a Tender Offer)

Article 10 The matters specified by a Cabinet Office Ordinance, prescribed in Article 27-3, paragraph (1) of the Act, are the following matters:

- (i) the name and address or location of the Tender Offeror;
- (ii) a statement to the effect that the Purchase, etc. of Share Certificates, etc. is to be conducted through a Tender Offer;
- (iii) the purpose of the Tender Offer;
- (iv) the matters concerning the contents of the Tender Offer which are set forth in the following sub-items:
 - (a) the name of the Target Company;
 - (b) the class of Share Certificates, etc. for which Purchase, etc. is to be made;
 - (c) the period of Purchase, etc., Price for Purchase, etc., and number of Share Certificates, etc. planned to be purchased;
 - (d) the ratio of the number of voting rights pertaining to the Share Certificates, etc. planned to be purchased to the total number of the voting rights held by all the shareholders, etc. of the Issuer;
 - (e) ownership ratio of share certificates, etc. (meaning ownership ratio of share certificates, etc. as prescribed in Article 27-2, paragraph (8) of the Act; hereinafter the same applies in this item) for the Share Certificates, etc. held by the Tender Offeror as of the date on which the public notice prescribed in Article 27-3, paragraph (1) of the Act is to be given and ownership ratio of share certificates, etc. of Specially Related Parties as of the date on which the public notice is to be given and the total thereof;
 - (f) ownership ratio of share certificates, etc. of Share Certificates, etc. held by the Tender Offeror after Purchase, etc. and the total of said ownership ratio of share certificates, etc. and the ownership ratio of share certificates, etc. of Specially Related Parties as of the date on which the public notice is to be given;
 - (g) the method and place of acceptance of offer for Purchase, etc. or offer for Sales, etc.;
 - (h) the name of the Financial Instruments Business Operator or Bank, etc. which settles the Purchase, etc. and the commencement date, the method, and the place of settlement as well as the method of returning Share Certificates, etc.; and
 - (i) other conditions and methods of Purchase, etc.
- (v) whether the Tender Offer is agreed upon with the Target Company or an officer thereof or not;

- (vi) the place where the copy of the Tender Offer Statement is to be made available for public inspection; and
- (vii) the matters set forth in the following sub-items according to the following categories:
 - (a) when the Tender Offeror is a company: the purpose, contents of business, and amount of stated capital of the company;
 - (b) when the Tender Offeror is a corporation etc. other than a company: the purpose, contents of business, and amount of investment or donation or anything similar thereto of the corporation, etc.; and
 - (c) when the Tender Offeror is an individual: the occupation thereof.

(Agent When the Tender Offeror Is a Non-Resident)

Article 11 When a Tender Offeror who 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 applies hereinafter) submits the Tender Offer Statement pursuant to the provisions of Article 27-3, paragraph (2) of the Act, the Tender Offeror must appoint a person who has an address or office in Japan and who has the authority to represent the Tender Offeror for any acts concerning the submission of documents pertaining to the Tender Offer.

(Contents of the Statements in a Tender Offer Statement)

Article 12 The Tender Offeror who is to submit a Tender Offer Statement pursuant to the provisions of Article 27-3, paragraph (2) of the Act must prepare three copies of the Tender Offer Statement using Form 2 and must submit them to the Director-General of the Kanto Local Finance Bureau.

(Documents Attached to a Tender Offer Statement)

Article 13 (1) The documents specified as those to be attached thereto by a Cabinet Office Ordinance, prescribed in Article 27-3, paragraph (2) of the Act, are the following documents:

- (i) when the Tender Offeror is a corporation, etc., the articles of incorporation or documents equivalent thereto;
- (ii) when the Tender Offeror is a corporation, etc. other than a company which is to submit an Annual Securities Report pursuant to the provisions of Article 24, paragraph (1) of the Act, documents sufficiently showing its establishment;
- (iii) when the Tender Offeror is an individual, extracts of a residence certificate or any alternative document;
- (iv) when the Tender Offeror is a non-resident, a document proving that such Non-Resident has granted a person the authority to represent said Tender

Offeror for any acts concerning the submission of documents pertaining to the Tender Offer;

