

Cabinet Office Order on Disclosure of the Status of Large-Volume Holdings in Share Certificates

(Ordinance of the Ministry of Finance No. 36 of November 20, 1990)

Pursuant to the provisions of Article 27-23, paragraphs (1), (3) and (5), Article 27-24, Article 27-25, paragraphs (1) and (2), Article 27-26 of the Securities and Exchange Act (Act No. 25 of 1948) and Article 27-28 of that Act (including the cases where applied mutatis mutandis pursuant to Article 27-29, paragraph (2) of that Act), and to the provisions of Article 4, paragraph (2) of the Supplementary Provisions of the Act Partially Amending the Securities and Exchange Act (Act No. 43 of 1990), the Ministerial Order on Disclosure of the Status of Large-Volume Holdings in Share Certificate, etc. is enacted as follows.

(Definitions)

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

- (i) Covered Warrants for Subject Securities: the securities set forth in Article 2, paragraph (1), item (xix) of the Financial Instruments and Exchange Act (Act No. 25 of 1948; hereinafter referred to as the "Act") which indicate an option (limited to an option that causes the person that exercises it to acquire the position of the buyer in a purchase and sale of the subject securities to which the relevant option pertain) pertaining to subject securities (meaning the subject securities provided in Article 27-23, paragraph (2) of the Act; hereinafter the same applies in this Article);
- (ii) Depository Receipts for Subject Securities: the securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate a right pertaining to subject securities;
- (iii) Depository Receipts for Share Certificates: the securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate a right pertaining to share certificates;
- (iv) Depository Receipts for Share-related Securities: the Depository Receipts for Subject Securities, which are not Depository Receipts for Share Certificates;
- (v) Beneficiary Certificates of Subject Securities in Trust: Beneficiary Certificates of Securities in Trust (meaning the beneficiary certificates of securities in trust set forth in Article 2-3, item (iii) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; hereinafter referred to as the "Order"); the same applies hereinafter), of which the Entrusted Securities (meaning the entrusted

securities provided in that item; the same applies hereinafter) are subject securities;

- (vi) Beneficiary Certificates of Share Certificates in Trust: Beneficiary Certificates of Securities in Trust, of which the Entrusted Securities are share certificates;
- (vii) Beneficiary Certificates of Share-related Securities in Trust: the Beneficiary Certificates of Subject Securities in Trust, which are not Beneficiary Certificates of Share Certificates in Trust; and
- (viii) Subject Securities Redeemable Corporate Bonds: the corporate bond certificates which are redeemable, under certain conditions, by means of subject securities issued by a company other than the company issuing the relevant corporate bond certificates (limited to those where persons who hold the relevant corporate bond certificates have the right to have the company issuing the relevant corporate bond certificates redeem them by means of the relevant subject securities).

(Definition of an Issuer)

Article 1-2 The securities specified by Cabinet Office Order, provided in Article 27-23, paragraph (1) of the Act, are securities set forth in the following items, and the person specified by Cabinet Office Order, provided in that paragraph, is any of the persons set forth in the following items according to the categories of securities set forth in the relevant items:

- (i) Covered Warrants for Subject Securities: the issuer of the subject securities;
- (ii) Depository Receipts for Subject Securities: the issuer of the subject securities;
- (iii) Beneficiary Certificates of Subject Securities in Trust: the issuer of the subject securities;
- (iv) Subject Securities Redeemable Corporate Bonds: the issuer of the subject securities; and
- (v) securities or certificates issued by a foreign person which have the nature of the securities set forth in the preceding item: the issuer of the subject securities.

(Matters Required To Be Included in Statements of Large-Volume Holdings)

Article 2 (1) A person who must submit a statement of large-volume holdings under the provisions of Article 27-23, paragraph (1) of the Act and Article 27-26, paragraph (4) of the Act must prepare four copies of the relevant statement by using Form No. 1, and submit them to the Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau (hereinafter referred to as the "Director-General of a Local Finance Bureau, etc.").

(2) A statement of large-volume holdings under the provisions of the preceding paragraph must have attached a document specifying the name, location and contact details of a person who conducts an intermediation, brokerage or agency service for the purchase and sale or other transactions of Share Certificates, etc. (meaning share certificates, etc. provided in Article 27-23, paragraph (1) of the Act; the same applies hereinafter), for which the relevant statement of large-volume holdings has come to be submitted, on behalf of the person who must submit the relevant statement of large-volume holdings (excluding the financial instruments business operator, etc. provided in Article 34 of the Act).

(Cases Where Statements of Large-Volume Holdings Are Not Required)

Article 3 The case specified by Cabinet Office Order provided in the proviso of Article 27-23, paragraph (1) of the Act is either of the following cases:

- (i) a case where there is no increase in the Total Number of Share Certificates, etc. Held (meaning the total number of share certificates, etc. held provided in Article 27-23, paragraph (4) of the Act; the same applies hereinafter); or
- (ii) a case where the Total Number of Share Certificates, etc. Held increases solely as a result of the adjustment of the issue price of the shares underlying the share options pertaining to share option certificates or corporate bond certificates with share options or Investment Equity (meaning investment equity as provided in Article 2, paragraph (14) of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951), including the status of the members of a Foreign Investment Corporation (meaning the foreign investment corporation as provided in paragraph (25) of that Article; hereinafter the same applies in Article 5, paragraph (1), item (vi)) underlying the Investment Equity Subscription Rights (meaning the investment equity subscription rights as provided in Article 2, paragraph (17) of that Act; the same applies hereinafter) pertaining to Investment Equity Subscription Rights Certificates (meaning the investment equity subscription rights certificates as provided in Article 2, paragraph (18) of that Act; hereinafter the same applies in Article 5, paragraph (1), item (vi) and Article 9, item (ii)).

