

Cabinet Office Order on Disclosure of Information on Regulated Securities

(Ministry of Finance Order No. 22 of March 3, 1993)

Pursuant to the provisions of Article 4, paragraph (1), item (iii), Article 4, paragraphs (5) and (6), Article 5, paragraphs (1) and (4), Article 7, Article 13, paragraphs (1) through (4), Article 15, paragraph (2), Article 23-13, paragraphs (1) and (3), Article 23-14, paragraphs (1) and (2), Article 24, paragraphs (1) and (2) as applied mutatis mutandis pursuant to paragraph (4) of that Article, Article 24, paragraphs (4) and (5), Article 24-5, paragraph (1) as applied mutatis mutandis pursuant to paragraph (2) of that Article, Article 24-5, paragraph (3), Article 25, paragraphs (1) and (2) of the Securities and Exchange Act (Act No. 25 of 1948), and pursuant to the provisions of Article 4, paragraphs (1) and (3) as applied mutatis mutandis pursuant to paragraph (4) of that Article, Article 4, paragraph (2), item (iii) and Article 4, paragraph (3) of the Order for Enforcement of the Securities and Exchange Act (Cabinet Order No. 321 of 1965), and for the purpose of enforcement of that Act, a Ministerial Order for fully amending the Ministerial Order on Disclosure of Information of Issuers of Foreign Investment Trust Securities (Ministry of Finance Order No. 78 of 1972) is enacted as follows.

(Definitions)

Article 1 In this Cabinet Office Order (excluding item (ii), (b) of the following Article with regard to the terms set forth in item (ix)-4), the meanings of the terms set forth in the following items are as prescribed in the respective items:

- (i) Regulated Securities: Regulated Securities as defined in Article 5, paragraph (1) of the Financial Instruments and Exchange Act (Act No. 25 of 1948; hereinafter referred to as the "Act") (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter);
- (ii) Investment Trust Securities: the securities set forth in the following item and item (ii)-3;
 - (ii)-2 Domestic Investment Trust Securities: those set forth as follows:
 - (a) Domestic Investment Trust Beneficiary Certificates (meaning the beneficiary certificates of an investment trust set forth in Article 2, paragraph (1), item (x) of the Act; the same applies hereinafter); and
 - (b) Domestic Investment Securities (meaning the investment securities, investment equity subscription rights certificates (hereinafter referred to as "Investment Equity Subscription Rights Certificates"), and investment corporation bond certificates (hereinafter referred to as "Investment

- Corporation Bond Certificates") set forth in Article 2, paragraph (1), item (xi) of the Act; the same applies hereinafter);
- (ii)-3 Foreign Investment Trust Securities: those set forth as follows:
- (a) Foreign Investment Trust Beneficiary Certificates (meaning the beneficiary certificates of a foreign investment trust set forth in Article 2, paragraph (1), item (x) of the Act; the same applies hereinafter); and
 - (b) Foreign Investment Securities (meaning the foreign investment securities set forth in Article 2, paragraph (1), item (xi) of the Act; the same applies hereinafter);
- (iii) Asset Backed Securities: those set forth as follows:
- (a) Domestic Asset Backed Securities (Regulated Domestic Asset Backed Securities, a Specified Promissory Note as defined in Article 2, paragraph (10) of the Act on Securitization of Assets (Act No. 105 of 1998; hereinafter referred to as the "Asset Securitization Act"), and the securities set forth in Article 8, item (ii); the same applies hereinafter); and
 - (b) Foreign Asset Backed Securities (meaning the securities set forth in Article 8, item (iv); the same applies hereinafter);
- (iii)-2 Regulated Domestic Asset Backed Securities: the securities set forth in Article 2, paragraph (1), items (iv) and (viii) of the Act;
- (iii)-3 Regulated Foreign Asset Backed Securities: the securities set forth in Article 2, paragraph (1), item (xvii) of the Act that have the nature of the securities set forth in items (iv) and (viii) of that paragraph;
- (iii)-4 Beneficiary Certificates Backed by Assets in Trust: those set forth as follows:
- (a) Domestic Beneficiary Certificates Backed by Assets in Trust (meaning the securities set forth in Article 2, paragraph (1), item (xiii) of the Act; the same applies hereinafter); and
 - (b) Foreign Beneficiary Certificates Backed by Assets in Trust (meaning the securities set forth in Article 2, paragraph (1), item (xvii) of the Act that have the nature of the securities set forth in item (xiii) of that paragraph; the same applies hereinafter);
- (iv) Trust Beneficiary Certificates: those set forth as follows:
- (a) Domestic Trust Beneficiary Certificates (meaning the securities set forth in Article 2, paragraph (1), item (xiv) of the Act (excluding those set forth in item (vi); the same applies hereinafter); the same applies hereinafter); and
 - (b) Foreign Trust Beneficiary Certificates (meaning the securities set forth in Article 2, paragraph (1), item (xvii) of the Act that have the nature of the Securities set forth in item (xiv) of that paragraph; the same applies hereinafter);
- (iv)-2 Trust Corporate Bond Certificates: those set forth as follows:

- (a) Domestic Trust Corporate Bond Certificates (meaning those set forth in Article 8, item (i); the same applies hereinafter); and
- (b) Foreign Trust Corporate Bond Certificates (meaning those set forth in Article 8, item (iii); the same applies hereinafter);
- (iv)-3 Mortgage Securities, etc.: those set forth as follows:
 - (a) Domestic Mortgage Securities (meaning the securities set forth in Article 2, paragraph (1), item (xvi) of the Act; the same applies hereinafter); and
 - (b) Foreign Mortgage Securities (meaning the securities set forth in Article 2, paragraph (1), item (xvii) of the Act that have the nature of the securities set forth in item (xvi) of that paragraph; the same applies hereinafter);
- (iv)-4 Foreign Loan Trust Beneficiary Certificates: the securities as prescribed in Article 2, paragraph (1), (xviii) of the Act;
- (v) Trust Beneficial Interests: those set forth as follows:
 - (a) Domestic Trust Beneficial Interests (meaning the rights set forth in Article 2, paragraph (2), item (i) of the Act that qualify as the rights set forth in Article 3, item (iii), (b) of the Act; the same applies hereinafter); and
 - (b) Foreign Trust Beneficial Interests (meaning the rights set forth in Article 2, paragraph (2), item (ii) of the Act that qualify as the rights set forth in Article 3, item (iii), (b) of the Act; the same applies hereinafter);
- (v)-2 Domestic Rights in Securities Investment Business, etc.: the rights set forth in Article 2, paragraph (2), items (iii) and (v) of the Act that qualify as the rights set forth in Article 3, item (iii), (a) or (b) of the Act;
- (v)-3 Foreign Rights in Securities Investment Business, etc.: the rights set forth in Article 2, paragraph (2), items (iv) and (vi) of the Act that qualify as the rights set forth in Article 3, item (iii), (a) or (b) of the Act;
- (vi) Beneficiary Certificates of Regulated Securities in Trust: the securities set forth in Article 2-13, item (vi) and Article 8, item (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; hereinafter referred to as the "Order");
- (vi)-2 Specified Depository Receipts: the securities set forth in Article 8, item (vii);
- (vii) Domestic Regulated Securities: the securities set forth in item (ii)-2, item (iii), (a), item (iii)-2, item (iii)-4, (a), item (iv), (a), item (iv)-2, (a), item (iv)-3, (a), item (v), (a), and item (v)-2, and the securities set forth in items (vi) and (vi)-2 (limited to those whose Issuer is a domestic corporation);
- (viii) Foreign Regulated Securities: the securities set forth in item (ii)-3, item (iii), (b), item (iii)-3, item (iii)-4, (b), item (iv), (b), item (iv)-2, (b), item (iv)-3, (b), item (iv)-4, item (v), (b), and item (v)-3, and the securities set forth in items (vi) and (vi)-2 (limited to those whose Issuer is a foreign person);
- (ix) Fund: properties which an Issuer of Investment Trust Securities invests for

- owners of the Investment Trust Securities mainly in securities, real properties, and other Specified Assets (meaning Specified Assets as prescribed in Article 2, paragraph (1) of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951));
- (ix)-2 Collateralized Assets: assets that are managed, invested, or disposed of by an Issuer of Asset Backed Securities in the performance of an obligation of the Asset Backed Securities;
- (ix)-3 Specified Trust Property: properties that are managed, invested, or disposed of by a trustee of a trust pertaining to Beneficiary Certificates Backed by Assets in Trust for allotment of money pertaining to the Beneficiary Certificates Backed by Assets in Trust;
- (ix)-4 Trust Property: trust property of a trust of Trust Beneficiary Certificates, Trust Corporate Bond Certificates, Beneficial Interests of a Trust, or Foreign Loan Trust Beneficiary Certificates;
- (ix)-5 Property under Partnership, etc.: properties that are managed, invested, or disposed of by an Issuer of Domestic Rights in Securities Investment Business, etc. or Foreign Rights in Securities Investment Business, etc. for the purpose of the business relating to the Domestic Rights in Securities Investment Business, etc. or Foreign Rights in Securities Investment Business, etc.;
- (x) Classes of Securities: the categorized classes for the securities set forth in the items of Article 2, paragraph (1) of the Act and the items of paragraph (2) of that Article. In this case, the securities set forth in paragraph (1), item (xvii) of that Article are of different classes based on the differences in their nature;
- (xi) Public Offering of Securities: a Public Offering of Securities as defined in Article 2, paragraph (3) of the Act and the Specified Procedures Relating to Securities Issuance for Reorganization as defined in Article 2-2, paragraph (4) of the Act;
- (xii) Secondary Distribution of Securities: a Secondary Distribution of Securities as prescribed in Article 2, paragraph (4) of the Act, a General Solicitation Involving Securities Acquired by a Qualified Institutional Investor as prescribed in Article 4, paragraph (2) of the Act (excluding those qualifying as a Secondary Distribution of Securities prescribed in Article 2, paragraph (4) of the Act), a General Solicitation Involving Securities Acquired by a Professional Investor as prescribed in Article 4, paragraph (3) of the Act (excluding those qualifying as a Secondary Distribution of Securities prescribed in Article 2, paragraph (4) of the Act; the same applies in Article 4-4) and the Specified Procedures Relating to Securities Delivery for Reorganization prescribed in Article 2-2, paragraph (5) of the Act;
- (xiii) Issuer: an Issuer as defined in Article 2, paragraph (5) of the Act;

- (xiv) Underwriter: an underwriter as defined in Article 15, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act);
- (xv) Prospectus: a Prospectus as defined in Article 2, paragraph (10) of the Act which pertains to Regulated Securities;
- (xvi) Written Notice of Securities: a written notice as prescribed in Article 4, paragraph (6) of the Act which pertains to Regulated Securities;
- (xvii) Securities Registration Statement: a statement under Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter);
- (xvii)-2 Foreign Company Statement: a foreign company statement as prescribed in Article 5, paragraph (8) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act) which pertains to Regulated Securities;
- (xvii)-3 Documents Containing Matters Related to Public Offering, etc.: documents containing matters related to public offering, etc. as prescribed in Article 5, paragraph (10) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act);
- (xviii) Notifiable Prospectus: a Prospectus under Article 13, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter) (excluding the Prospectus as set forth in the following item);
- (xix) Temporary Notifiable Prospectus: among the Prospectuses under Article 13, paragraph (1) of the Act, a Prospectus used with regard to a Public Offering or Secondary Distribution of Regulated Securities pertaining to the Prospectus before the day on which the notification under Article 4, paragraphs (1) through (3) of the Act comes into effect;
- (xix)-2 Shelf Registration Prospectus: among the Prospectuses under Article 13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 23-12, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter), a Prospectus that includes the contents to be included in the Shelf Registration Statements or Amended Shelf Registration Statements (excluding a Prospectus as set forth in the following item);
- (xix)-3 Temporary Shelf Registration Prospectus: among the Prospectuses under Article 13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 23-12, paragraph (2) of the Act, a Prospectus that includes the contents to be included in Shelf Registration Statements or Amended Shelf Registration Statements and used before the day on which a Shelf Registration as prescribed in Article 23-3, paragraph (3) of the Act