- (v) a copy of the contract which the Tender Offeror has concluded with a Financial Instruments Business Operator or Bank, etc. with regard to the affairs prescribed in Article 27-2, paragraph (4) of the Act;
 - (vi) if there is a person who conducts a Purchase, etc. of Share Certificates, etc. through a Tender Offer on behalf of the Tender Offeror, a copy of the contract which said person has concluded with regard to the agency service;
 - (vii) documents sufficiently showing the balance of the Tender Offeror's deposit in a Bank, etc. or the existence of funds necessary for the Tender Offer (if Securities, etc. are to be delivered as the consideration for the Purchase, etc., said Securities, etc.);
 - (viii) if there has been any written appraisal, written opinion, or documents similar thereto which have been prepared by a third party and have been referred to for calculating the Price for Purchase, etc., a copy thereof (limited to cases where the Tender Offeror is an officer of the Target Company, a person who conducts the Tender Offer based on the request of an officer of the Target Company and has a common interest with the officer of the Target Company, or a company or other corporation which holds the Target Company as its subsidiary company (meaning a subsidiary company as prescribed in Article 2, item (iii) of the Companies Act; the same applies hereinafter));
 - (ix) if permission, authorization, approval, or anything similar thereto (hereinafter collectively referred to as "permission, etc." in this item) from an administrative agency under other laws and regulations is required for the acquisition of Share Certificates, etc., documents sufficiently showing that said permission, etc. has been granted (limited to cases where said permission, etc. has been already obtained); and
 - (x) a document containing the contents of the Public Notice of the Commencement of a Tender Offer.
- (2) When the documents set forth in the preceding paragraph have not been written in Japanese, a translation thereof must be attached.

(Sundays and Other Days)

Article 14 The days specified by a Cabinet Office Ordinance, prescribed in the proviso to Article 27-3, paragraph (2) of the Act, are any of the following days:

- (i) Saturdays; or
- (ii) among the holidays prescribed in the Act on Holidays of Administrative Organs (Act No. 91 of 1988) (hereinafter referred to as the "Holidays of Administrative Organs"), the dates except for Sundays and the dates set forth in the preceding item.

(Acts of Solicitation etc. of Offers for Sales)

Article 15 The acts specified by a Cabinet Office Ordinance prescribed in Article 27-3, paragraph (3) of the Act, Article 27-4, paragraphs (1) and (2) of the Act, and Article 27-8, paragraph (7) of the Act are any of the following acts:

- (i) the solicitation of offers for Purchase, etc. or offers for Sales etc.;
- (ii) the delivery of a Tender Offer Explanation;
- (iii) receiving the acceptance of offers to Purchase, etc. or receiving the offers for Sales, etc.; or
- (iv) the acceptance of Tendered Share Certificates, etc.

(Sending a Copy of a Tender Offer Statement)

Article 16 When sending a copy of a Tender Offer Statement (including amendments thereto) pursuant to the provisions of Article 27-3, paragraph (4) of the Act (including cases where it is applied mutatis mutandis pursuant to Article 27-8, paragraph (6) of the Act), it is to be sent after deleting the matters which are not made available for public inspection pursuant to the provisions of Article 33, paragraph (4) and the attached documents from the copy of the Tender Offer Statement.

(Special Provisions for Statements in Cases of a Tender Offer for Which Registration Statements Are Submitted)

Article 17 The matters specified by a Cabinet Office Ordinance as part of the matters to be stated and documents to be attached thereto which may be omitted, prescribed in Article 27-4, paragraph (3) of the Act, are the following matters when the issuer of Securities which are the consideration of the Purchase, etc. is a Tender Offeror:

- (i) the matters to be stated in (1) to (5) inclusive in "9. Status of the Issuer of the Securities Which Are the Consideration for Purchase etc." in "1. Outline of Tender Offer" in Form 2; and
- (ii) the articles of incorporation.

(Special Provisions for Prohibition of Separate Purchase)

Article 18 When the person set forth in Article 27-2, paragraph (7), item (i) of the Act (excluding those falling under the person set forth item (ii) of that paragraph) intends to make the notification prescribed Article 27-5, item (ii) of the Act (including cases where it is applied mutatis mutandis pursuant to Article 27-8, paragraph (10) of the Act), said person must prepare a written notification using Form 3 and must submit it to the Director-General of the Kanto Local Finance Bureau.

(Matters to be Published in a Public Notice of Changes in the Terms of Purchase)

Article 19 (1) The standards specified by a Cabinet Office Ordinance, prescribed in Article 27-6, paragraph (1), item (i) of the Act, are the method of setting the price obtained by multiplying the Price for Purchase, etc. prior to the change under the provisions of paragraph (2) of that Article by the rate calculated by using the formula specified in the following items according to the category set forth in the respective items, as the minimum amount.

(i) the split of shares or investment equity:

1/ (the number of shares or Investment Equity after the split related to one share or one unit of investment equity before the split)

(ii) allotment of shares or share options to shareholders (limited to those made without requiring them to make additional payment):

1/ (1 + (the number of shares to be allotted to one share through the allotment (in cases of allotment of share options, the number of share options converted into shares)))

(2) The matters specified by a Cabinet Office Ordinance, prescribed in Article 27-6, paragraph (2) of the Act, are the following matters:

(i) the name and address or location of the Tender Offeror;

(ii) the matters concerning the contents of the Tender Offer which are set forth in the following sub-items:

(a) the name of the Target Company;

(b) the class of Share Certificates, etc. for which the Purchase, etc. is to be made; and

(c) the Tender Offer Period.