(Shares with No Voting Rights)

Article 3-2 The shares specified by Cabinet Office Order as shares with no voting rights, provided in Article 14-5-2, item (i) of the Order, are those which satisfy all of the following requirements:

- (i) shares with no voting rights; and
- (ii) shares for which the articles of incorporation have no provisions to the effect that the company issuing the relevant shares deliver shares with

voting rights in exchange for the acquisition of the relevant shares.

(Securities over Which a Person Becomes Aware That the Person Has Authority)

Article 3-3 The securities to be specified by Cabinet Office Order, provided in Article 27-23, paragraph (3) of the Act, are Depository Receipts for Share Certificates and Beneficiary Certificates of Share Certificates in Trust.

(Share Certificates To Be Excluded from Share Certificates Held, Due to the Manner in Which They Are Held or Any Other Circumstance)

Article 4 The Share Certificates, etc. to be specified by Cabinet Office Order taking into consideration the manner of holding or any other circumstance, as provided in Article 27-23, paragraph (4) of the Act, are the following Share Certificates, etc.:

- (i) Share Certificates, etc. held as trust property by a person who is engaged in a trust business (limited to cases where the person does not fall under the categories of persons set forth in the items of Article 27-23, paragraph (3) of the Act with regard to the Share Certificates, etc.);
- (ii) Share Certificates, etc. held by a person engaged in a Securities-Related Business (meaning the securities-related business provided in Article 28, paragraph (8) of the Act; the same applies in Article 11, item (i)) in the course of the business of underwriting or secondary distribution (excluding Share Certificates, etc. held on or after the day immediately following the payment date for the Share Certificates, etc. in the case of underwriting (except in the case of doing the things set forth in Article 2, paragraph (6), item (iii) of the Act), those held on or after the day specified in the following sub-items (a) and (b) according to the categories of Share Certificates, etc. set forth in the relevant sub-items in the case of doing the things set forth in the same item, and those held on or after the day immediately following the transfer date for the Share Certificates, etc. in the case of a secondary distribution);
 - (a) share option certificates pertaining to unexercised share options provided in Article 2, paragraph (6), item (iii) of the Act: the day on which five days have elapsed since the day on which share option certificates pertaining to the unexercised share options were acquired (not including Sundays and the holidays provided in Article 14-5 of the Order; hereinafter the same applies in this Article and Article 17)
 - (b) Share Certificates, etc. acquired by acquiring share option certificates pertaining to unexercised share options provided in Article 2, paragraph (6), item (iii) of the Act and exercising the relevant share options: the day on which five days have elapsed since the day on which share option

- certificates pertaining to the unexercised share options were acquired
- (iii) Share Certificates, etc. held by a financial instruments business operator (meaning the financial instruments business operator provided in Article 2, paragraph (9) of the Act) in the margin transactions provided in Article 156-24, paragraph (1) of the Act;
 - (iv) Share Certificates, etc. held in the course of the business provided in Article 156-24, paragraph (1) of the Act by a person who is engaged in the relevant business;
 - (v) Share Certificates, etc. for which a sales agreement has been concluded, but whose transfer has yet to be completed (limited to Share Certificates, etc. which are to be transferred within five days from the date of the agreement, and excluding share certificates for which a sales agreement was concluded through the transactions set forth in the following item);
 - (vi) share certificates held as a result of futures transactions targeting an aggregate of two or more share certificates for different issues carried out at a Financial Instruments Exchange (meaning a financial instruments exchange provided in Article 2, paragraph (16) of the Act; the same applies in Article 21) (excluding share certificates held on or after the day immediately following the last purchase and sale transaction date of the futures transactions);
 - (vii) Share Certificates, etc. (excluding share certificates) held by a Surviving Employee's Pension Fund (meaning the surviving employee's pension fund provided in Article 3, item (xi) of the Supplementary Provisions of the Act for Partial Revision to the Employees' Pension Insurance Act, etc. to Ensure the Soundness and Reliability of the Public Pension System (Act No. 63 of 2013)), the Pension Fund Association or the Government Pension Investment Fund;
 - (viii) Share Certificates, etc. held as an investment of postal life insurance assets as provided 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) (excluding share certificates);
 - (ix) Share Certificates, etc. held by a person who has the authority to represent a juridical person on the basis of the relevant authority of representation, or held by a manager on the basis of the person's authority to act as an agent; and
 - (x) Share Certificates, etc. held by a person entrusted with such Share Certificates, etc. acquired (limited to the cases where the relevant entrusted person does not fall under the categories of persons set forth in the items of Article 27-23, paragraph (3) of the Act with respect to the Share Certificates, etc.), in cases where an Officer (meaning a director, executive officer, accounting advisor (when the accounting advisor is a juridical person, this must include a member of the relevant juridical person who is in the position