- (including as applied mutatis mutandis pursuant to Article 27 of the Act) comes into effect;
- (xix)-4 Shelf Registration Supplementary Prospectus: among the Prospectuses under Article 13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 23-12, paragraph (2) of the Act, a Prospectus that includes the contents to be included in Shelf Registration Supplements;
- (xix)-5 Written Notice of Shelf Registration: the written notice under Article 4, paragraph (6) of the Act as applied mutatis mutandis pursuant to Article 23-8, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 18-8) which pertains to Regulated Securities;
- (xix)-6 Shelf Registration Statement: a Shelf Registration Statement as defined in Article 23-3, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter) which pertains to Regulated Securities;
- (xix)-7 Amended Shelf Registration Statements: Amended Shelf Registration Statements as defined in Article 23-4 of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 18-3) which pertains to Regulated Securities;
- (xix)-8 Shelf Registration Supplements: Shelf Registration Supplements as defined in Article 23-8, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 18-6) which pertains to Regulated Securities;
- (xx) Annual Securities Report: an Annual Securities Report as defined in Article 24, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter) as applied mutatis mutandis pursuant to Article 24, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter);
- (xx)-2 Foreign Company Reports: Foreign Company Reports as defined in Article 24, paragraph (8) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter) which pertains to Regulated Securities;
- (xxi) Semiannual Securities Report: a Semiannual Securities Report as defined in Article 24-5, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter) as applied mutatis mutandis pursuant to Article 24-5, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 28);
- (xxi)-2 Foreign Company Semiannual Securities Reports: Foreign Company Semiannual Securities Reports as defined in Article 24-5, paragraph (7) of

- the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter) which pertains to Regulated Securities;
- (xxii) Extraordinary Report: an Extraordinary Report as defined in Article 24-5, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 29-3, paragraph (2)) which pertains to Regulated Securities;
- (xxii)-2 Foreign Company Extraordinary Report: a foreign company extraordinary report prescribed in Article 24-5, paragraph (15) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 29-2) which is related to Regulated Securities;
- (xxii)-3 Report on Repurchase: a report on repurchase prescribed in Article 24-6, paragraph (2) of the Act which pertains to Regulated Securities;
- (xxiii) Financial Instruments Exchange: a Financial Instruments Exchange as defined in Article 2, paragraph (16) of the Act, including those that are established in an area other than Japan (meaning Japan as defined in Article 6, paragraph (1), item (i) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949); the same applies hereinafter) and that are of the same nature as a Financial Instruments Exchange;
- (xxiv) Financial Instruments Business Operators: Financial Instruments Business Operators (limited to persons engaged in Securities-Related Business as defined in Article 28, paragraph (8) of the Act) as defined in Article 2, paragraph (9) of the Act;
- (xxv) Offer to Sell, etc. to Professional Investors: Offer to Sell, etc. to Professional Investors as defined in Article 2, paragraph (6) of the Act;
- (xxvi) Securities for Professional Investors: Securities for Professional Investors as defined in Article 4, paragraph (3) of the Act;
- (xxvii) Exclusive Solicitation of Offers to Acquire Targeting Professionals: Exclusive Solicitation of Offers to Acquire Targeting Professionals as defined in Article 4, paragraph (3), item (i) of the Act;
- (xxviii) Specified Information on Securities, etc.: Specified Information on Securities, etc. as defined in Article 27-33 of the Act; and
- (xxix) Issuer's Information, etc.: Issuer's Information, etc. as defined in Article 27-34 of the Act.

(Beneficiary Certificates of Securities in Trust)

Article 1-2 In cases of Beneficiary Certificates of Regulated Securities in Trust, the matters specified by Cabinet Office Order, referred to in Article 2-3, item (iii) of the Order, are the following matters:

- (i) that the trust property pertaining to the relevant Beneficiary Certificates of Regulated Securities in Trust does not include properties other than the following properties:

- (a) Regulated Securities that are Entrusted Securities (meaning Entrusted Securities as defined in Article 2-3, item (iii) of the Order; the same applies hereinafter);
 - (b) dividends income, interest or any other benefits pertaining to Regulated Securities; and
 - (c) money or any other properties to be allocated for costs that are required for the measure prescribed in Article 127-32, paragraph (1) of the Act on Book-Entry Transfer of Corporate Bonds and Shares (Act No. 75 of 2001);
- (ii) that the Entrusted Securities pertaining to the relevant Beneficiary Certificates of Regulated Securities in Trust are the same class of Regulated Securities (meaning Regulated Securities of which the Issuers are the same and which have the same matters specified in the items of Article 10-2, paragraph (1) of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act (Ministry of Finance Order No. 14 of 1993; hereinafter referred to as the "Order on Definitions") according to the category of securities set forth in the respective items and excluding securities that satisfy all of the following requirements):
- (a) that the securities are those through which a trustee pertaining to the Entrusted Securities is entitled to the right to receive the allotment of securities issued by the Issuer as the holder of the Entrusted Securities pursuant to the laws and regulations applied to the Issuer of Entrusted Securities, the articles of incorporation, general conditions, bylaws, a written trust agreement or a written partnership agreement pertaining to the Entrusted Securities, or other documents equivalent thereto, or by the decision of the Issuer (those securities are referred to as the "allotment securities" in (b)); and
 - (b) that based on the instruction given by the beneficiary of the trust pertaining to the Entrusted Securities to the trustee of the trust to apply for subscription of allotment securities, the Beneficiary Certificates of Regulated Securities in Trust are securities which the trustee holds as a trust property (meaning the trust property as prescribed in Article 2, paragraph (3) of the Trust Act (Act No. 108 of 2006)) on behalf of the beneficiary;
- (iii) that the content of each beneficial interest is equivalent according to the content of the rights pertaining to each Entrusted Security;
- (iv) that the procedure for exercising rights pertaining to the Entrusted Securities that are contained in the contents of the beneficial interests, and the method of notifying the trustee of the procedures concerning sending notice, reports, and other documents pertaining to the Entrusted Securities through the Issuer of the Entrusted Securities is prescribed; and
- (v) that a beneficial interest of which the content is different from the content

of the rights pertaining to Entrusted Securities does not be issued.

(Specified Investment in Kind)

Article 1-3 The matters specified by Cabinet Office Order, referred to in Article 2-9, paragraph (1), item (ii) of the Order, are race horses (limited to those that are registered or intend to be registered under Article 14 of the Horse Racing Act (Act No. 158 of 1948) (including as applied mutatis mutandis pursuant to Article 22 of that Act)).

(Beneficial Interests of Trust to Which the Provisions of Chapter II of the Act Do Not Apply)

Article 1-4 The beneficial interests of trust specified by Cabinet Office Order, referred to in Article 2-10, paragraph (1), item (i), (i) of the Order, are the following beneficial interests of trust:

- (i) if property is managed through a trust specified in Article 142-4, paragraph (1) of the Cabinet Office Order on Financial Instruments Business (Cabinet Office Order No. 52 of 2007) pursuant to the provisions of Article 43-2-2 of the Act, the beneficial interests of the trust;
- (ii) if money or any other security deposit is managed through a money trust specified in Article 143, paragraph (1), item (i) of the Cabinet Office Order on Financial Instruments Business pursuant to the provisions of Article 43-3, paragraph (1) of the Act, the beneficial interests of the money trust;
- (iii) if money is subject to separate management pursuant to the provisions of Article 16, paragraph (1), item (xiv)-2 of the Order on Definitions and is managed through a money trust specified in (b) of that item, the beneficial interests of the money trust; and
- (iv) the beneficial interests of trust pertaining to an issuance deposit trust agreement prescribed in Article 16 of the Payment Services Act (Act No. 59 of 2009) and a performance deposit trust agreement prescribed in Article 45 of that Act.

(Public Offering or Secondary Distribution of Securities for Which Notification May Be Omitted)

Article 2 In cases where the Issuer is an Issuer of Regulated Securities, the Public Offering or Secondary Distribution of Regulated Securities with a total issue value or total distribution value of less than 100 million yen, which is specified by Cabinet Office Order, referred to in Article 4, paragraph (1), item (v) of the Act, is a Public Offering or Secondary Distribution of Securities other than those set forth in the following items:

- (i) if the Regulated Securities relating to a Public Offering or a Secondary Distribution are Investment Equity Subscription Rights Certificates, Foreign

Investment Securities (limited to those similar to Investment Equity Subscription Rights Certificates; hereinafter referred to as "Foreign Investment Equity Subscription Rights Certificates"), securities indicating a right to subscribe for preferred equity set forth in Article 2, paragraph (1), item (viii) of the Act (hereinafter referred to as "preferred equity subscription warrants" in this item and Article 11, item (i)) or Foreign Asset Backed Securities (limited to those that have the nature of preferred equity subscription warrants or of share option certificates set forth in item (ix) of that paragraph) (hereinafter collectively referred to as "Investment Equity Subscription Rights Certificates, etc."), and the amount obtained by totaling the total issue value or total distribution value of the Investment Equity Subscription Rights Certificates, etc. and the total amount to be paid in on exercise of the rights indicated on the Investment Equity Subscription Rights Certificates, etc. is 100 million yen or more, the Public Offering or Secondary Distribution;

- (i)-2 if the amount obtained by totaling the total issue value or total distribution value of Regulated Securities relating to a Public Offering or a Secondary Distribution (if the Regulated Securities are Investment Equity Subscription Rights Certificates, etc., the amount obtained by totaling the total issue value or total distribution value of the Investment Equity Subscription Rights Certificates, etc. and the total amount to be paid in on exercise of the rights indicated on the Investment Equity Subscription Rights Certificates, etc.; hereinafter the same applies in this Article and Article 11-3, paragraph (4)) and the total issue value or total distribution value of the same class of securities (in this Article, Regulated Domestic Asset Backed Securities (limited to the convertible specified corporate bond certificates prescribed in Article 33-5, item (ii) of the Order or the specified corporate bond certificates with a right to subscribe for preferred equity prescribed in Article 1-4, item (ii), (d) of the Order), Regulated Foreign Asset Backed Securities (limited to those that have the nature of Regulated Domestic Asset Backed Securities), Domestic Asset Backed Securities (limited to the corporate bond certificates set forth in Article 2, paragraph (1), item (v) of the Act to which share options are attached) or Foreign Asset Backed Securities (limited to those that have the nature of Domestic Asset Backed Securities) (hereinafter collectively referred to as "specified corporate bond certificates with a right to subscribe for preferred equity, etc." in Article 11, item (i)-5) are respectively deemed to be the same class of securities as the securities set forth in Article 2, paragraph (1), item (viii) of the Act, the securities set forth in item (xvii) of that paragraph that have the nature of the securities set forth in item (viii) of that paragraph, the securities set forth in item (ix) of that paragraph, or the securities set forth in item (xvii) of