(iii) the fact that the Terms of Purchase, etc. are changed and the reason therefor;

(iv) a comparison between the contents of the Terms of Purchase, etc. before the change and contents of the Terms of Purchase, etc. after the change;

(v) the treatment of the person who has conducted Sales, etc. of Share Certificates, etc. in response to the Tender Offer before the date on which the public notice is to be given; and

(vi) if the Tender Offer Period is extended due to a change in the Terms of Purchase, etc., the last day of the extended Tender Offer Period and commencement date of the settlement pertaining to the Purchase etc. after the extension thereof.

(Method of Public Announcement)

Article 20 In giving a public announcement pursuant to the provisions of Article 27-6, paragraph (3) of the Act, 27-7, paragraphs (1) and (2) of the Act (including cases where it is applied mutatis mutandis pursuant to Article 27-8,

paragraph (12) of the Act), Article 27-8, paragraphs (8) and (11) of the Act, and Article 27-11, paragraph (2) of the Act, such public announcement must be given by disclosing the contents and matters to be publicly announced to journalistic organizations including two or more of the following journalistic organizations:

- (i) news publishers engaged in the sale of daily newspapers that publish matters on current affairs in the course of trade (including daily newspapers that publish industrial and economic matters);
- (ii) communications agencies engaged in the comprehensive transmission of matters on current affairs to the news publishers set forth in the preceding item in the course of trade; and
- (iii) NHK (Japan Broadcasting Corporation) and private broadcasters (meaning private broadcasters as prescribed in Article 2, item (iii)-3 of the Broadcast Act (Act No. 132 of 1950)).

(Submission of an Amendment or Amendment Reports)

- Article 21 (1) When a Tender Offeror or Target Company submits an amendment or an amendment report pursuant to the provisions of Article 27-8, paragraph (1) or (2) of the Act (including cases where such provisions are applied *mutatis mutandis* pursuant to Article 27-13, paragraph (3) of the Act), Article 27-8, paragraph (3) or (4) of the Act (including cases where such provisions are applied *mutatis mutandis* pursuant to Article 27-10, paragraphs (8) and (12) and Article 27-13, paragraph (3) of the Act; hereinafter the same applies in this paragraph), or Article 27-13, paragraph (2) (including cases where it is applied *mutatis mutandis* pursuant to paragraph (3) of that Article), the Tender Offeror or Target Company must prepare three copies of the amendment or amendment report and must submit them to the Director-General of the Kanto Local Finance Bureau (in cases of an amendment or an amendment report submitted in response to an order by the Commissioner of the Financial Services Agency for submission of an amendment or an amendment report under Article 27-8, paragraph (3) or (4) of the Act, the Commissioner of the Financial Services Agency; the same applies in the following paragraph).
- (2) When a Target Company submits an amendment report pursuant to the provisions of Article 27-8, paragraphs (1) and (2) of the Act which are applied *mutatis mutandis* pursuant to Article 27-10, paragraph (8) or (12) of the Act, the Target Company must prepare three copies of the amendment report and must submit them to the Director-General of the Kanto Local Finance Bureau.
- (3) The circumstances specified by a Cabinet Office Ordinance, prescribed in Article 27-8, paragraph (2) of the Act (including cases where it is applied *mutatis mutandis* pursuant to Article 27-10, paragraph (8) or (12) of the Act), are any of the following circumstances:

- (i) that with regard to a material fact to be stated in the Tender Offer Statement, Target Company's Position Statement, or Tender Offeror's Answer (including amendments or amendment reports thereto; collectively referred to as "tender offer statement, etc." in this paragraph) which occurred before the submission date on of the tender offer statement, etc., the details of which could not be stated when submitting the tender offer statement, etc., it has become possible for said material fact to be stated; or
- (ii) that a material fact concerning the matters to be stated in the tender offer statement, etc. has occurred.

(Amendment Not Requiring Extension of the Period of Purchase)

Article 22 (1) The cases specified by a Cabinet Office Ordinance, prescribed in Article 27-8, paragraph (8) of the Act, are the cases where an amendment is submitted on the grounds that the Tender Offer Statement (including an amendment thereto; the same applies in the following Article) contains deficiencies in formalities.

- (2) The period specified by a Cabinet Office Ordinance, prescribed in Article 27-8, paragraph (8) of the Act, is the period from the day following the last day of the Tender Offer Period pertaining to the Tender Offer Statement to the date on which ten days (not including the number of Holidays of Administrative Organs) have elapsed from the date on which the amendment is to be submitted; provided, however, that if the period of a Purchase, etc. included in the Terms of Purchase, etc. is extended and other Terms of Purchase, etc. are not changed, the period is such extended period of the Purchase, etc.

(Amendment Not Requiring a Public Notice or Public Announcement of an Amendment)

Article 23 The amendment specified by a Cabinet Office Ordinance, prescribed in Article 27-8, paragraph (11) of the Act, is an amendment which is submitted on the grounds that the Tender Offer Statement contains deficiencies in formalities.