of performing such duties), a company auditor, or a person holding a title equivalent thereto; hereinafter the same applies in this item) or an employee of a company has acquired the company's Share Certificates, etc. jointly with another Officer or employee of the company (limited to the acquisition under a certain program wherein the Share Certificates, etc. are continuously acquired without depending on the individual's investment decisions, and wherein the amount to be contributed by each of the Officers or employees on each occasion is less than one million yen) (in the case of the acquisition of any Share Certificates, etc. other than those acquired by the company pursuant to the provisions of Article 156, paragraph (1) of the Companies Act (Act No. 86 of 2005) (including the cases where it is applied by replacing certain terms pursuant to Article 165, paragraph (3) of that Act), the above must be limited to the case where such acquisition was made based on an entrustment to the financial instruments business operator, etc. provided in Article 34 of the Act).

- (xi) Share Certificates, etc. stated or recorded for an account (excluding a customer account (meaning a customer account provided in Article 68, paragraph (2), item (ii) of the Act on Transfer of Bonds, etc. (Act No. 75 of 2001) (including cases where it is applied mutatis mutandis pursuant to Article 127 of the Act on Transfer of Bonds, etc.), 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 Transfer of Bonds, etc.), Article 165, paragraph (2), item (ii) (including cases where it is applied mutatis mutandis pursuant to Article 247-3, paragraph (1) of the Act on Transfer of Bonds, etc.) or Article 194, paragraph (2), item (ii) of the Act on Transfer of Bonds, etc.)) of a person whose business is to conduct the administration of Bonds, etc. (meaning Bonds, etc. provided in Article 2, paragraph (1) of the Act on Transfer of Bonds, etc.; the same applies in this item) or rights similar to Bonds, etc. of other persons in a foreign state in accordance with the laws and orders of the 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 the Foreign Bond, etc. Administrator (meaning Organization Directly Senior provided in paragraph (6) of that Article) for which the Foreign Bond, etc. Administrator conducts the administration based on entrustment by customers (limited to cases where the Foreign Bond, etc. Administrator does not fall under the categories of persons set forth in the items of Article 27-23, paragraph (3) of the Act with regard to the Share Certificates, etc.).

(Conversion of Share Option Certificates)

Article 5 (1) The number to be specified by Cabinet Office Order, provided in Article 27-23, paragraph (4) of the Act, is any of the following numbers:

- (i) for share option certificates, the number of shares underlying the share options; provided, however, that the number must be nil when all of the following requirements are satisfied:
 - (a) those acquired by the holder of Share Certificates, etc. through allotment of share options without contribution provided in Article 277 of the Companies Act;
 - (b) the period from the day of issue of the relevant share option certificates to the last day of the period set forth in Article 236, paragraph (1), item (iv) of the Companies Act (including the period deemed to be extended pursuant to the provisions of Article 279, paragraph (3) of that Act) does not exceed two months; and
 - (c) a contract stipulating that one or more financial instruments business operators (meaning the financial instruments business operators provided in Article 2, paragraph (9) of the Act (limited to those engaging in type I financial instruments business provided in Article 28, paragraph (1) of the Act); hereinafter the same applies in item (vi), sub-item (c)) underwriting the relevant share option certificates will acquire all the share option certificates issued (excluding the share option certificates in which share options have been exercised) and the financial instruments business operator(s) or a third party will exercise the share options pertaining to the share option certificates upon public offering thereof has been concluded between the issuer and the financial instruments business operator(s).
- (ii) for corporate bond certificates with share options, the number of shares underlying the share options attached to the relevant corporate bond certificates with share options;
- (iii) for securities or certificates which are issued by a foreign person and have the nature of share certificates, the number of shares;
- (iv) for securities or certificates which have been issued by a foreign person and have the nature of share option certificates or corporate bond certificates with share options, the number of securities or certificates that are converted into shares in the same manner as the securities or certificates issued by a domestic corporation;
- (v) for Investment Securities, etc. (meaning investment securities, etc. as provided in Article 1-4, item (i) of the Order; the same applies hereinafter), the number of units of Investment Equity;
- (vi) for Investment Equity Subscription Rights Certificates, etc. (meaning investment equity subscription rights certificates, etc. as provided in Article 1-4, item (ii) of the Order; the same applies hereinafter), the number of units of Investment Equity underlying the Investment Equity Subscription Rights,

etc. (meaning investment equity subscription rights and rights to a foreign investment corporation which have the nature of investment equity subscription rights; hereinafter the same applies in this paragraph); provided, however, that the number must be nil for Investment Equity Subscription Rights Certificates which satisfy all of the following requirements:

- (a) those acquired by the holder of Share Certificates, etc. through allotment of investment equity subscription rights without contribution provided in Article 88-13 of the Act on Investment Trusts and Investment Corporations;
 - (b) the period from the day of issue of the Investment Equity Subscription Rights Certificates to the last day of the period set forth in Article 88-2, item (iii) of the Act on Investment Trusts and Investment Corporations (including the period deemed to be extended pursuant to the provisions of Article 88-15, paragraph (3) of that Act) does not exceed two months; and
 - (c) a contract stipulating that one or more financial instruments business operators underwriting the Investment Equity Subscription Rights Certificates will acquire all the Investment Equity Subscription Rights Certificates issued (excluding the Investment Equity Subscription Rights Certificates in which Investment Equity Subscription Rights have been exercised) and the financial instruments business operator(s) or a third party will exercise the Investment Equity Subscription Rights pertaining to the Investment Equity Subscription Rights Certificates upon Public Offering thereof has been concluded between the issuer and the financial instruments business operator(s).
- (vii) for Covered Warrants for Subject Securities, the number of shares or the like specified as follows according to the category of subject securities pertaining to the respective options indicated on the Covered Warrants for Subject Securities:
- (a) share certificates: the number of shares which can be acquired through the options indicated on the Covered Warrants for Subject Securities;
 - (b) share option certificates: the number of shares underlying the share options of the share option certificates which can be acquired through the options indicated on the Covered Warrants for Subject Securities;
 - (c) corporate bond certificates with share options: the number of shares underlying the share options attached to bonds with share options which can be acquired through the options indicated on the Covered Warrants for Subject Securities;
 - (d) securities or certificates which are issued by a foreign person and which have the nature of share certificates: the number of shares indicated on the Covered Warrants for Subject Securities;

- (e) securities or certificates which are issued by a foreign person and have the nature of share option certificates or corporate bond certificates with share options: the number of securities or certificates that are converted into shares in the same manner as the securities or certificates issued by a domestic corporation;
 - (f) Investment Securities, etc.: the number of units of Investment Equity which is able to be acquired through options indicated on the Covered Warrants for Subject Securities; and
 - (g) Investment Equity Subscription Rights Certificates, etc.: the number of units of Investment Equity underlying the Investment Equity Subscription Rights, etc. of Investment Equity Subscription Rights Certificates, etc. which are able to be acquired through options indicated on the Covered Warrants for Subject Securities.
- (viii) for Depository Receipts for Subject Securities, the numbers of shares or the like specified as follows according to the categories of subject securities pertaining to the rights indicated on the Depository Receipts for Subject Securities:
- (a) share certificates: the number of shares underlying the rights indicated on the Depository Receipts for Subject Securities;
 - (b) share option certificates: the number of shares underlying the share options of the share option certificates underlying the rights indicated on the Depository Receipts for Subject Securities;
 - (c) corporate bond certificates with share options: the number of shares underlying the share options attached to the bonds with share option underlying the rights indicated on the Depository Receipts for Subject Securities;
 - (d) securities or certificates which are issued by a foreign person and have the nature of share certificates: the number of shares underlying the rights indicated on the Depository Receipts for Subject Securities;
 - (e) securities or certificates which are issued by a foreign person and have the nature of share option certificates or corporate bond certificates with share options: the number of securities or certificates that are converted into shares in the same manner as securities or certificates issued by a domestic corporation;
 - (f) Investment Securities, etc.: the number of units of Investment Equity underlying the rights indicated on the Depository Receipts for Subject Securities; and
 - (g) Investment Equity Subscription Rights Certificates, etc.: the number of units of Investment Equity underlying the Investment Equity Subscription Rights, etc. of Investment Equity Subscription Rights Certificates, etc. underlying the rights indicated on the Depository Receipts for Subject

Securities.

(ix) for Beneficiary Certificates of Subject Securities in Trust, the numbers specified as follows according to the category of subject securities which are the Entrusted Securities of the Beneficiary Certificates of Subject Securities in Trust set forth in the respective items:

- (a) share certificates: the number of shares of beneficial interests indicated on the Beneficiary Certificates for Subject Securities in Trust;
- (b) share option certificates: the number of shares underlying the share options of share option certificates of beneficial interests indicated on the Beneficiary Certificates for Subject Securities in Trust;
- (c) corporate bond certificates with share options: the number of shares underlying the share options attached to the bonds with share options of beneficial interests indicated on the Beneficiary Certificates for Subject Securities in Trust;
- (d) securities or certificates which are issued by a foreign person and which have the nature of share certificates: the number of shares of beneficial interests indicated on the Beneficiary Certificates for Subject Securities in Trust;
- (e) securities or certificates which are issued by a foreign person and which have the nature of share option certificates or corporate bond certificates with share options: the number of securities or certificates that are converted into shares in the same manner as the securities or certificates issued by a domestic corporation;
- (f) Investment Securities, etc.: the number of units of Investment Equity of beneficial interests indicated on the Beneficiary Certificates of Subject Securities in Trust; and
- (g) Investment Equity Subscription Rights Certificates, etc.: the number of units of Investment Equity underlying the Investment Equity Subscription Rights, etc. of Investment Equity Subscription Rights Certificates, etc. of beneficial interests indicated on the Beneficiary Certificates of Subject Securities in Trust.