- that paragraph that have the nature of the securities set forth in item (ix) of that paragraph, notwithstanding the provisions of Article 1, item (x)) as the Regulated Securities relating to the Public Offering or Secondary Distribution conducted within one year before the day on which the aforementioned Public Offering or Secondary Distribution is to be commenced (excluding Public Offerings or Secondary Distributions for which a notification under Article 4, paragraphs (1) through (3) of the Act has been made, and which have been conducted before the notification, as well as Public Offerings or Secondary Distributions for which Shelf Registration Supplements have been submitted, and which have been conducted before the submission) is 100 million yen or more, the Public Offering or Secondary Distribution;
- (ii) if the amount obtained by totaling the total issue value of the Regulated Securities relating to the Public Offering (limited to cases where it has come to qualify as Public Offering by satisfying the requirements prescribed in Article 1-6 of the Order) and the total issue value of Newly Issued Securities of the Same Class (meaning Newly Issued Securities of the Same Class defined in that Article) which have been issued within six months on or before the day on which the Regulated Securities are to be issued is 100 million yen or more, the Public Offering;
- (ii)-2 if the amount obtained by totaling the total distribution value of Regulated Securities relating to a Secondary Distribution (limited to cases where the relevant Secondary Distribution has come to qualify as a Secondary Distribution by satisfying the requirements prescribed in Article 1-8-3 of the Order) and the total distribution value of the Already Issued Securities of the Same Class (meaning Already Issued Securities of the Same Class prescribed in Article 1-8-3 of the Order) for which an Offer to Sell, etc. (meaning an Offer to Sell, etc. prescribed in Article 2, paragraph (4) of the Act; hereinafter the same applies in this item and Article 19-2, paragraph (1)) (excluding solicitations implemented by another person) was implemented within one month prior to the day on which the Offer to Sell, etc. of the Regulated Securities is to be implemented is 100 million yen or more, the Secondary Distribution;
- (iii) if two or more sets of Public Offerings or Secondary Distributions for the same class of Regulated Securities of which the total issue value or total distribution value is less than 100 million yen are conducted collaterally, and the total amount of the total issue value or total distribution value of the Regulated Securities relating to these Public Offerings or Secondary Distributions is 100 million yen or more, the Public Offerings or Secondary Distributions;
- (iv) a Public Offering or Secondary Distribution of the same class of securities

as the Regulated Securities relating to a Public Offering or Secondary Distribution of Regulated Securities for which the total issue value or total distribution value is 100 million yen or more, or relating to the Public Offering or Secondary Distribution of those Regulated Securities which is conducted collaterally with a Public Offering or Secondary Distribution provided in item (i);

- (v) a Public Offering or Secondary Distribution of Regulated Securities made by a notifier who has been subject to the suspension of the effectiveness of notification under Article 10, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), or the suspension of the effectiveness of notification, the suspension of the effectiveness of a Shelf Registration, or the extension of the period under Article 11, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), which is to be newly conducted within the period under these dispositions; and
- (vi) the Public Offering or Secondary Distribution of Regulated Securities made by a registrant who has been subject to the suspension of the effectiveness of a shelf registration under Article 23-10, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), or the suspension of the effectiveness of a shelf registration, the suspension of the effectiveness of notification, or the extension of the period under Article 23-11, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), which is to be newly conducted within the period under these dispositions.

(Agent of Issuer of Securities for Which Exclusive Solicitation of Qualified Institutional Investors Is Conducted)

Article 3 Any foreign person who issues Regulated Securities for which the solicitation with a view to issuing new securities, etc. (meaning a solicitation with a view to issuing new securities, etc. as defined in Article 4, paragraph (2) of the Act; the same applies in Article 19, paragraph (1) and Article 20, paragraph (1)) qualifies as Exclusive Solicitation of Qualified Institutional Investors (meaning Exclusive Solicitation of Qualified Institutional Investors as defined in Article 23-13, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 19); the same applies in Article 19)) (those Regulated Securities are referred to as the "regulated securities only for qualified institutional investors" in Article 4) must specify a person who has an address in Japan and who has the authority to represent the Issuer of Foreign Regulated Securities for any acts concerning the transfer of the Foreign Regulated Securities (that person is referred to as the "agent of the Issuer" in that Article).

(Exclusive Solicitation of General Investors of Securities for Qualified Institutional Investors for Which Notification May Be Omitted)

Article 3-2 The requirements specified by Cabinet Office Order, referred to in Article 4, paragraph (2) of the Act, are that the General Solicitation Involving Securities Acquired by a Qualified Institutional Investor prescribed in that paragraph should fall under a Secondary Distribution of Securities prescribed in paragraph (1), item (iv) of that Article, and the General Solicitation Involving Securities Acquired by a Qualified Institutional Investor should be implemented as the relevant Secondary Distribution of Securities.

(Obligation of Notice of Transfer Conducted in Violation of Article 4, Paragraph (2) of the Act)

Article 4 When an Issuer or an agent of the Issuer of Regulated Securities only for qualified institutional investors has learned that the relevant Securities have been transferred in violation of Article 4, paragraph (2) of the Act, the Issuer must notify the Director-General of the Kanto Local Finance Bureau to that effect without delay.

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

Article 4-2 The securities specified by Cabinet Office Order, referred to in Article 2-12-4, paragraph (1) of the Order, are Specified Listed Securities (meaning Specified Listed Securities as prescribed in Article 2, paragraph (33) of the Act) that qualify as Regulated Securities (those Specified Listed Securities are referred to as the "specified listed and regulated securities" in Article 11-3, paragraph (4), item (i)) and Specified Over-the-Counter Traded Securities (meaning Specified Over-the-Counter Traded Securities as prescribed in Article 2-12-4, paragraph (3), item (ii) of the Order) that qualify as Regulated Securities (referred to as "specified over-the-counter traded and regulated securities" in Article 11-3, paragraph (4), item (i)).

(Procedures for Submission of Written Application for Obtaining Approval to the Effect That Securities Do Not Qualify as Securities for Professional Investors)

Article 4-3 (1) If an Issuer of securities that qualify as Regulated Securities, referred to in Article 2-12-4, paragraph (1) of the Order, intends to obtain the approval prescribed in that paragraph, the Issuer must attach the documents set forth in the following items to a written application for approval and must submit the application to the Director-General of the Kanto Local Finance Bureau, etc.:

- (i) the articles of incorporation, general conditions, bylaws, a written trust agreement or a written partnership agreement, or any other documents equivalent thereto; and
 - (ii) a copy of the register of holders of the relevant Regulated Securities at the time of application.
- (2) The number of holders prescribed in Article 2-12-4, paragraph (1) of the Order is the number calculated pursuant to the following items according to the category of Regulated Securities set forth in the respective items:
- (i) Domestic Regulated Securities: the number of persons listed or recorded in the register of holders of the Regulated Securities as of the last day of the Specified Period (meaning a period as prescribed in Article 23; the same applies hereinafter) immediately preceding the Specified Period which includes the day on which the application was filed and as of all of the last days of the Specified Period which commenced within two years before the day of commencement of the immediately preceding Specified Period (the Specified Period is referred to as the "base specified period" in the following item); and
 - (ii) Foreign Regulated Securities: the number of persons who are listed or recorded in the register of holders of the Regulated Securities held by a Financial Instruments Business Operator, etc. (meaning a Financial Instruments Business Operator, etc. as prescribed in Article 34 of the Act; the same applies hereinafter) that was entrusted with the custody of the Regulated Securities as of the last day of the base specified period (Non-Residents (meaning a Non-Resident as prescribed in Article 6, paragraph (1), item (vi) of the Foreign Exchange and Foreign Trade Act; the same applies in Article 25, paragraph (4), item (ii)) are excluded from the number of those persons).
- (3) When the documents set forth in the items of paragraph (1) have not been written in Japanese or English, Japanese or English translations thereof must be attached.

(Exclusive Solicitation of General Investors for Securities for Professional Investors for Which Notification May Be Omitted)

Article 4-4 The cases specified by Cabinet Office Order where the relevant Issuer is an Issuer of Regulated Securities, referred to in Article 4, paragraph (3) of the Act, are the cases where a holder of the Regulated Securities that have come to fall under item (iii) of that paragraph (excluding the Issuer of the Regulated Securities) conducts General Solicitation Involving Securities Acquired by a Professional Investor with regard to the relevant Regulated Securities (limited to those held from the day prior to the day on which the Regulated Securities have come to fall under that item) for a period until the

day on which one year has elapsed from the relevant day.

(Same Class of Securities)

Article 4-5 The securities specified by Cabinet Office Order, referred to in Article 4, paragraph (3), item (iii) of the Act, are the Regulated Securities for which the matters prescribed in the items of Article 10-2, paragraph (1) of the Order on Definitions according to the category of the securities set forth in the respective items are the same as the securities referred to in Article 4, paragraph (3), item (i) or (ii) of the Act.

(Written Notice of Securities)

Article 5 (1) A Written Notice of Securities that is to be submitted by an Issuer of Regulated Securities pursuant to the provisions of Article 4, paragraph (6) of the Act must be prepared using the forms specified in the following items according to the category of Regulated Securities set forth in the respective items, and must be submitted to the Director-General of the Kanto Local Finance Bureau:

- (i) Domestic Investment Trust Beneficiary Certificates: Form 1;
- (ii) Foreign Investment Trust Beneficiary Certificates: Form 1-2;
- (iii) Domestic Investment Securities: Form 1-3;
- (iv) Foreign Investment Securities: Form 2;
- (v) Domestic Asset Backed Securities: Form 2-2;
- (vi) Foreign Asset Backed Securities: Form 2-3;
- (vii) Domestic Beneficiary Certificates Backed by Assets in Trust: Form 2-4;
- (viii) Foreign Beneficiary Certificates Backed by Assets in Trust: Form 2-5;
- (ix) Domestic Trust Beneficiary Certificates, Domestic Trust Corporate Bond Certificates, and Domestic Trust Beneficial Interests: Form 3;
- (x) Foreign Trust Beneficiary Certificates, Foreign Trust Corporate Bond Certificates, Foreign Trust Beneficial Interests, and Foreign Loan Trust Beneficiary Certificates: Form 3-2;
- (xi) Domestic Mortgage Securities: Form 3-3;
- (xii) Foreign Mortgage Securities: Form 3-4;
- (xiii) Domestic Rights in Securities Investment Business, etc.: Form 3-5;
- (xiv) Foreign Rights in Securities Investment Business, etc.: Form 3-6;
- (xv) Beneficiary Certificates of Regulated Securities in Trust: the forms specified in items (i) through (xii) according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
- (xvi) Specified Depository Receipts: the forms specified in items (i) through (xii) according to the category of Regulated Securities set forth in the respective

- items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.
- (2) The following documents must be attached to the Written Notice of Securities. In this case, if the documents have not been written in Japanese, Japanese translations thereof must be attached:
- (i) the articles of incorporation, general conditions, bylaws, a written trust agreement or a written partnership agreement, or any other documents equivalent thereto;
 - (ii) if a Prospectus is used for the Public Offering or Secondary Distribution of the relevant Regulated Securities, the Prospectus; and
 - (iii) in cases of a Public Offering or Secondary Distribution of Foreign Regulated Securities, a legal opinion letter by legal experts stating that the Public Offering or Secondary Distribution is lawful and the relevant provisions of the relevant laws and regulations set forth in the legal opinion letter, and if the permission under Article 21, paragraph (1) or paragraph (2) of the Foreign Exchange and Foreign Trade Act is required, a document demonstrating that the permission has been obtained.
- (3) The persons specified by Cabinet Office Order, referred to in the proviso to Article 4, paragraph (6) of the Act, are the persons set forth in the following items:
- (i) the Issuer of the securities relating to the Secondary Distribution of Securities who is the holder of those securities;
 - (ii) a Financial Instruments Business Operator, etc. who acquired the relevant securities from the Issuer of those securities for the purpose of having another person acquire those securities;
 - (iii) a Financial Instruments Business Operator, etc. who qualifies as Underwriter pertaining to the Secondary Distribution of the relevant securities (excluding a person who performs the act set forth in Article 2, paragraph (6), item (i) of the Act); and
 - (iv) a Financial Instruments Business Operator, etc. who makes a Secondary Distribution of Securities regarding share option certificates (meaning the share option certificates as prescribed in Article 2, paragraph (6), item (iii) of the Act that are categorized as Regulated Securities; hereinafter the same applies in this item and Article 14, item (ii), (d)) acquired under a contract as prescribed in Article 2, paragraph (6), item (iii) of the Act or the securities acquired by exercising Share Options (meaning the share options as prescribed in item (iii) of that paragraph; the same applies in Article 14, item (ii), (d)) under the share option certificates (limited to a person that qualifies as an Underwriter that conducts a contract as prescribed in item (iii) of that paragraph).
- (4) The amount specified by Cabinet Office Order, referred to in the proviso to

Article 4, paragraph (6) of the Act, which pertains to Regulated Securities, is ten million yen (if the Regulated Securities are Investment Equity Subscription Rights Certificates, etc., the amount obtained by deducting the total amount to be paid in on exercise of the rights indicated on the Investment Equity Subscription Rights Certificates, etc. from ten million yen; the same applies in Article 18-8, paragraph (5)).