(Preparation of Tender Offer Explanation)

Article 24 (1) The matters to be stated in a Tender Offer Statement which are specified by a Cabinet Office Ordinance, prescribed in Article 27-9, paragraph (1) of the Act, are those from which the matters that are not made available for public inspection pursuant to the provisions of Article 33, paragraph (4) are excluded.

- (2) The matters specified by a Cabinet Office Ordinance, prescribed in Article 27-9, paragraph (1) of the Act, are the following matters:
 - (i) the fact that the Tender Offer is one to which the provisions of Chapter II-2,

- Section 1 of the Act apply; and
- (ii) the fact that the Tender Offer Explanation is the Tender Offer Explanation under Article 27-9 of the Act.
- (3) In preparing a Tender Offer Explanation pursuant to the provisions of Article 27-9, paragraph (1) of the Act, the matters set forth in the items under the preceding paragraph must be stated on the front page or in some other conspicuous place in the Tender Offer Explanation.
- (4) A Tender Offeror who delivers the Tender Offer Explanation pursuant to the provisions of Article 27-9, paragraph (2) of the Act must deliver the Tender Offer Explanation to the person who intends to conduct Sales, etc. of Share Certificates, etc. in advance of or at the same time.
- (5) A Tender Offeror who delivers the amended Tender Offer Explanation to the person to whom the Tender Offer Explanation has already been delivered pursuant to the provisions of Article 27-9, paragraph (3) of the Act may make such delivery by the method of preparing a document containing the reason for the amendment, the amended matters, and the contents after amendment, and delivering said document if the amendment is limited to a small scope.

(Target Company's Position Statement)

- Article 25 (1) The matters specified by a Cabinet Office Ordinance, prescribed in Article 27-10, paragraph (1) of the Act, are the following matters:
- (i) the name and address or location of the Tender Offeror;
 - (ii) the contents of and grounds for the opinions on the Tender Offer;
 - (iii) the details of a resolution of the board of directors that determined the opinion (in cases of a company with committees, decisions made by executive officers based on the delegation by a resolution of the board of directors under Article 416, paragraph (4) of the Companies Act) or the resolution of a board of officers (meaning the board of officers prescribed in Article 112 of the Act on Investment Trusts and Investment Corporations);
 - (iv) the number of Share Certificates, etc. related to the Tender Offer which are held by an officer of the issuer and the number of voting rights pertaining to said Share Certificates, etc.;
 - (v) if the Tender Offeror or Specially Related Parties of the Tender Offeror (excluding persons who has given the notification under Article 27-5, item (ii) of the Act to the Commissioner of the Financial Services Agency) promise to provide profit to an officer of the issuer, the details of the profit;
 - (vi) if efforts are made to prevent the decision of financial and business policies of the issuer from being controlled by any inappropriate person in light of the basic policy concerning the requirements for the person controlling the decision of the financial and business policies of the issuer, the details of the efforts; and

- (vii) if there are any of the matters set forth in the items under Article 27-10, paragraph (2) of the Act, said matters;
- (2) The Target Company which is to submit a Target Company's Position Statement pursuant to the provisions of Article 27-10, paragraph (1) of the Act must prepare three copies of the Target Company's Position Statement using Form 4 and must submit them to the Director-General of the Kanto Local Finance Bureau.
- (3) The matters specified by a Cabinet Office Ordinance, prescribed in Article 27-10, paragraph (11) of the Act, are the following matters:
 - (i) responses to the questions under Article 27-10, paragraph (2), item (i) of the Act;
 - (ii) when it is found to be unnecessary to answer the questions under the preceding item, a statement to that effect and the reason therefor;
- (4) A Tender Offeror who is to submit a Tender Offeror's Answer pursuant to the provisions of Article 27-10, paragraph (11) of the Act must prepare three copies of Tender Offeror's Answer using Form 8 and must submit them to the Director-General of the Kanto Local Finance Bureau.

(Matters to be Published in a Public Notice of Request for Period Extension)
Article 25-2 The matters specified by a Cabinet Office Ordinance, prescribed in Article 27-10, paragraph (4) of the Act, are the following matters:

- (i) the name and location of the Target Company;
- (ii) a statement to the effect that the Target Company's Position Statement contains, under the provisions of Article 27-10, paragraph (2) of the Act, the fact that the request is made pursuant to the provisions of item (ii) of that paragraph;
- (iii) a statement to the effect that the extended period of Purchase, etc. under the provisions of Article 27-10, paragraph (3) of the Act is to become 30 days (not including the number of Holidays of Administrative Organs);
- (iv) the last day of the extended Tender Offer Period;
- (v) the matters concerning the Tender Offer which are set forth in the following sub-items:
 - (a) the name and address or location of the Tender Offeror; and
 - (b) the class of Share Certificates, etc. for which Purchase, etc. is to be made.