(x) for Subject Securities Redeemable Corporate Bonds, the numbers specified as follows according to the category of subject securities to be redeemed set forth in the respective items:

- (a) share certificates: the number of shares to be redeemed;
- (b) share option certificates: the number of shares underlying the share options of share option certificates to be redeemed;
- (c) corporate bond certificates with share options: the number of shares underlying the share options attached to the corporate bond certificates with share options to be redeemed;
- (d) securities or certificates which are issued by a foreign person and have

- the nature of share certificates: the number of shares to be redeemed;
 - (e) securities or certificates which are issued by a foreign person and have the nature of share option certificates or corporate bond certificates with share options: the number of securities or certificates that are converted into shares in the same manner as securities or certificates issued by a domestic corporation;
 - (f) Investment Securities, etc.: the number of units of Investment Equity to be redeemed; and
 - (g) Investment Equity Subscription Rights Certificates, etc.: the number of units of Investment Equity underlying the Investment Equity Subscription Rights, etc. of Investment Equity Subscription Rights Certificates, etc. to be redeemed.
- (2) The total number of issued shares or the number to be specified by Cabinet Office Order as being equivalent thereto, as provided in Article 27-23, paragraph (4) of the Act, is the total number of units issued Investment Equity.

(Securities Not To Be Added in Calculation of the Ownership Ratio of Share Certificates)

Article 5-2 The share certificates and any other securities specified by Cabinet Office Order, provided in Article 27-23, paragraph (4) of the Act, are the following securities:

- (i) share certificates;
- (ii) securities or certificates which are issued by a foreign person and which have the nature of share certificates;
- (iii) Investment Securities, etc.;
- (iv) the securities set forth in Article 2, paragraph (1), item (xx) of the Act which indicate a right pertaining to share certificates, Investment Securities, etc. or securities set forth in item (xvii) of that paragraph that have the nature of share certificates; and
- (v) Beneficiary Certificates of Securities in Trust, of which the Entrusted Securities are share certificates, Investment Securities, etc. or securities set forth in Article 2, paragraph (1), item (xvii) of the Act that have the nature of share certificates.

(Special Relationship)

Article 5-3 The relationship specified by Cabinet Office Order provided in Article 14-7, paragraph (1), item (iv) of the Order is the relationship between a subsidiary company (limited to a partnership) provided in Article 8, paragraph (3) of the Ordinance on Terminology, Forms, and Preparation Methods of Financial Statements, etc. (Ordinance of the Ministry of Finance No. 59 of 1963) and a parent company provided in that paragraph.

(Criteria for the Number of Share Certificates Held Which Are Excluded from the Deemed Joint Holder)

Article 6 The number to be specified by Cabinet Office Order provided in the proviso to Article 27-23, paragraph (6) of the Act is either of the numbers listed in the following two items according to the categories set forth in the respective items:

- (i) share certificates, etc. issued by a domestic corporation: the number of Share Certificates, etc. of which the Ownership Rate of Share Certificates, etc. in Isolation (meaning the Ownership Rate of Share Certificates, etc. in Isolation provided in Article 14-7-2, paragraph (2) of the Order; hereinafter the same applies in this item) must be 0.1 percent (in cases where, among the Ownership Rates of Share Certificates, etc. of other holders in the special relationship as provided in Article 27-23, paragraph (6) of the Act, the total rate of those which are less than the Ownership Rate of Share Certificates, etc. in Isolation of the relevant holder exceeds 0.9 percent, the number of Share Certificates, etc. equivalent to the rate obtained by deducting the total rate from 1 percent (in cases where any rate remains after the deduction, the remaining rate is ignored)); and
- (ii) Share Certificates, etc. issued by a foreign person: the number equivalent to 1 percent of the total number of the issued shares or the total number of units of the issued Investment Equity.

(Matters Required To Be Included in the Written Notice Provided in Article 27-24 of the Act)

Article 7 In the written notice provided in Article 27-24 of the Act, the date of the preparation of the written notice, the name of the issuer of Share Certificates, etc. with which a customer has the authority to exercise the customer's voting right or any other rights, or the authority to give instructions as to the exercise of the relevant voting right or any other rights, the number of the Share Certificates, etc., a statement to the effect that the relevant customer has such authority with regard to the Share Certificates, etc., and the status of the acquisition or disposition of Share Certificates, etc. issued by the relevant issuer must be stated.

(Matters Required To Be Included in Change Reports)

Article 8 (1) A person who is to submit a change report under the provisions of Article 27-25, paragraph (1), and Article 27-26, paragraph (2) (limited to the case set forth in item (iii)) and (5) of the Act must prepare four copies of the relevant report by using Form No. 1 and submit them to the Director-General of a Local Finance Bureau, etc.

(2) The provisions of Article 2, paragraph (2) must apply mutatis mutandis to a case where a change report is submitted pursuant to the provisions of the preceding paragraph (excluding a change report under the provisions of Article 27-26, paragraph (1); hereinafter the same applies in this paragraph); provided, however, that this must not apply if a document provided in Article 2, paragraph (2) as applied mutatis mutandis pursuant to the provisions of this paragraph (hereinafter referred to as the "Attached Document" in this paragraph) has the same contents as the document attached to a statement of large-volume holdings to which the change report pertains, or the same contents as an Attached Document for a change report submitted immediately prior to the relevant change report (limited to that pertaining to the relevant statement of large-volume holdings).