(Written Notice of Change)

Article 6 If there are any changes in the contents included in the Written Notice of Securities under paragraph (1) of the preceding Article on or after the submission date of the Written Notice of Securities but before the day on which the transaction of Regulated Securities relating to the relevant Public Offering or Secondary Distribution ends, the person who has submitted the Written Notice of Securities must submit a written notice of change including the contents of the changes to the Director-General of the Kanto Local Finance Bureau without delay.

(Cases Where Disclosures Have Been Made)

Article 7 The cases specified by Cabinet Office Order, referred to in Article 4, paragraph (7) of the Act, are the following cases:

- (i) cases where the notification under Article 4, paragraphs (1) through (3) of the Act concerning a Secondary Distribution that has already been made for Regulated Securities pertaining to the same issuance of the relevant Regulated Securities, or concerning a Public Offering or Secondary Distribution that has already been made for Regulated Securities of the same class as the relevant Regulated Securities (meaning other Regulated Securities for which the matters specified in the items of Article 10-2, paragraph (1) of the Order on Definitions according to the category of securities set forth in the respective items are the same as the relevant Regulated Securities; the same applies in the following item) (excluding cases where the proviso to Article 24, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in that item) as applied mutatis mutandis pursuant to Article 24, paragraph (5) of the Act applies to the Issuer of the relevant Regulated Securities) is in effect;
- (ii) cases where the registration under the provisions of Article 23-3, paragraph (1) of the Act that has already been made with regard to a Public Offering or Secondary Distribution of the relevant Regulated Securities or of the securities of the same class as the relevant Regulated Securities has come into effect, and Shelf Registration Supplements have already been submitted with regard to any of Public Offerings or Secondary Distributions of

securities subject to that registration (excluding cases where the proviso to Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article applies to the Issuer of the relevant Regulated Securities); and

- (iii) cases where the relevant Regulated Securities qualify as securities set forth in Article 24, paragraph (1), item (i) or (ii) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article (including as applied mutatis mutandis pursuant to Article 27 of the Act; hereinafter the same applies in this item and Article 11-3, paragraph (4), item (i), (a)), and an Annual Securities Report pertaining to a Specified Period immediately preceding the Specified Period which includes the day on which the Regulated Securities came to qualify as securities set forth in Article 24, paragraph (1), item (i) or (ii) of the Act has been submitted to the Director-General of the Kanto Local Finance Bureau pursuant to the provisions of Article 24, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 24, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter).

(Regulated Securities Set Forth in Article 2-13, item (viii) of the Order)

Article 8 The Regulated Securities specified by Cabinet Office Order, referred to in Article 2-13, item (viii) of the Order, are those set forth in the following items:

- (i) among the securities set forth in Article 2, paragraph (1), item (v) of the Act, those that indicate Trust Corporate Bonds (meaning Trust Corporate Bonds as prescribed in Article 2, paragraph (3), item (xvii) of the Regulation for Enforcement of the Companies Act (Ministry of Justice Order No. 12 of 2006); the same applies in item (iii));
- (ii) among the securities that have the nature of the securities set forth in Article 2, paragraph (1), item (v) or (xv) of the Act (excluding a Specified Promissory Note as prescribed in Article 2, paragraph (10) of the Asset Securitization Act), the Regulated Securities that satisfy all of the following requirements:
 - (a) that there exist monetary claims or any other assets to be assigned (including the acquisition) directly or indirectly from the owner to the juridical person that was established or is managed for the purpose of issuance of the relevant securities (hereinafter the juridical person is referred to as a "Special Purpose Juridical Person") (those assets are referred to as "assigned assets" in (b)); and
 - (b) that the Special Purpose Juridical Person issues the relevant securities and appropriates the money obtained from the management, investment, or disposition of the assigned assets in the performance of obligations

- arising from those securities (including those issued for the refinancing of those securities);
- (iii) among the securities set forth in Article 2, paragraph (1), item (xvii) of the Act, those that have the nature of the securities set forth in item (v) of that paragraph and indicate the rights that have the nature of Trust Corporate Bonds;
- (iv) among the securities set forth in Article 2, paragraph (1), item (xvii) of the Act, those that have the nature of the securities set forth in item (v), (vi), (ix), or (xv) of that paragraph and satisfy all of the requirements set forth in item (ii) or that have the nature of the securities set forth in item (iv) or (viii) of that paragraph;
- (v) among the securities set forth in Article 2, paragraph (1), item (xvii) of the Act, those that have the nature of the securities set forth in items (xiii), (xiv) and (xvi) of that paragraph;
- (vi) among the Beneficiary Certificates of Securities in Trust (meaning Beneficiary Certificates of Securities in Trust as prescribed in Article 2-3, item (iii) of the Order), those for which the Entrusted Securities are securities set forth in item (i) through (v); and
- (vii) among the securities set forth in Article 2, paragraph (1), item (xx) of the Act, those set forth in Article 2-13, item (i) through item (v) of the Order or those indicating rights pertaining to securities set forth in item (i) through item (v).

(Agents)

- Article 9 (1) If an Issuer of Foreign Regulated Securities, in connection with a Public Offering or Secondary Distribution of the Foreign Regulated Securities, submits a Securities Registration Statement, Foreign Company Statement or Documents Containing Matters Related to Public Offering, etc. (including documents relating to amendments to these documents) pursuant to the provisions of Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act or the provisions of Article 5, paragraph (6) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter), the Issuer must specify a person who has an address in Japan and who has the authority to represent the Issuer for any acts concerning the notification of the relevant Public Offering or Secondary Distribution.
- (2) If an Issuer of Foreign Regulated Securities, in connection with a Public Offering or Secondary Distribution of the Foreign Regulated Securities, submits a Shelf Registration Statement or Shelf Registration Supplements (including an Amended Shelf Registration Statement relating to these documents), the Issuer must specify a person who has an address in Japan and

who has the authority to represent the Issuer for any acts concerning submission of the Shelf Registration Statement or the Shelf Registration Supplements.

(Contents of Securities Registration Statement)

Article 10 (1) An Issuer of Regulated Securities who intends to submit a Securities Registration Statement pursuant to the provisions of Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act must prepare three copies of Securities Registration Statements (if the Regulated Securities are Beneficiary Certificates Backed by Assets in Trust, and if the Local Finance Bureau that has jurisdiction over the location of the head office or principal office (if the Originator is an individual, the address of the individual; if the Originator is a foreign person, the address of the person who has the authority to represent the Originator pursuant to the provisions of paragraph (1) of the preceding Article) of the Originator (meaning the Originator as prescribed in Article 9, item (ii) of the Order on Definitions) (if the location or address is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Fukuoka Local Finance Branch Bureau; hereinafter referred to as the "Competent Local Finance Bureau, etc. for the Originator") who is an Issuer of the Beneficiary Certificates Backed by Assets in Trust is different from the Local Finance Bureau that has jurisdiction over the location of the head office or principal office of the trustee (if the trustee is a foreign person, the address of the person who has the authority to represent the trustee pursuant to the provisions of paragraph (1) of the preceding Article) who is an Issuer of the Beneficiary Certificates Backed by Assets in Trust (if the location is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Fukuoka Local Finance Branch Bureau; referred to as the "Competent Local Finance Bureau, etc. for the Trustee" in Article 22, paragraph (1), Article 28, paragraph (1), and Article 29, paragraph (2)), the number of copies obtained by adding three to the number of the different Competent Local Finance Bureaus, etc. for the Originators) using the form specified in the following items according to the category of Regulated Securities set forth in the respective items, and must submit them to the Director-General of the Kanto Local Finance Bureau:

- (i) Domestic Investment Trust Beneficiary Certificates: Form 4;
- (ii) Foreign Investment Trust Beneficiary Certificates: Form 4-2;
- (iii) Domestic Investment Securities: Form 4-3;
- (iv) Foreign Investment Securities: Form 4-4;
- (v) Domestic Asset Backed Securities: Form 5-2;
- (vi) Foreign Asset Backed Securities: Form 5-3;
- (vii) Domestic Beneficiary Certificates Backed by Assets in Trust: Form 5-4;

- (viii) Foreign Beneficiary Certificates Backed by Assets in Trust: Form 5-5;
 - (ix) Domestic Trust Beneficiary Certificates, Domestic Trust Corporate Bond Certificates, and Domestic Trust Beneficial Interests: Form 6;
 - (x) Foreign Trust Beneficiary Certificates, Foreign Trust Corporate Bond Certificates, Foreign Trust Beneficial Interests, and Foreign Loan Trust Beneficiary Certificates: Form 6-2;
 - (xi) Domestic Mortgage Securities: Form 6-3;
 - (xii) Foreign Mortgage Securities: Form 6-4;
 - (xiii) Domestic Rights in Securities Investment Business, etc.: Form 6-5;
 - (xiv) Foreign Rights in Securities Investment Business, etc.: Form 6-6;
 - (xv) Beneficiary Certificates of Regulated Securities in Trust: the forms specified in items (i) through (xii) according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the relevant Beneficiary Certificates of Regulated Securities in Trust; and
 - (xvi) Specified Depository Receipts: the forms specified in items (i) through (xii) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the relevant Specified Depository Receipts.
- (2) If an Issuer of Regulated Securities intends to submit a Securities Registration Statement pursuant to the provisions of the preceding paragraph, when the Regulated Securities are Trust Beneficiary Certificates or Trust Beneficial Interests (limited to those falling under the cases set forth in Article 14, paragraph (2), item (ii), (c) or paragraph (3), item (i), (c) of the Order on Definitions; the same applies in Article 22, paragraph (3), Article 22-2, item (ii), Article 28, paragraph (4), Article 29, paragraph (5), and Article 31), the phrases "are Beneficiary Certificates Backed by Assets in Trust", "the Originator (meaning the Originator as prescribed in Article 9, item (ii) of the Order on Definitions) (if the location or address is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Fukuoka Local Finance Branch Bureau; hereinafter referred to as the 'Competent Local Finance Bureau, etc. for the Originator')", who is an Issuer of the Beneficiary Certificates Backed by Assets in Trust", "the Originator", "Competent Local Finance Bureau, etc. for the Originator" and "the trustee who is an Issuer of the Beneficiary Certificates Backed by Assets in Trust" in the preceding paragraph are deemed to be replaced with "are Trust Beneficiary Certificates or Trust Beneficial Interests", "a settlor who is an Issuer of Trust Beneficiary Certificates or Trust Beneficial Interests at the time when the act of trust comes into effect (hereinafter the settlor is referred to as the 'Initial Settlor' in this paragraph)", "Initial Settlor", "Competent Local Finance Bureau, etc. for the Initial Settlor" and "the trustee who is an Issuer of the Trust Beneficiary

Certificates or Trust Beneficial Interests", respectively, and the provisions of the preceding paragraph apply.