(Cases Excluded from Conditions of Withdrawal)
Article 26 (1) The criteria specified by a Cabinet Office Ordinance as being minor, which are prescribed in Article 14, paragraph (1) of the Order related to the matters set forth in item (i) of that paragraph, is those set forth in the following items according to the category of matters set forth in the respective items:

- (i) the matters set forth in Article 14, paragraph (1), item (i), sub-item (a) of the Order: that the share exchange is the one in which, when the Target Company or its subsidiary company becomes a wholly owning parent company resulting from a share exchange (meaning a wholly owning parent company resulting from a share exchange as prescribed in Article 767 of the Companies Act), the book value of the total assets of the company which becomes a wholly owned subsidiary company resulting from a share exchange (meaning a wholly owned subsidiary company resulting from a share exchange as prescribed in Article 768, paragraph (1), item (i) of the Companies Act) as a result of the share exchange as of the last day of its most recent business year is less than ten percent of the book value of the total assets of the Target Company or its subsidiary company as of the last day of the most recent business year thereof;
- (ii) the matters set forth in Article 14, paragraph (1), item (i), sub-item (c) of the Order: that the company split falls under either of the following sub-items:
 - (a) cases where having the business assumed in whole or in part through a company split, the book value of assets related to the split as of the last day of the most recent business year is less than ten percent of the book value of the total assets as of that day, and both in the business year that includes the scheduled date of said split and the following business year, the amount of 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) cases where assuming the business in whole or in part through a company split, the amount of increase in assets as a result of the split is expected to be less than the amount equivalent to ten percent of the book value of the total assets as of the last day of the most recent business year.
- (iii) the matters set forth in Article 14, paragraph (1), item (i), sub-item (d) of the Order: that the merger falls under either of the following sub-items:
 - (a) an absorption-type merger whose amount of increase in assets as a result of said merger is expected to be less than ten percent of the book value of the total assets as of the last day of the most recent business year; or
 - (b) a merger (excluding the cases where the Target Company or its subsidiary company have dissolved as a result of the merger) with a subsidiary company or subsidiary corporation (meaning a subsidiary corporation as prescribed in Article 77-2, paragraph (1) of the Act on Investment Trusts and Investment Corporations and including a subsidiary corporation of a foreign investment corporation similar thereto; the same applies in item (v), sub-item (c)) of which the Target Company or its subsidiary company holds all of the issued shares, investment equity, or

- equity;
- (iv) the matters set forth in Article 14, paragraph (1), item (i), sub-item (g) of the Order: that the reduction of the amount of stated capital is one in which the amount of reduction of the stated capital is less than ten percent of the amount of stated capital as of the last day of the most recent business year;
 - (v) the matters set forth in Article 14, paragraph (1), item (i), sub-item (h) of the Order: that the transfer, acceptance, suspension, or abolition of the business in whole or in part falls under either of the following sub-items:
 - (a) cases where transferring business in whole or in part, the book value of assets subject to the transfer of business as of the last day of the most recent business year is less than ten percent of the book value of the total assets as of that day, and both in the business year that includes the scheduled date of said transfer of business and the following business year, the amount of reduction in net sales 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;
 - (b) cases where accepting the assignment of business in whole or in part, the amount of increase in assets as a result of the acceptance of the transfer of business is expected to be less than the amount equivalent to ten percent of the book value of the total assets as of the last day of the most recent business year;
 - (c) the acceptance of assignment of business in whole or in part from a subsidiary company or subsidiary corporation of which the Target Company or its subsidiary company holds all of the issued shares, investment equity, or equity; or
 - (d) the amount of reduction in net sales as a result of the suspension or abolition of business in whole or in part is expected to be less than the amount equivalent to ten percent of the net sales for the most recent business year in each business year which commences within three years from the commencement date of the business year which includes the scheduled date of the suspension or abolition of the business in whole or in part.
 - (vi) the matters set forth in Article 14, paragraph (1), item (i), sub-item (l) of the Order: that when the split is conducted, the split is one in which the number obtained by dividing the ratio of the number of voting rights pertaining to the number of share certificates, etc. planned to be purchased (meaning number of share certificates, etc. planned to be purchased as prescribed in Article 27-3, paragraph (1) of the Act) to the number set forth in Article 4-2, paragraph (1), item (ii) (hereinafter referred to as "ratio of voting rights" in this paragraph) after the split by the ratio of voting rights before the split is not less than 90 percent;