(Cases Where Change Reports Are Not Required)

Article 9 The cases to be specified by Cabinet Office Order, provided in the proviso to Article 27-25, paragraph (1), are the following cases:

- (i) cases where a change report stating that the Ownership Ratio of Share Certificates, etc. is 5 percent or less has already been submitted; and
- (ii) cases where the Total Number of Share Certificates, etc. Held increases or decreases only as a result of the adjustment of the issue price of the shares underlying the share options pertaining to share option certificates or corporate bond certificates with share options or Investment Equity underlying the Investment Equity Subscription Rights pertaining to Investment Equity Subscription Rights Certificates.

(Exclusions from Changes in Important Matters)

Article 9-2 (1) Changes which are to be specified by Cabinet Office Order as being minor changes, as provided in Article 14-7-2, paragraph (1), item (v) of the Order, must be those regarding which the rate obtained by dividing the number of Share Certificates, etc., based on which the contracts set forth in sub-items (a) to (e) inclusive of that item have been concluded or regarding which the details of such contracts have been changed by the amount calculated by adding the total number of issued shares of the issuer of the Share Certificates, etc., or the total number of issued Investment Equity, to the number of the Share Certificates, etc. (excluding the securities set forth in the items of Article 5-2) held by the relevant holders and Joint Holders (meaning the joint holders provided in Article 14-7-2, paragraph (1), item (i) of the Order; the same applies hereinafter) (hereinafter referred to as the "Total Number, etc. of Issued Share Certificates" in this Article), is less than 1 percent.

(2) Anything to be specified by Cabinet Office Order, provided in Article 14-7-2,

paragraph (1), item (vi) of the Order, is the following:

- (i) a change in the breakdown of Share Certificates, etc. held and the rate obtained by dividing the total number of Share Certificates, etc. to be changed by the Total Number, etc. of Issued Share Certificates is less than 1 percent; and
 - (ii) among the matters to be contained in Form No. 1 and Form No. 3, any minor change (excluding that set forth in the preceding item).
- (3) The corporate bond certificates with share options and the securities to be specified by Cabinet Office Order, provided in Article 14-7-2, paragraph (2) of the Order, are the following securities:
- (i) corporate bond certificates with share options;
 - (ii) share option certificates;
 - (iii) securities or certificates issued by a foreign person which are of the same nature as the securities set forth in the preceding two items; and
 - (iv) Investment Equity Subscription Rights Certificates, etc.

(Matters Required To Be Included in Change Reports for Transfers of a Large Number of Share Certificates in a Short Period)

Article 10 Where matters concerning the party to whom a transfer is made and the consideration received for the transfer must be included in a change report pursuant to the provisions of Article 27-25, paragraph (2) of the Act, they are included in Form No. 2 in lieu of "(5) The status of the acquisition or disposition over the past 60 days regarding Share Certificates, etc. issued by the issuer of the Share Certificates, etc." in "No. 2 Matters concerning a person who submits the report."

(Financial Instruments Business Operators Who Hold Share Certificates Subject to Special Provisions)

Article 11 A financial instruments business operator, a bank or any other person to be specified by Cabinet Office Order, as provided in Article 27-26, paragraph (1) of the Act, is any of the following persons:

- (i) financial instruments business operators (limited to those engaging in Type I Financial Instruments Business as provided in Article 28, paragraph (1) of the Act (limited to Securities-Related Business Activities, excluding Type I Small Amount Electronic Public Offering Service provided in Article 29-4-2, paragraph (10) of the Act; the same applies in the following item) or those engaging in Investment Management Business (limited to the business set forth in Article 2, paragraph (8), items (xii) and (xiv) of the Act among the Investment Management Business provided in Article 28, paragraph (4) of the Act); the same applies in the following item), banks, trust companies (limited to those that have obtained a license under Article 3 of the Trust

Business Act (Act No. 154 of 2004) or Article 53, paragraph (1) of that Act), insurance companies, the Norinchukin Bank and the Shoko Chukin Bank Limited;

- (ii) persons who conduct a Type I Financial Instruments Business, Investment Management Business, banking business, trust business or insurance business in foreign states in accordance with the laws and orders thereof, and who do not fall under those set forth in the preceding item;
- (iii) the Banks' Shareholdings Purchase Corporation, the Bank of Japan and the Deposit Insurance Corporation of Japan; and
- (iv) persons who are joint holders of the persons set forth in the preceding three items (hereinafter referred to as "financial instruments business operators, etc." in this Article and Article 13), and who do not fall under the category of financial instruments business operators, etc.

(Criteria of Ownership Ratio of Share Certificates in a Case Where Share Certificates Are Excluded from Share Certificates Subject to Special Provisions)

Article 12 The ratio to be specified by Cabinet Office Order, as provided in Article 27-26, paragraphs (1) and (2), item (iii), is 10 percent.

(Cases Where Share Certificates Are Excluded from Share Certificates Subject to Special Provisions by Taking into Consideration the Manner of Holding and Other Circumstances)

Article 13 The cases to be specified by Cabinet Office Order, provided in Article 27-26, paragraph (1) of the Act, are the following cases:

- (i) cases where a financial instruments business operator, etc. has a joint holder who is not a financial instruments business operator, etc. and where the Ownership Ratio of Share Certificates, etc. of the relevant joint holder, which is calculated by deeming the relevant joint holder to have no joint holder who is a financial instruments business operator, etc., exceeds 1 percent; and
- (ii) cases where the Ownership Ratio of Share Certificates, etc. pertaining to Share Certificates, etc. held by a financial instruments business operator, etc. is less than 10 percent, and where a decrease in the Ownership Ratio of the Share Certificates, etc. (limited to that which exceeds 10 percent) as stated in a statement of large-volume holdings or a change report, whichever has been most recently submitted, pertaining to the Share Certificates, etc. is less than 1 percent.