(Special Provisions for Entries in Securities Registration Statement)

Article 11 The cases specified by Cabinet Office Order, referred to in the proviso to Article 5, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; hereinafter the same applies in this Article) as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act, are the cases set forth in the following items, and the matters specified by Cabinet Office Order, referred to in the proviso to Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act, the proviso to Article 13, paragraph (2) of the Act, and Article 23-12, paragraph (7) (including the cases where these provisions are applied mutatis mutandis pursuant to Article 27 of the Act), are the matters set forth in the following items according to the category of cases set forth in the respective items:

- (i) with regard to Investment Corporation Bond Certificates, Foreign Investment Securities (limited to those similar to Investment Corporation Bond Certificates; hereinafter referred to as "Foreign Investment Corporation Bond Certificates") or Asset Backed Securities (among the preferred equity investment certificates set forth in Article 2, paragraph (1), item (viii) of the Act (hereinafter referred to as "Specified Preferred Equity Investment Certificates"), preferred equity subscription warrants, and Foreign Asset Backed Securities, excluding those that have the nature of the securities set forth in Article 2, paragraph (1), item (vi), (viii), or (ix) of the Act), cases where it is necessary to conduct a Public Offering before deciding the issue price: the following matters:
 - (a) the issue price;
 - (b) the deposit for subscription;
 - (c) the interest rate;
 - (d) the subscription handling office;
 - (e) the place of payment of interest;
 - (f) the names and addresses of Underwriters (excluding major Financial Instruments Business Operators who conclude the Wholesale Underwriting Contracts);
 - (g) the amount of underwriting and the conditions of underwriting;
 - (h) the name and address of the investment corporation bond manager (meaning the manager of investment corporation bonds as prescribed in Article 139-8 of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter) or managing company of Investment Corporation Bonds (meaning the investment corporation bonds

as prescribed in Article 2, paragraph (19) of that Act; the same applies hereinafter), corporate bond manager or managing company of corporate bonds, Specified Corporate Bond Manager (meaning the specified corporate bond manager as prescribed in Article 126 of the Asset Securitization Act; the same applies hereinafter) or managing company of Specified Corporate Bonds (meaning the specified corporate bonds as prescribed in Article 2, paragraph (7) of the Asset Securitization Act; the same applies hereinafter), or a managing company equivalent thereto (hereinafter collectively referred to as the "investment corporation bond manager, etc." in this Article and Article 25, paragraph (4), item (i)); and

(i) the conditions of entrustment of the investment corporation bond manager, etc.;

(i)-2 with regard to Specified Preferred Equity Investment Certificates or Foreign Asset Backed Securities (limited to those that have the nature of the share certificates or Specified Preferred Equity Investment Certificates set forth in Article 2, paragraph (1), item (ix) of the Act), cases where it is necessary to conduct a Public Offering before deciding the issue price: the following matters:

- (a) the issue price;
- (b) the amount to be incorporated into the stated capital;
- (c) the deposit for subscription;
- (d) the subscription handling office;
- (e) the names and addresses of Underwriters (excluding major Financial Instruments Business Operators who conclude the Wholesale Underwriting Contracts); and
- (f) the number of units of underwriting and the conditions of underwriting;

(i)-3 with regard to Domestic Investment Securities (excluding Investment Equity Subscription Rights Certificates and Investment Corporation Bond Certificates; the same applies in the following item), Foreign Investment Securities (excluding Foreign Investment Equity Subscription Rights Certificates and Foreign Investment Corporation Bond Certificates), Beneficiary Certificates Backed by Assets in Trust, or Trust Beneficiary Certificates, cases where it is necessary to conduct a Public Offering before deciding the issue price: the following matters:

- (a) the issue price;
- (b) the deposit for subscription;
- (c) the subscription handling office;
- (d) the names and addresses of Underwriters (excluding major Financial Instruments Business Operators who conclude the Wholesale Underwriting Contracts); and
- (e) the number of units of underwriting and the conditions of underwriting;

- (i)-4 with regard to Investment Equity Subscription Rights Certificates, etc., cases where it is necessary to conduct a Public Offering before deciding the issue price of the securities to be acquired by exercising the rights indicated on the Investment Equity Subscription Rights Certificates, etc. (hereinafter referred to as "investment equity subscription rights, etc." in this item) (those securities are hereinafter referred to as "investment securities, etc." in this item): the following matters:
- (a) the issue price;
 - (b) the deposit for subscription;
 - (c) the subscription handling office;
 - (d) the names and addresses of Underwriters (excluding major Financial Instruments Business Operators who conclude the Wholesale Underwriting Contracts);
 - (e) the number of units of investment equity subscription rights, etc. to be underwritten and the conditions of underwriting;
 - (f) the amount to be paid in on exercise of the investment equity subscription rights, etc.;
 - (g) in cases of issuing investment securities, etc. by the exercise of investment equity subscription rights, etc., the issue price of the investment securities, etc.; and
 - (h) the places to accept or brokerage the claims for the exercise of investment equity subscription rights, etc., as well as the place to handle the payments thereof;
- (i)-5 with regard to specified corporate bond certificates with a right to subscribe for preferred equity, etc., cases where it is necessary to conduct a Public Offering before deciding the issue price of the Specified Preferred Equity Investment Certificates, etc. to be acquired by exercising the rights attached to the specified corporate bond certificates with a right to subscribe for preferred equity, etc. (hereinafter referred to as "preferred equity subscription rights, etc." in this item) (the Specified Preferred Equity Investment Certificates, etc. mean Specified Preferred Equity Investment Certificates or the share certificates set forth in Article 2, paragraph (1), item (ix) of the Act (including the securities set forth in item (xvii) of that paragraph that have the nature of these securities); hereinafter referred to as "Specified Preferred Equity Investment Certificates" in this item): the following matters:
- (a) the issue price;
 - (b) the interest rate;
 - (c) the deposit for subscription;
 - (d) the subscription handling office;
 - (e) the place of payment of interest;

- (f) the amount to be paid in on exercise of the preferred equity subscription rights, etc.;
- (g) in cases of issuing Specified Preferred Equity Investment Certificates, etc. by the exercise of preferred equity subscription rights, etc., the issue price of the Specified Preferred Equity Investment Certificates, etc.;
- (h) the places to accept or brokerage the claims for the exercise of preferred equity subscription rights, etc., as well as the place to handle the payments thereof;
- (i) the names and addresses of Underwriters (excluding major Financial Instruments Business Operators who conclude the Wholesale Underwriting Contracts);
- (j) the amount of underwriting and the conditions of underwriting;
- (k) the name and address of the investment corporation bond manager, etc.;
- and
- (l) the conditions of entrustment of the investment corporation bond manager, etc.;
- (ii) with regard to Domestic Investment Securities (excluding Investment Corporation Bond Certificates), Foreign Investment Securities (excluding Foreign Investment Corporation Bond Certificates), or Asset Backed Securities, cases where it is necessary to make a Secondary Distribution before deciding the distribution price: the following matters:
 - (a) the distribution price;
 - (b) the deposit for subscription;
 - (c) the places to accept subscriptions;
 - (d) the names and addresses of persons who have accepted entrustment of the Secondary Distribution (excluding major Financial Instruments Business Operators who conclude a Wholesale Underwriting Contract); and
 - (e) the details of the entrustment agreement for the Secondary Distribution; and
- (iii) with regard to Regulated Securities other than those pertaining to the cases set forth in the preceding items, cases where it is necessary to conduct a Public Offering or Secondary Distribution before deciding the issue price or distribution price: the following matters:
 - (a) the issue price or distribution price; and
 - (b) the deposit for subscription.

(Securities Registration Statement by Inclusion Method)

Article 11-2 (1) The period specified by Cabinet Office Order, referred to in Article 5, paragraph (3) (including as applied mutatis mutandis pursuant to Article 27 of the Act; hereinafter the same applies in this Article and Article 12, paragraph (1), item (ii)) as applied mutatis mutandis pursuant to Article 5,

paragraph (5) of the Act, is one year.

(2) The Annual Securities Report specified by Cabinet Office Order, referred to in Article 5, paragraph (3) of the Act as applied *mutatis mutandis* pursuant to Article 5, paragraph (5) of the Act, is an Annual Securities Report specified in the following items according to the category of Regulated Securities set forth in the respective items:

- (i) Domestic Investment Securities: Annual Securities Report prepared using Form 7-3 and submitted to the Director-General of the Kanto Local Finance Bureau;
- (ii) Foreign Investment Securities (limited to those whose Issuer is a person other than the person who submitted a Foreign Company Report pursuant to the provisions of Article 24, paragraph (8) of the Act): Annual Securities Report prepared using Form 8 and submitted to the Director-General of the Kanto Local Finance Bureau;
- (ii)-2 Foreign Investment Securities (limited to those except for Foreign Investment Securities set forth in the preceding item): Foreign Company Report submitted to the Director-General of the Kanto Local Finance Bureau pursuant to the provisions of Article 24, paragraph (8) of the Act;
- (iii) Regulated Domestic Asset Backed Securities: Annual Securities Report prepared using Form 8-2 and submitted to the Director-General of the Kanto Local Finance Bureau;
- (iv) Regulated Foreign Asset Backed Securities (limited to those whose Issuer is a person other than the person who submitted a Foreign Company Report pursuant to the provisions of Article 24, paragraph (8) of the Act): Annual Securities Report prepared using Form 8-3 and submitted to the Director-General of the Kanto Local Finance Bureau;
- (v) Regulated Foreign Asset Backed Securities (limited to those except for Regulated Foreign Asset Backed Securities set forth in the preceding item): Foreign Company Report submitted to the Director-General of the Kanto Local Finance Bureau pursuant to the provisions of Article 24, paragraph (8) of the Act;
- (vi) Beneficiary Certificates of Regulated Securities in Trust (limited to those for which the Entrusted Securities are Regulated Securities set forth in the preceding items; the same applies in item (v) of the following paragraph): Annual Securities Report prepared using the forms specified in the preceding items according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust, and submitted to the Director-General of the Kanto Local Finance Bureau; and
- (vii) Specified Depository Receipts (limited to those indicating the rights pertaining to Regulated Securities set forth in items (i) through (v); the same

applies in item (vi) of the following paragraph): Annual Securities Report prepared using the forms specified in items (i) through (v) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts, and submitted to the Director-General of the Kanto Local Finance Bureau.