- (vii) the matters set forth in Article 14, paragraph (1), item (i), sub-item (m) of the Order: that when the allotment is conducted, the allotment is one in which the number obtained by dividing the ratio of voting rights after the allotment by the ratio of voting rights before the allotment is not less than 90 percent;
 - (viii) the matters set forth in Article 14, paragraph (1), item (i), sub-item (n) of the Order: that when the issuance is conducted, the issuance is one in which the number obtained by dividing the ratio of voting rights after the issuance by the ratio of voting rights before the issuance is not less than 90 percent;
 - (ix) the matters set forth in Article 14, paragraph (1), item (i), sub-item (o) of the Order: that when the disposal is conducted, the disposal is one in which the number obtained by dividing the ratio of voting rights after the disposal by the ratio of voting rights before the disposal is not less than 90 percent;
 - (x) the matters set forth in Article 14, paragraph (1), item (i), sub-item (r) of the Order: that the borrowing is a borrowing in an amount less than the amount equivalent to ten percent of the book value of the total assets; and
 - (xi) the subsidiary company set forth in Article 14, paragraph (1), item (i) of the Order: that the book value of the total assets of the subsidiary company as of the last day of its most recent business year is less than ten percent of the book value of the total assets of the Target Company as of the last day of its most recent business year (limited to the matters set forth in sub-items (e), (f), (i), (j), (k), and (p) of that item).
- (2) The proportion specified by a Cabinet Office Ordinance, prescribed in Article 14, paragraph (1), item (ii), sub-item (a) of the Order, is one-tenth.
- (3) The criteria specified by a Cabinet Office Ordinance as being minor, prescribed in Article 14, paragraph (1) of the Order, which are related to the facts set forth in item (iii) of that paragraph, is those set forth in the following items according to the category of facts set forth in the respective items:
- (i) the fact set forth in Article 14, paragraph (1), item (iii), sub-item (a) of the Order: that, if a provisional disposition order was issued immediately after the filing of a petition for such provisional disposition order as filed in said petition, in each business year that commences within three years from the commencement date of the business year that 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;
 - (ii) the fact set forth in Article 14, paragraph (1), item (iii), sub-item (b) of the Order: that in each business year which commences within three years from the commencement date of the business year that includes the disposition date 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 net sales in the most recent business year;
- (iii) the fact set forth in Article 14, paragraph (1), item (iii), sub-item (e) of the Order: that in each business year that commences within three years from the commencement date of the business year that includes the date of suspension of a transaction with a major trading partner (meaning a major trading partner as prescribed in that item), 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;
 - (iv) the fact set forth in Article 14, paragraph (1), item (iii), sub-item (f) of the Order: that the amount of damage resulting from a disaster is expected to be less than the amount equivalent to one percent of the book value of the total assets as of the last day of the most recent business year;
 - (v) the fact set forth in Article 14, paragraph (1), item (iii), sub-item (g) of the Order: that the value of the subject-matter of suit is less than the amount equivalent to five percent of the book value of the total assets as of the last day of the most recent business year;
- (4) The circumstances specified by a Cabinet Office Ordinance, prescribed in Article 14, paragraph (1), item (v) of the Order, are if the organ of the Target Company which is responsible for making decisions on the execution of the operations has made a decision that it may conduct delivery of shares which may change the matters for which the Tender Offeror and Specially Related Parties with the Tender Offeror may exercise their voting rights at the shareholders meeting after the Tender Offer or any other acts (limited to those conducted after the last day of the period of Purchase, etc. related to the Tender Offer) and has publicly announced the details of said decision, and the organ has made a decision (limited to a decision publicly announced on or after the date on which a Public Notice of the Commencement of a Tender Offer had been given) to maintain the former decision.

(Matters to be Published in a Public Notice of Withdrawal of a Tender Offer)

Article 27 The matters specified by a Cabinet Office Ordinance, prescribed in Article 27-11, paragraph (2) of the Act, are the following matters:

- (i) the name and address or location of the Tender Offeror;
- (ii) the matters concerning the contents of the Tender Offer which are listed in the following sub-items:
 - (a) the name of the Target Company;
 - (b) the class of Share Certificates, etc. pertaining to the Purchase, etc.; and
 - (c) the Tender Offer Period.
- (iii) a statement to the effect of the implementation of withdrawal, etc. of tender offer (meaning the withdrawal, etc. of tender offer prescribed in

- Article 27-11, paragraph (1) of the Act) and the reason thereof;
- (iv) the commencement date, method, and place of returning Tendered Share Certificates, etc.; and
 - (v) the place where the copy of the Written Tender Offer Withdrawal Notice is to be made available for public inspection.

(Matters to Be Stated in a Written Tender Offer Withdrawal Notice)

Article 28 A Tender Offeror who is to submit a Written Tender Offer Withdrawal Notice pursuant to the provisions of Article 27-11, paragraph (3) of the Act must prepare three copies of Written Tender Offer Withdrawal Notice using Form 5 and must submit them to the Director-General of the Kanto Local Finance Bureau.

(Designation of Person to Whom Written Cancellation of a Contract is to be Delivered or Sent)

Article 29 The persons specified by a Cabinet Office Ordinance, prescribed in Article 14-2 of the Order, are the Tender Offeror and the person affiliated with the Tender Offeror as specified in Article 10 of the Order who has an address, residence, business office, or office in Japan.