(State Holders of Share Certificates Subject to Special Provisions)

Article 14 National government, local government or any other person to be

specified by Cabinet Office Order, provided in Article 27-26, paragraph (1) of the Act, is the following persons:

- (i) the national or a local government; or
- (ii) a person not set forth in the preceding item who is a joint holder with a person set forth in the preceding item

(Matters Required To Be Included in Statement of Large-Volume Holdings
Pertaining to Share Certificates Subject to Special Provisions)

Article 15 A person who is to submit a statement of large-volume holdings under Article 27-26, paragraph (1) of the Act or a change report under paragraph (2) of that Article (excluding the case set forth in item (iii)) must prepare four copies of the relevant statement or report using Form No. 3 and submit them to the Director-General of the Local Finance Bureau, etc.

(Acts Which Constitute the Making of Important Suggestions)

Article 16 The matters to be specified by Cabinet Office Order, provided in Article 14-8-2, paragraph (1), item (xiii) of the Order, are the following matters:

- (i) an important change in capital policy (excluding that set forth in Article 14-8-2, paragraph (1), item (x) of the Order for Enforcement of the Securities and Exchange Act);
- (ii) dissolution (excluding dissolution as a result of a merger); and
- (iii) a petition for the commencement of bankruptcy proceedings, rehabilitation proceedings or reorganization proceedings.

(Cases Where Change Reports Pertaining to Share Certificates Subject to
Special Provisions Are Required)

Article 17 The case to be specified by Cabinet Office Order and the date to be specified by Cabinet Office Order, provided in Article 27-26, paragraph (2), item (iv) of the Act, is any of the cases set forth in the following items and the dates to be specified for the respective cases:

- (i) cases where the Ownership Ratio of Share Certificates, etc. as of the reference date that comes after the date on which the calculation of the Ownership Ratio of Share Certificates, etc. stated in a change report under Article 27-25, paragraph (1) of the Act is based increased or decreased by 1 percent or more from the Ownership Ratio of Share Certificates, etc. that was stated in the relevant change report, or any other cases where there arises any change in important matters to be stated in a statement of large-volume holdings: within five days from the relevant reference date;
- (ii) cases where the Ownership Ratio of Share Certificates, etc. as of the Reference Date that comes after the date on which the calculation of the

Ownership Ratio of Share Certificates, etc. stated in a statement of large-volume holdings under Article 27-23, paragraph (1) of the Act is based increased or decreased by 1 percent or more from the Ownership Ratio of Share Certificates, etc. that was stated in the relevant statement of large-volume holdings, or any other cases where there arises any change in important matters to be stated in a statement of large-volume holdings: within five days from the relevant reference date; and

(iii) cases where the Share Certificate, etc. Ownership Ratio has decreased to 10 percent, and where the Share Certificates, etc. have come to fall under the category of Share Certificates, etc. Subject to Special Provisions: within five days from the date on which the Share Certificates, etc. come to fall under the category of Share Certificates, etc. Subject to Special Provisions.

(Notification of Reference Date for Becoming a Holder of Share Certificates
Subject to Special Provisions)

- Article 18 (1) A person who intends to provide notice of the reference date provided in Article 27-26, paragraph (3) of the Act must prepare two copies of the written notification using Form No. 4 and submit them to the Director-General of the Local Finance Bureau, etc.
- (2) A person who intends to change the reference date referred to in the preceding paragraph must prepare two copies of the written notification using Form No. 4 and submit them to the Director-General of the Local Finance Bureau, etc. in advance.

(Authority to Which Statements of Large-Volume Holdings Are To Be
Submitted)

- Article 19 (1) In the case of the submission of a statement of large-volume holdings or a change report, if the person who makes the submission is a resident as provided in the first sentence of Article 6, paragraph (1), item (v) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949), the statement or report must be submitted to the Director-General of the Local Finance Bureau who has jurisdiction over the location of the head office or the principal office of such person (or, in the case of an individual, the individual's domicile or residence; the same applies in the following Article) (or to the Director-General of the Fukuoka Local Finance Branch Bureau if the relevant location is within the jurisdiction of the Fukuoka Local Finance Branch Bureau), or to the Kanto Finance Bureau if such person is a non-resident as provided in Article 6, paragraph (1), item (vi) of that Act.
- (2) An amendment report for a statement of large-volume holdings or a change report which has been submitted to the Director-General of a Local Finance Bureau, etc. pursuant to the provisions of the preceding paragraph must be

submitted to the Director-General of a Local Finance Bureau, etc.; provided, however, that in cases where the Commissioner of the Financial Services Agency orders the submission of an amendment report pursuant to the provisions of Article 9, paragraph (1) and Article 10, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 27-29, paragraph (1) of the Act, the relevant amendment report is submitted to the Commissioner of the Financial Services Agency.