(3) If a person who has submitted Annual Securities Reports which is prescribed in the preceding paragraph continuously during the period specified in paragraph (1) intends to submit a Securities Registration Statement, the person may prepare the Securities Registration Statement using the form specified in the following items according to the category of Regulated Securities set forth in the respective items, pursuant to the provisions of Article 5, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act:

- (i) Domestic Investment Securities: Form 4-3-2;
- (ii) Foreign Investment Securities: Form 4-4-2;
- (iii) Regulated Domestic Asset Backed Securities: Form 5-2-2;
- (iv) Regulated Foreign Asset Backed Securities: Form 5-3-2;
- (v) Beneficiary Certificates of Regulated Securities in Trust: the forms specified in the preceding items according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
- (vi) Specified Depository Receipts: the forms specified in items (i) through (iv) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.

(Securities Registration Statement by Reference Method)

Article 11-3 (1) If a person who satisfies all of the requirements set forth in the items of Article 5, paragraph (4) of the Act (including cases where these provisions are applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter) as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 12, paragraph (1), item (iii), (a)), intends to submit a Securities Registration Statement, the person may prepare the Securities Registration Statement using the form specified in the following items according to the category of Regulated Securities set forth in the respective items, pursuant to the provisions of Article 5, paragraph (4) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article:

- (i) Domestic Investment Securities: Form 4-3-3;

- (ii) Foreign Investment Securities: Form 5;
 - (iii) Regulated Domestic Asset Backed Securities: Form 5-2-3;
 - (iv) Regulated Foreign Asset Backed Securities: Form 5-3-3;
 - (v) Beneficiary Certificates of Regulated Securities in Trust (limited to those for which the Entrusted Securities are Regulated Securities set forth in the preceding items; the same applies in paragraph (4), item (iii)): the forms specified in the preceding items according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
 - (vi) Specified Depository Receipts (limited to those indicating the rights pertaining to Regulated Securities set forth in items (i) through (iv); the same applies in paragraph (4), item (iv)): the forms specified in items (i) through (iv) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.
- (2) The period specified by Cabinet Office Order, referred to in Article 5, paragraph (4), item (i) of the Act as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act, is one year.
- (3) The Annual Securities Reports specified by Cabinet Office Order, referred to in Article 5, paragraph (4), item (i) of the Act as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act, are the Annual Securities Reports prescribed in paragraph (2) of the preceding Article.
- (4) The criteria specified by Cabinet Office Order, referred to in Article 5, paragraph (4), item (ii) of the Act as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act, is the criteria specified in the following items according to the category of Regulated Securities set forth in the respective items:
- (i) Domestic Investment Securities or Foreign Investment Securities: that a person who intends to submit a Securities Registration Statement has issued Domestic Investment Securities or Foreign Investment Securities listed on a Financial Instruments Exchange in Japan (excluding specified listed and regulated securities; hereinafter referred to as the "listed investment securities" in (a)) or Domestic Investment Securities or Foreign Investment Securities registered at the Authorized Financial Instruments Firms Association (meaning an Authorized Financial Instruments Firms Association as prescribed in Article 2, paragraph (13) of the Act; the same applies hereinafter) as Over-the-Counter Traded Securities (meaning Over-the-Counter Traded Securities as prescribed in paragraph (8), item (x), (c) of that Article) (excluding specified over-the-counter traded and regulated securities; hereinafter referred to as "over-the-counter registered investment

securities" in (a)) and falls under any of the following:

- (a) if the Listing Date, etc. (meaning the day on which the Domestic Investment Securities or Foreign Investment Securities issued by the relevant person have come to fall under the securities set forth in Article 24, paragraph (1), item (i) of the Act as applied mutatis mutandis pursuant to Article 24, paragraph (5) of the Act if they are listed investment securities and the day on which the Domestic Investment Securities or Foreign Investment Securities issued by the relevant person have come to fall under the securities set forth in Article 24, paragraph (1), item (ii) of the Act as applied mutatis mutandis in Article 24, paragraph (5) of the Act if they are over-the-counter registered investment securities; hereinafter the same applies in this item) is on or preceding the day three years and six months prior to the submission date of the relevant Securities Registration Statement, with regard to the issued Domestic Investment Securities or Foreign Investment Securities of that person, the amount obtained by dividing the total trading value on the Financial Instruments Market (meaning a Financial Instruments Market as prescribed in Article 2, paragraph (14) of the Act; hereinafter the same applies in (a)) or the total trading value announced by the Authorized Financial Instruments Firms Association (hereinafter referred to as the "trading value" in this item) within three years prior to any of the days between the day six months before the submission date of the Securities Registration Statement and the day preceding the submission date (hereinafter referred to as the "calculation base date" in this item) by three is ten billion yen or more, and the Average Market Capitalization for Three Years (meaning the amount obtained by dividing the total aggregate Market Capitalization (meaning the Market Capitalization on the Financial Instruments Market or the Market Capitalization announced by the Authorized Financial Instruments Firms Association; hereinafter collectively referred to as the "Market Capitalization" in this item) of the Investment Securities as of the relevant calculation base date, the day corresponding to the calculation base date which falls within the year immediately prior to the year that includes the calculation base date (hereinafter referred to as the "calculation base year" in (a) and (b)), and the day corresponding to the calculation base date which falls within the year two years prior to the relevant calculation base year by three; the same applies in (d)) is ten billion yen or more;
- (b) if the Listing Date, etc. falls within the period between the day three years and six months before the submission date of the relevant Securities Registration Statement and the day that is on or preceding the day two years and six months before the submission date, with regard to the issued

Domestic Investment Securities or Foreign Investment Securities of the relevant person, the amount obtained by dividing the total trading value for the two years prior to the calculation base date by two is ten billion yen or more, and the Average Market Capitalization for Two Years (meaning the amount obtained by dividing the aggregated Market Capitalization as of the relevant calculation base date and the day corresponding to the calculation base date which falls within the year immediately prior to the calculation base year by two; the same applies in (d)) is ten billion yen or more;

- (c) if the Listing Date, etc. is after the day two years and six months before the submission date of the relevant Securities Registration Statement, with regard to the issued Domestic Investment Securities or Foreign Investment Securities of the relevant person, the trading value of the issued Investment Securities for the year one year prior to the calculation base date is ten billion yen or more, and the Market Capitalization at the Base Time (meaning the Market Capitalization as of the relevant calculation base date; the same applies in (d)) is ten billion yen or more;
- (d) with regard to the issued Domestic Investment Securities or Foreign Investment Securities of the relevant person, the Average Market Capitalization for Three Years (if the Listing Date, etc. falls within the period between the day after the day three years and six months before the submission date of the relevant Securities Registration Statement and the day that is on or preceding the day two years and six months before the submission date, the Average Market Capitalization for Two Years, and if the Listing Date, etc. is after the day two years and six months before the submission date of the relevant Securities Registration Statement, the Market Capitalization at the Base Time) is 25 billion yen or more; or
- (e) that, within the five-year period prior to the submission date of the Securities Registration Statement, the total amount of the issue value or distribution value of Domestic Investment Securities or Foreign Investment Securities that the person issued or were delivered by submitting a Securities Registration Statement or Self Registration Supplements pertaining to the Public Offering or Secondary Distribution thereof in Japan is 10 billion yen or more;
- (ii) Regulated Domestic Asset Backed Securities or Regulated Foreign Asset Backed Securities: that, within the five-year period prior to the submission date of a Securities Registration Statement, the total amount of the issue value or distribution value of Regulated Domestic Asset Backed Securities or Regulated Foreign Asset Backed Securities that the person who intends to submit the Securities Registration Statement issued or were delivered by submitting a Securities Registration Statement or Self Registration

Supplements pertaining to the Public Offering or Secondary Distribution thereof in Japan is 10 billion yen or more;

- (iii) Beneficiary Certificates of Regulated Securities in Trust: any of the criteria specified in the preceding two items according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
- (iv) Specified Depository Receipts: the criteria specified in item (i) or item (ii) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.

(Requirements for Submission of Foreign Company Statements)

Article 11-4 (1) The cases specified by Cabinet Office Order, referred to in Article 5, paragraph (6) of the Act, which pertain to Regulated Securities, are the cases where the Commissioner of the Financial Services Agency approves the submission of a Foreign Company Statement in lieu of a Securities Registration Statement by a Statement-Filing Foreign Company (meaning a statement-filing foreign company or statement-filing foreign person as prescribed in that paragraph; the same applies hereinafter) as a case that would not impair the public interest or the protection of investors in light of its terminology, forms, and preparation methods.

(2) The persons specified by Cabinet Office Order, referred to in Article 5, paragraph (6), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in paragraph (1) of the following Article and Article 13-2), who pertain to Regulated Securities, are the following persons:

- (i) a person who establishes a Foreign Financial Instruments Market (meaning a Foreign Financial Instruments Market as prescribed in Article 2, paragraph (8), item (iii), (b) of the Act; the same applies in the following item); and
- (ii) a person who establishes a market which has the nature of an Over-the-Counter Securities Market (meaning the over-the-counter securities market as prescribed in Article 67, paragraph (2) of the Act; the same applies in Article 19-2, paragraph (1), item (ii)) which is established in a foreign state as an equivalent to a Foreign Financial Instruments Market.

(Submission of Foreign Company Statements)

Article 11-5 (1) A Statement-Filing Foreign Company that intends to submit a Foreign Company Statement pursuant to the provisions of Article 5, paragraph (6) of the Act must prepare three copies of the documents set forth in item (i) of

that paragraph (including as applied mutatis mutandis pursuant to Article 27 of the Act) using the forms specified in the following items according to the category of Regulated Securities set forth in the respective items, documents set forth in item (ii) of that paragraph and the Supplementary Documents thereto (meaning supplementary documents as prescribed in Article 5, paragraph (7) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; hereinafter the same applies in this Article and Article 13-3, paragraph (2)); the same applies in Article 13-3, paragraph (2), item (i) and Article 15, and Article 16), and must submit them to the Director-General of the Kanto Local Finance Bureau:

- (i) Foreign Investment Trust Beneficiary Certificates: Form 4-2-2;
 - (ii) Foreign Investment Securities: Form 4-4-3;
 - (iii) Foreign Asset Backed Securities: Form 5-3-4;
 - (iv) Foreign Beneficiary Certificates Backed by Assets in Trust: Form 5-5-2;
 - (v) Foreign Trust Beneficiary Certificates: Form 6-2-2;
 - (vi) Foreign Mortgage Securities: Form 6-4-2;
 - (vii) Foreign Rights in Securities Investment Business, etc.: Form 6-6-2;
 - (viii) Beneficiary Certificates of Regulated Securities in Trust (limited to those for which the Entrusted Securities are Regulated Securities set forth in items (i) through (vi)): the forms specified in items (i) through (vi) according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
 - (ix) Specified Depository Receipts (limited to those indicating the rights pertaining to Regulated Securities set forth in items (i) through (vi)): the forms specified in items (i) through (vi) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.
- (2) The matters specified by Cabinet Office Order as those necessary and appropriate for the public interest or the protection of investors among the matters included in the documents prescribed in Article 5, paragraph (7) of the Act, which pertain to Regulated Securities, are the matters specified in the following items according to the category of forms set forth in the respective items:
- (i) Form 4-2: the matters equivalent to the matters to be included in the following items:
 - (a) "(3) Structure of Fund" from "1. Characteristics of Fund" in "Section 1. Status of Fund" of "Part II. Fund Information";
 - (b) "2. Investment Policy" in "Section 1. Status of Fund" of "Part II. Fund Information";