(Matters to be Published in a Public Notice of the Results of a Tender Offer)

Article 30 (1) The matters specified by a Cabinet Office Ordinance, prescribed in Article 27-13, paragraph (1) of the Act, are the following matters:

- (i) the name and address or location of the Tender Offeror;
 - (ii) the matters concerning the contents of the Tender Offer which are listed in the following sub-items:
 - (a) the name of the Target Company;
 - (b) the class of Share Certificates, etc. pertaining to the Purchase, etc.; and
 - (c) the Tender Offer Period.
 - (iii) if the term set forth in Article 27-13, paragraph (4), item (i) of the Act is stated in the Tender Offer Statement, whether or not said term is fulfilled;
 - (iv) the number of Tendered Share Certificates, etc. and the number of Share Certificates, etc. for which a Purchase, etc. is to be conducted;
 - (v) the method and commencement date of settlement; and
 - (vi) the place where the copy of the Tender Offer Report is made available for public inspection.
- (2) When it is difficult to give public notice or make a public announcement on the number of Share Certificates, etc. for which a Purchase, etc. is to be made by the Pro Rata Method in giving public notice or making a public announcement pursuant to the provisions of Article 27-13, paragraph (1) of the Act, the Tender Offeror is to give public notice or make a public announcement

on the number of the Share Certificates, etc. without delay after giving public notice or making a public announcement on matters other than the number of said Share Certificates, etc.

(Public Announcement of the Number of Share Certificates Offered to Sell)

Article 30-2 In giving a public announcement pursuant to the provisions of Article 9-4 of the Order, such public announcement must be given by disclosing the contents and matters that should be publicly announced to journalistic organizations including two or more of the journalistic organizations set forth in the items under that Article.

(Matters to Be Stated in a Tender Offer Report)

Article 31 A Tender Offeror who is to submit a Tender Offer Report pursuant to the provisions of Article 27-13, paragraph (2) of the Act must prepare three copies of the Tender Offer Report using Form 6 and must submit them to the Director-General of the Kanto Local Finance Bureau.

(Pro Rata Method)

Article 32 (1) The Pro Rata Method specified by a Cabinet Office Ordinance, prescribed in Article 27-13, paragraph (5) of the Act, is the method of obtaining a number by multiplying the number of Tendered Share Certificates, etc. of the Tendering Shareholder, etc. by the ratio of the total number of voting rights pertaining to Share Certificates, etc. for which Purchase, etc. is to be made to the total number of voting rights pertaining to Tendered Share Certificates, etc. and, if said number obtained by this calculation includes a fraction of less than one share, rounding off said fraction to the nearest whole number.

(2) When the total number calculated by the method set forth in the preceding paragraph is different from the total number of Share Certificates, etc. for which Purchase, etc. is to be made, the difference must be processed under the method stated in the Tender Offer Statement.

(3) In paragraph (1), one share means, with regard to Share Certificates of a company which fixes the number of shares for one unit of shares pursuant to the provisions of Article 188, paragraph (1) of the Companies Act, said number of shares for one unit of shares; with regard to share option certificates, the number of shares which are issued or required to be transferred through an exercise of rights of the share option certificates; and, with regard to corporate bond certificates with share options, the number of shares which are issued or required to be transferred through an exercise of share options with regard to the face value.

(Method of Public Inspection)

- Article 33 (1) The Tender Offer Statement (including the amendment thereto; the same applies in paragraph (4)) and Written Tender Offer Withdrawal Notice, the Tender Offer Report, and the Target Company's Position Statement and Tender Offeror's Answer (including the amendment reports thereto) are kept and made available for public inspection at the Kanto Local Finance Bureau and finance bureaus which have jurisdiction over the location of the head office or office of the issuer of the Share Certificates, etc. related to such documents (when said location is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, at the Fukuoka Local Finance Branch Bureau).
- (2) When a copy of the documents prescribed in the preceding paragraph is required to be made available for public inspection pursuant to the provisions of Article 27-14, paragraph (2) of the Act, the corporation, etc. who has submitted the documents must do so by the method of making them available for public inspection at the head office or principal office of the corporation, etc. (when the corporation, etc. is a foreign corporation, etc., at the principal branch office or office of said corporation, etc. in Japan) during its business hours.
- (3) A financial instruments exchange and Authorized Financial Instruments Firms Association (meaning an Authorized Financial Instruments Firms Association as prescribed in Article 2, paragraph (13) of the Act) must make copies of the documents prescribed in paragraph (1) available for public inspection during their business hours pursuant to the provisions of Article 27-14, paragraph (3) of the Act.
- (4) With regard to the matters concerning funds for Purchase, etc. as stated in the Tender Offer Statement, if said funds have been borrowed from a Bank, etc., the Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau is not to, notwithstanding the provisions of paragraph (1), make the name of the Bank, etc., nor a copy of the contract for said borrowings available for public inspection, and the person who has submitted the Tender Offer Statement is to, notwithstanding the provisions of paragraph (2), delete such matters and attached documents and make the copy of the Tender Offer Statement available for public inspection; provided, however, that this does not apply to cases where the person who has submitted the Tender Offer Statement clearly indicates to the Bank, etc. that said person is allocating the borrowings to the funds when borrowing from the Bank, etc., and states to that effect in the Tender Offer Statement.