- (3) The provisions of paragraph (1) must apply mutatis mutandis to the case where the written notification under the preceding item is submitted.

(Maintenance and Public Inspection of Statements of Large-Volume Holdings)

Article 20 Statements of large-volume holdings and change reports, and any amendment reports for such reports must be kept at the Kanto Local Finance Bureau, a local finance bureau which has jurisdiction over the location of the head office or the principal office of a company which is the issuer pertaining to those reports (or the Fukuoka Local Finance Branch Bureau, if the relevant location is within the jurisdiction of the Fukuoka Local Finance Branch Bureau), and a local finance bureau which has jurisdiction over the location of the head office or the principal office of the person who submitted such reports (or the Fukuoka Local Finance Branch Bureau, if the relevant location is within the jurisdiction of the Fukuoka Local Finance Branch Bureau), and must be made available for public inspection.

Article 21 A Financial Instruments Exchange and an Authorized Financial Instruments Firms Association (meaning the authorized financial instruments firms association provided in Article 2, paragraph (13) of the Act) must, pursuant to Article 27-28, paragraph (2) of the Act (including the cases where it is applied mutatis mutandis pursuant to Article 27-29, paragraph (2) of the Act), make copies of statements of large-volume holdings and change reports, and amendment reports for those reports available for public inspection during business hours.

(Cases Where the Reports Are Made Available for Public Inspection)

Article 22 The cases to be specified by Cabinet Office Order provided to in Article 27-28, paragraph (3) of the Act (including cases where it is applied mutatis mutandis pursuant to Article 27-29, paragraph (2) of the Act), must be cases in which a person who submits a statement of large-volume holdings or a change report, or an amendment report thereof, clearly indicates when borrowing funds from a bank, etc., as provided in that paragraph, that the relevant funds are allocated to the cost of acquiring Share Certificates, etc. pertaining to such reports, and so states in such reports.

(Application Mutatis Mutandis of the Cabinet Office Order on Disclosure of Corporate Affairs Pertaining to the Use of Information and Communications Technology in the Delivery of Written Notice of the Status of Share Certificate Holding)

Article 22-2 The provisions of Article 23-3 of the Cabinet Office Order on Disclosure of Corporate Affairs, etc. (Ordinance of the Ministry of Finance No. 5 of 1973) must apply mutatis mutandis to cases where the provisions of Article 27-30-9, paragraph (1) of the Act are applied mutatis mutandis pursuant to paragraph (2) of that Article.

(Use of Information and Communications Technology Pertaining to the Sending of Copies of Statements of Large-Volume Holdings)

Article 22-3 (1) The cases to be specified by Cabinet Office Order, provided in Article 27-30-11, paragraph (4) of the Act are cases where a holder of Share Certificates, etc., pursuant to the provisions of paragraph (5), indicates the type and details of the methods set forth in the items of the following paragraph (hereinafter referred to as "Electronic or Magnetic Means" in this Article) to the company issuing the Share Certificates, etc. and obtains consent in writing or by Electronic or Magnetic Means in advance.

(2) The method to be to be specified by Cabinet Office Order, provided in Article 27-30-11, paragraph (4) of the Act, is any of the following methods:

(i) the method of using the electronic data processing system set forth in sub-item (a) or (b);

(a) a method under which the information is transmitted through a telecommunications line connecting the computer used by the holder of Share Certificates, etc. and the computer used by the company issuing the Share Certificates, etc. and is recorded in a file stored on the computer used by a person who receives the information; or

(b) a method under which the information to be contained in the document, which is recorded in a file on the computer used by the holder of Share Certificates, etc., is offered to the company issuing the Share Certificates, etc. for inspection via a telecommunications line, and is recorded in a file stored on the computer used by the company issuing the Share Certificates, etc. (or in the case of acknowledging the provision of information by Electronic or Magnetic Means or making a notification of not receiving information by such means, a method under which a statement to that effect is recorded in a file stored on the computer used by the holder of Share Certificates, etc.); and

(ii) a method under which the information to be contained in the document, which is recorded in a file on a magnetic disk, a CD-ROM, or any other

medium which is able to record certain matters reliably by a method equivalent thereto, is delivered.

- (3) The method set forth in the items of the preceding paragraph must be those which allow the company issuing Share Certificates, etc. to create a document by outputting the contents recorded in the file.
- (4) The "electronic data processing system" referred to in paragraph (2), item (i) means an electronic data processing system wherein the computer used by the holder of the Share Certificates, etc. is connected, by way of telecommunications lines, to the computer used by the company issuing Share Certificates, etc.
- (5) The types and details of the method which should be indicated under paragraph (1) are to be the following matters:
 - (i) the method to be used by the holder of Share Certificates, etc. among those provided in the items under paragraph (2); and
 - (ii) the method of recording in files.
- (6) A holder of Share Certificates, etc. who has obtained the consent under paragraph (1) must not provide the information to be contained in the document to the company issuing the Share Certificates, etc. by Electronic or Magnetic Means, if the company issuing the Share Certificates, etc. notifies the holder in writing or by Electronic or Magnetic Means that it will not accept information sent by Electronic or Magnetic Means; provided, however, that this must not apply in cases where the company issuing the Share Certificates, etc. has newly given its consent provided in that paragraph.