- (c) "3. Investment Risks" in "Section 1. Status of Fund" of "Part II. Fund Information";
 - (d) "4. Fees, etc. and Taxes" in "Section 1. Status of Fund" of "Part II. Fund Information";
 - (e) "5. Investment Status" (excluding "(4) Record of Sale and Buy-back") in "Section 1. Status of Fund" of "Part II. Fund Information"; and
 - (f) matters in "Part II. Fund Information" other than those set forth in (a) to (e), which the Statement-Filing Foreign Company considers necessary and appropriate for the public interest or the protection of investors;
- (ii) Form 4-4: the matters equivalent to the matters to be included in the following items:
- (a) "(1) Transition of Major Management Indicators, etc." and "(3) Structure of Foreign Investment Corporation" from "1. Overview of Foreign Investment Corporation" in "Section 1. Status of Fund" of "Part II. Fund Information";
 - (b) "2. Investment Policy" in "Section 1. Status of Fund" of "Part II. Fund Information";
 - (c) "3. Investment Risks" in "Section 1. Status of Fund" of "Part II. Fund Information";
 - (d) "4. Fees, etc. and Taxes" in "Section 1. Status of Fund" of "Part II. Fund Information"; and
 - (e) matters in "Part II. Fund Information" and "Part III. Detailed Information on Foreign Investment Corporation" other than those set forth in (a) to (d), which the Statement-Filing Foreign Company considers necessary and appropriate for the public interest or the protection of investors;
- (iii) Form 5-3: the matters equivalent to the matters to be included in the following items:
- (a) "(2) Basic Nature of Collateralized Assets" from "1. Overview" in "Section 1. Positions of Collateralized Assets" of "Part II. Collateralized Assets Information";
 - (b) "2. Outline of Assets Constituting the Collateralized Assets" in "Section 1. Positions of Collateralized Assets" of "Part II. Collateralized Assets Information";
 - (c) "(ii) Management Fee, etc." under "(1) Outline of Collateralized Assets, etc." from "3. Structures of Management and Operation" in "Section 1. Positions of Collateralized Assets" of "Part II. Collateralized Assets Information";
 - (d) "(3) Tax Treatment" from "4. Exercise of Rights, etc. by Securities Holders" in "Section 1. Positions of Collateralized Assets" of "Part II. Collateralized Assets Information";

- (e) "6. Investment Risks" in "Section 1. Positions of Collateralized Assets" of "Part II. Collateralized Assets Information";
 - (f) "1. Contents of Principal Assets", "2. Lists of Principal Profits and Losses" and "3. Accounting Treatment for Revenue and/or Losses" in "Section 2. Accounting Status of Collateralized Assets" of "Part II. Collateralized Assets Information"; and
 - (g) matters in "Part II. Collateralized Assets Information" other than those set forth in (a) to (f), which the Statement-Filing Foreign Company considers necessary and appropriate for the public interest or the protection of investors;
- (iv) Form 5-5: the matters equivalent to the matters to be included in the following items:
- (a) "2. Positions of Assets Constituting the Specified Trust Property" in "Section 1. Status of Specified Trust Property" of "Part II. Specified Trust Property Information";
 - (b) "(1) Outline of Securitization of Specified Trust Property" from "3. Structure of Securitization of Specified Trust Property" in "Section 1. Status of Specified Trust Properties" of "Part II. Specified Trust Property Information";
 - (c) "5. Investment Risks" in "Section 1. Status of Specified Trust Property" of "Part II. Specified Trust Property Information";
 - (d) "(1) Balance Sheet", "(2) Profit and Loss Statement" and "(3) Statement of Appropriation or Disposition of Retained Earnings and/or Losses" from "6. Financial Statements" in "Section 1. Status of Specified Trust Property" of "Part II. Specified Trust Property Information";
 - (e) "(2) Tax Treatment" from "7. Matters concerning Securities Holders" in "Section 1. Status of Specified Trust Property" of "Part II. Specified Trust Property Information"; and
 - (f) matters in "Part II. Specified Trust Property Information" other than those set forth in (a) to (e), which the Statement-Filing Foreign Company considers necessary and appropriate for the public interest or the protection of investors;
- (v) Form 6-2: matters equivalent to those to be included in the following items:
- (a) "2. Outline of Assets Constituting the Trust Property" in "Section 1. Status of Trust Property" of "Part II. Trust Property Information";
 - (b) "(i) Fundamental Structure of Trust" under "(1) Outline of Trust" from "3. Structure of Trust" in "Section 1. Status of Trust Property" of Part II. Trust Property Information";
 - (c) "5. Investment Risks" in "Section 1. Status of Trust Property" of Part II. Trust Property Information";
 - (d) "6. Financial Statements" in "Section 1. Status of Trust Property" of Part

- II. Trust Property Information";
- (e) "(2) Tax Treatment" from "7. Matters concerning Securities Holders" in "Section 1. Status of Trust Property" of "Part II. Trust Property Information"; and
 - (f) matters in "Part II. Trust Property Information" other than those set forth in (a) to (e), which the Statement-Filing Foreign Company considers necessary and appropriate for the public interest or the protection of investors;
- (vi) Form 6-4: the matters equivalent to the matters to be included in the following items:
- (a) "2. Outline of Loan Claims" and "(2) Tax Treatment" from "3. Rights of Foreign Mortgage Securities Holders" in "Section 1. Mortgage Status" of "Part II. Information on Underlying Assets";
 - (b) "1. Outline of Subject Property of Foreign Mortgage Securities" in "Section 2. Overview of Subject Property of Foreign Mortgage Securities" of "Part II. Information on Underlying Assets";
 - (c) "Section 3. Risk Information" of "Part II. Information on Underlying Assets";
 - (d) "Section 1. Accounting Status of Issuer" and "Section 2. Overview of Accounting of Obligor Relating to Loan Claims" of "Part III. Special Information"; and
 - (e) matters in "Part II. Specified Trust Property Information" and "Part III. Special Information" other than those set forth in (a) to (d), which the Statement-Filing Foreign Company considers necessary and appropriate for the public interest or the protection of investors; and
- (vii) Form 6-6: matters equivalent to those to be included in the following items:
- (a) "(1) Transition of Major Management Indicators, etc." and "(4) Structure of Foreign Partnership, etc." from "1. Overview of Foreign Partnership, etc." in "Section 1. Status of Foreign Partnership, etc." of "Part II. Issuer Information";
 - (b) "2. Investment Policy" in "Section 1. Status of Foreign Partnership, etc." of "Part II. Issuer Information";
 - (c) "3. Investment Risks" in "Section 1. Status of Foreign Partnership, etc." of "Part II. Issuer Information";
 - (d) "4. Fees, etc. and Taxes" in "Section 1. Status of Foreign Partnership, etc." of "Part II. Issuer Information"; and
 - (e) matters in "Part II. Issuer Information" other than those set forth in (a) to (d), which the Statement-Filing Foreign Company considers necessary and appropriate for the public interest or the protection of investors.
- (3) The matters specified by Cabinet Office Order as those necessary and

appropriate for the public interest or the protection of investors, among the matters not included in the documents prescribed in Article 5, paragraph (7) of the Act, which pertain to Regulated Securities, are, among the matters which are to be included in a Securities Registration Statement prepared using the forms set forth in the items of the preceding paragraph but which are not included in the relevant documents (referred to as "matters not included in the documents" in item (i) of the following paragraph), the matters specified in the respective items which are written in Japanese or English (if those matters are written in English, a Japanese translation of the summary thereof must be attached).

(4) The other documents specified by Cabinet Office Order, referred to in Article 5, paragraph (7) of the Act, which pertain to Regulated Securities, are as follows:

- (i) a document in which matters not included in the documents (excluding the matters specified in the items of paragraph (2)) are written in Japanese or English; and
- (ii) a comparative table of matters to be included in a Securities Registration Statement prepared using the form set forth in the items of paragraph (2) and those that correspond to those matters stated in a Foreign Company Statement.

(Documents Containing Matters Related to Public Offering)

Article 11-6 (1) The Regulated Securities specified by Cabinet Office Order in consideration of the status of a Public Offering or Secondary Distribution thereof, referred to in Article 5, paragraph (10) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; hereinafter the same applies in this Article), are the following Regulated Securities:

- (i) Domestic Investment Trust Beneficiary Certificates;
 - (ii) Foreign Investment Trust Beneficiary Certificates;
 - (iii) Domestic Trust Beneficiary Certificates;
 - (iv) Foreign Trust Beneficiary Certificates;
 - (v) Domestic Trust Beneficial Interests;
 - (vi) Foreign Trust Beneficial Interests;
 - (vii) Beneficiary Certificates of Regulated Securities in Trust (limited to those for which the Entrusted Securities are Regulated Securities set forth in the preceding items; the same applies in paragraph (3), item (v)); and
 - (viii) Specified Depository Receipts (limited to those indicating the rights pertaining to Regulated Securities set forth in items (i) through (vi); the same applies in paragraph (3), item (vi)).
- (2) The period specified by Cabinet Office Order, referred to in Article 5, paragraph (10) of the Act, is one year.

- (3) A Company Submitting a Regulated Securities Registration Statement (meaning a company submitting a regulated securities registration statement or a person submitting a regulated securities registration statement prescribed in Article 5, paragraph (10) of the Act) that intends to submit Documents Containing Matters Related to Public Offering, etc. pursuant to the provisions of that paragraph must prepare three copies of the Documents Containing Matters Related to Public Offering, etc. using the forms specified in the following items according to the category of Regulated Securities set forth in the respective items, and must submit them to the Director-General of the Kanto Local Finance Bureau:
- (i) Domestic Investment Trust Beneficiary Certificates: Form 6-7;
 - (ii) Foreign Investment Trust Beneficiary Certificates: Form 6-8;
 - (iii) Domestic Trust Beneficiary Certificates and Domestic Trust Beneficial Interests: Form 6-9;
 - (iv) Foreign Trust Beneficiary Certificates and Foreign Trust Beneficial Interests: Form 6-10;
 - (v) Beneficiary Certificates of Regulated Securities in Trust: the forms specified in the preceding items according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
 - (vi) Specified Depository Receipts: the forms specified in items (i) through (iv) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.