(Application Mutatis Mutandis of Cabinet Office Ordinance on Disclosure of Corporate Affairs Pertaining to Methods Using Information and Communications Technology for Delivery of a Tender Offer Explanation)

Article 33-2 (1) The provisions of Article 23-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc. apply mutatis mutandis to cases where the provisions of Article 27-30-9, paragraph (1) of the Act apply mutatis mutandis to Article 27-30-9, paragraph (2) of the Act. In this case, the term "Prospectus" in Article 23-2 of that Cabinet Office Ordinance is deemed to be replaced with "Tender Offer Explanation."

(2) When a Tender Offeror provides the matters to be stated in the Tender Offer Explanation in lieu of the delivery thereof prescribed in Article 27-9, paragraph (2) of the Act, by the methods set forth in the items under Article 23-2, paragraph (2) of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc. (such methods are referred to as "electronic or magnetic means" in the following paragraph and paragraph (4)) as applied mutatis mutandis pursuant to the preceding paragraph, said Tender Offeror must remind the person who intends to conduct Sales, etc. of Share Certificates, etc. of the matters set forth in the items under Article 24, paragraph (2) by having such person inspect the images showing said matters or by any other method.

(3) A Tender Offeror must provide the matters to be stated in the Tender Offer Explanation to the person who intends to conduct Sales, etc. of Share Certificates, etc. by electronic or magnetic means in advance or at the same time of such Sales, etc.

(4) A Tender Offeror who is to deliver an amended Tender Offer Explanation to the person to whom a Tender Offer Explanation has been already delivered pursuant to the provisions of Article 27-9, paragraph (3) of the Act may, if the amendment is limited to a small scope, make such delivery by the method of providing the reason for the amendment, the amended matters, and the contents after amendment to the person who gives the consent set forth in Article 23-2, paragraph (1) of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc. as applied mutatis mutandis pursuant to paragraph (1) by electronic or magnetic means in lieu of the method of delivering the document prescribed in Article 24, paragraph (5).

(Methods Using Information and Communications Technology for Sending of Copies of a Tender Offer Statement, etc.)

Article 33-3 (1) The cases specified by a Cabinet Office Ordinance, prescribed in Article 27-30-11, paragraph (1) of the Act, are those where the Tender Offeror has indicated in advance the type and contents of the methods set forth in the items under the following paragraph (hereinafter referred to as "electronic or magnetic means" in this Article) to the issuer of Share Certificates, etc. pursuant to the provisions of paragraph (5) and obtained consent therefrom in writing or by electronic or magnetic means.

(2) The methods specified by a Cabinet Office Ordinance, prescribed in Article

27-30-11, paragraph (1) of the Act, are the following methods:

- (i) the methods using an Electronic Data Processing System that are set forth in sub-item (a) or sub-item (b):
 - (a) the method of transmitting the matters via a telecommunications line that links the computer used by a Tender Offeror to the computer used by an issuer of the Share Certificates, etc. and recording them on a file stored in the computer used by the recipient; or
 - (b) the method of offering the matters to be stated in documents that are recorded on a file stored in the computer used by the Tender Offeror to the issuer of Share Certificates for inspection via a telecommunications line and recording the matters on a file stored in the computer used by the issuer of the Share Certificates, etc. (when the issuer gives consent to receive the provisions of the matters by electronic or magnetic means or gives notice to the effect that the issuer does not receive the provisions of the matters by such means, the method of recording to that effect on a file stored in the computer used by the Tender Offeror).
 - (ii) the method of delivering a file recording the matters to be stated in the documents that has been prepared using media that can securely record certain information through magnetic disks, CD-ROMs, or any other means equivalent thereto.
- (3) The methods set forth in the items under the preceding paragraph must be those that enable the issuer of Share Certificates, etc. to prepare the documents by outputting the records in the file.
- (4) The term "Electronic Data Processing System" as used in paragraph (2), item (i) means an electronic data processing system that links the computer used by a Tender Offeror and the computer used by an issuer of the Share Certificates, etc. via a telecommunications line.
- (5) The types and contents of the method to be indicated pursuant to the provisions of paragraph (1) are the following matters:
- (i) among the methods prescribed in the items of paragraph (2), the method used by the Tender Offeror; and
 - (ii) the method of recording into a file.
- (6) When the issuer of the Share Certificates, etc. states, in writing or by electronic or magnetic means, to the effect that issuer does not receive the provisions of the matters by electronic or magnetic means, the Tender Offeror who had obtained the consent prescribed in paragraph (1) must not provide the matters to be stated in the documents to said issuer of the Share Certificates, etc. by electronic or magnetic means; provided, however, that this does not apply to cases where the issuer of the Share Certificates, etc. again gives the consent prescribed in that paragraph.

(Methods of Using Information and Communications Technology for Sending
Copies of a Target Company's Position Statement)

Article 33-4 The provisions of the preceding Article apply *mutatis mutandis* to
the provisions of information which should be contained in the Target
Company's Position Statement under Article 27-30-11, paragraph (3) of the Act.