(Documents Attached to Securities Registration Statement)

Article 12 (1) The documents specified by Cabinet Office Order as documents to be attached to a Securities Registration Statement pursuant to the provisions of Article 5, paragraph (13) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act) (referred to as "attached documents" in the following Article) are the documents specified in the following items according to the category of Securities Registration Statement set forth in the respective items; provided, however, that if the relevant documents have the same content as the attached documents submitted with a Securities Registration Statement that was submitted for Regulated Securities of the same class as the Regulated Securities pertaining to the Securities Registration Statement within one year prior to the submission of the Securities Registration Statement, those documents are excluded:

- (i) cases of Securities Registration Statements pertaining to a Public Offering or Secondary Distribution of Domestic Regulated Securities (excluding

Securities Registration Statement prepared using Form 4-3-2, Form 4-3-3, Form 5-2-2 and Form 5-2-3): the following documents:

- (a) the articles of incorporation, general conditions, bylaws, a written trust agreement or a written partnership agreement, or other documents equivalent thereto (excluding cases where Documents Containing Matters Related to Public Offering, etc. are submitted along with an Annual Securities Report pursuant to the provisions of Article 5, paragraph (11) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 22-2 and Article 27, paragraph (1), item (i), (a)));
- (b) if a resolution at a board of officers' meeting (meaning a board of officers' meeting as prescribed in Article 112 of the Act on Investment Trusts and Investment Corporations or any other organ similar thereto; the same applies hereinafter), a resolution at an investors' meeting (meaning an investors' meeting as prescribed in Article 89, paragraph (1) of that Act or any other organ similar thereto; the same applies hereinafter), or a decision of Partners, etc. (meaning partners of a partnership formed under a partnership agreement as prescribed in Article 667, paragraph (1) of the Civil Code (Act No. 89 of 1896), a proprietor under a silent partnership agreement as prescribed in Article 535 of the Commercial Code (Act No. 48 of 1899), unlimited liability partners of an investment limited partnership as prescribed in Article 2, paragraph (2) of the Limited Partnership Act for Investment (Act No. 90 of 1998) or partners of a limited liability partnership prescribed in Article 2 of the Limited Liability Partnership Act (Act No. 40 of 2005), or persons similar thereto; hereinafter the same applies in (b), and Article 25, paragraph (2), item (iii)) has been adopted or made for the issuance of the relevant Domestic Regulated Securities, a copy of the minutes of the board of officers' meeting, a copy of the minutes of the investors' meeting, or a copy of the document demonstrating the decision of the Partners, etc., or other documents similar thereto;
- (c) a copy of the written contract for a contract concluded with a major person from among the juridical persons who invest money of the Fund or the juridical persons who have a close business relationship with regard to the Fund, Trust Property, Collateralized Assets, Specified Trust Property or Property under Partnership, etc. (hereinafter collectively referred to as "Fund, etc." in Article 29) (if the person that submits the Securities Registration Statement is an investment corporation as prescribed in Article 27, item (ii), (a) or (b) of the Order, including a Specified Affiliated Juridical Person; hereinafter referred to as a "Affiliated Juridical Person"), or a document including the contents of a contract that is to be concluded (excluding cases where the major contents of the contract that has been

- concluded or is to be concluded are included in the Securities Registration Statement);
- (d) if the Domestic Regulated Securities are Beneficiary Certificates of Regulated Securities in Trust (limited to those whose Issuer is a domestic corporation), a copy of a written contract of the trust agreement concluded for the issuance of the Beneficiary Certificates of Regulated Securities in Trust or a copy of other major contracts; and
 - (e) if the Domestic Regulated Securities are Specified Depository Receipts (limited to those whose Issuer is a domestic corporation), a copy of a written contract of the depository contract concluded for the Specified Depository Receipts or a copy of other major contracts;
- (ii) a Securities Registration Statement prepared using Form 4-3-2 or Form 5-2-2: the following documents:
- (a) the documents set forth in (a) of the preceding item (limited to cases where the relevant documents are not included in the incorporated documents (meaning documents to be incorporated in a Securities Registration Statement pursuant to the provisions of Article 5, paragraph (3) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article; the same applies in item (vi), (a)) of the relevant Securities Registration Statement pursuant to the provisions of the proviso to Article 27, paragraph (1)); and
 - (b) the documents set forth in (b) through (e) of the preceding item;
- (iii) a Securities Registration Statement prepared using Form 4-3-3: the following documents:
- (a) the documents set forth in item (i), (a) (limited to cases where the relevant documents are not included in the reference documents (meaning reference documents as prescribed in Article 5, paragraph (4) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article; the same applies hereinafter) of the relevant Securities Registration Statement pursuant to the provisions of the proviso to Article 27, paragraph (1));
 - (b) the documents set forth in item (i), (b) through (e);
 - (c) a document indicating that the person who submits the relevant Securities Registration Statement satisfies the requirements set forth in the items of Article 5, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act;
 - (d) if the circumstances set forth in 1. or 2. below occur on or after the submission date of an Annual Securities Report for which a statement to the effect that reference thereto should be made has been made in the relevant Securities Registration Statement (excluding cases where a Semiannual Securities Report, Extraordinary Report, or amendment report containing the details of the material facts set forth in 1. or 2 below is

- included in the reference documents of the Securities Registration Statement), a document containing the details of the material facts:
1. that with regard to a material fact to be contained in the relevant Annual Securities Report which occurred before the submission date thereof, the details of which could not be included when submitting the relevant documents, it has become possible for the material fact to be included; and
 2. that a material fact concerning the matters to be included in the relevant Annual Securities Report has occurred; and
- (e) a document explaining accurately and concisely the purpose and basic nature of the investment corporation (meaning an investment corporation as prescribed in Article 2, paragraph (12) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter) as well as the transition of the major management indicators, etc.;
- (iv) a Securities Registration Statement prepared using Form 5-2-3: the documents set forth in (a) through (d) of the preceding item;
- (v) a Securities Registration Statement pertaining to a Public Offering or Secondary Distribution of Foreign Regulated Securities (excluding a Securities Registration Statement prepared using Form 4-4-2, Form 5, Form 5-3-2 and Form 5-3-3) or Foreign Company Statement: the following documents:
- (a) the documents specified in item (i);
 - (b) a document demonstrating that a representative person of the Issuer of the relevant Foreign Regulated Securities included in the Securities Registration Statement is a person who has legitimate authority concerning the notification of the Public Offering or Secondary Distribution of the relevant Foreign Regulated Securities;
 - (c) a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer for any acts concerning the notification of Public Offering or Secondary Distribution of the relevant Foreign Regulated Securities;
 - (d) a legal opinion letter by legal experts stating that the Public Offering or Secondary Distribution of the Foreign Regulated Securities is lawful as well as the relevant provisions of the relevant laws and regulations set forth in the legal opinion letter; and
 - (e) if the permission under Article 21, paragraph (1) or (2) of the Foreign Exchange and Foreign Trade Act is required, a document demonstrating that the permission has been obtained;
- (vi) a Securities Registration Statement prepared using Form 4-4-2 and Form 5-3-2: the following documents:
- (a) the documents set forth in item (i), (a) (limited to cases where the

- relevant documents are not included in the incorporated documents of the relevant Securities Registration Statement pursuant to the provisions of the proviso to Article 27, paragraph (1));
- (b) the documents set forth in item (i), (b) through (e); and
- (c) the documents set forth in (b) through (e) of the preceding item;
- (vii) a Securities Registration Statement prepared using Form 5: the following documents:
- (a) the documents set forth in item (i), (a) (limited to cases where the relevant documents are not included in the reference documents of the relevant Securities Registration Statement pursuant to the provisions of the proviso to Article 27, paragraph (1));
- (b) the documents set forth in (b) and (c) of the preceding item;
- (c) the documents set forth in item (iii), (c) and (d); and
- (d) a document explaining accurately and concisely the purpose and basic nature of the foreign investment corporation (meaning a foreign investment corporation as prescribed in Article 2, paragraph (25) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter) and the transition of the major management indicators, etc.; and
- (viii) a Securities Registration Statement prepared using Form 5-3-3: the documents set forth in (a) through (c) of the preceding item.
- (2) When the documents specified in the items of the preceding paragraph have not been written in Japanese, Japanese translations thereof must be attached; provided, however, that in cases where the Issuer that has submitted a Foreign Company Report as prescribed in Article 11-2, paragraph (2), item (ii)-2 submits a Securities Registration Statement prepared using Form 4-4-2 or Form 5, where the Issuer that has submitted a Foreign Company Report as prescribed in item (v) of that paragraph submits a Securities Registration Statement prepared using Form 5-3-2 or Form 5-3-3, and where the latter Issuer submits a Foreign Company Statement, and if the documents specified in the items of the preceding paragraph have not been written in Japanese or English, Japanese or English translations thereof must be attached.
- (3) The term "Specified Affiliated Juridical Person" as used in paragraph (1), item (i), (c) means a parent company (meaning a parent company as prescribed in Article 8, paragraph (3) of the Regulation on the Terminology, Forms, and Preparation Methods of Financial Statements, etc. (Ministry of Finance Order No. 59 of 1963; hereinafter referred to as the "Regulation on Financial Statements")) of an asset management company of an investment corporation, or an interested person, etc. (meaning an interested person, etc. prescribed in Article 201, paragraph (1) of that Act) of the asset management company, which conducts or has conducted any of the transactions set forth in the items

of Article 29-3, paragraph (3) of the Order (limited to those that fall under the criteria specified in the paragraphs of Article 55-8 of the Cabinet Office Order on Restrictions on Securities Transactions (Cabinet Office Order No. 59 of 2007)).

(Voluntary Amendment of Securities Registration Statement)

Article 13 With regard to a submitted Securities Registration Statement and attached documents thereof, the circumstances specified by Cabinet Office Order under which an amended statement should be submitted pursuant to the provisions of Article 7, paragraph (1) of the Act (including as applied *mutatis mutandis* pursuant to Article 27 of the Act; the same applies hereinafter) are the following circumstances:

- (i) that with regard to a material fact to be included in the relevant Securities Registration Statement or the documents attached thereto which occurred before the submission date thereof, the details of which could not be included when submitting these documents, it has become possible for the material fact to be included;
- (ii) that a material fact concerning the matters to be included in the relevant Securities Registration Statement or documents attached thereto has occurred; or
- (iii) that with regard to the matters set forth in the items of Article 11 of the Act which were not included in the Securities Registration Statement, the details thereof have been determined.

(Requirements for Submission of Foreign Company Amended Statements)

Article 13-2 The cases specified by Cabinet Office Order, referred to in Article 5, paragraph (6) of the Act as applied *mutatis mutandis* pursuant to Article 7, paragraph (2) of the Act (including as applied *mutatis mutandis* pursuant to Article 27 of the Act; the same applies in paragraph (2) of the following Article), which pertain to Regulated Securities, are the cases where the Commissioner of the Financial Services Agency approves the submission of a document similar to an amended statement written in English which has been disclosed (meaning a disclosure in a foreign state prescribed in item (ii) of that paragraph; the same applies in Articles 27-8 and 28-4) in a foreign state (referred to as "foreign company amended statement" in paragraph (1) of the following Article) in lieu of an amended statement by a Statement-Filing Foreign Company as a submission that would not impair the public interest or the protection of investors in light of its terminology, forms, and preparation methods.

(Submission of Foreign Company Amended Statements)

Article 13-3 (1) The provisions of Article 11-5 apply mutatis mutandis to cases where a Statement-Filing Foreign Company submits a foreign company amended statement.

(2) The other documents specified by Cabinet Office Order, referred to in Article 5, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 7, paragraph (2) of the Act, which pertain to Regulated Securities, are the documents including the following matters written in Japanese:

- (i) the submission date of a Foreign Company Statement that is subject to the amendment and the Supplementary Documents thereto;
- (ii) the reason for the amendment; and
- (iii) the parts to be amended and the contents of the amendment.

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

Article 14 The matters specified by Cabinet Office Order, referred to in Article 13, paragraph (1) of the Act, are a Secondary Distribution of Securities set forth in the following items; provided, however, that this does not apply if, with regard to the Secondary Distribution of Securities, a Stabilizing Transaction prescribed in Article 20, paragraph (1) of the Order is conducted:

- (i) that which does not qualify as Secondary Distribution of Securities prescribed in Article 2, paragraph (4) of the Act; and
- (ii) that which does not qualify as a Secondary Distribution of Securities set forth as follows:
 - (a) a Secondary Distribution of Securities made by the Issuer of the securities relating to the Secondary Distribution of Securities who is the owner of those securities;
 - (b) a Secondary Distribution of Securities made by a Financial Instruments Business Operator, etc. who acquired the relevant securities from the Issuer of those Securities for the purpose of having another person acquire those securities implements;
 - (c) a Secondary Distribution of Securities made by a Financial Instruments Business Operator, etc. who qualifies as an Underwriter pertaining to a Secondary Distribution of Securities (excluding a person who performs the act prescribed in Article 2, paragraph (6), item (i) of the Act); and
 - (d) a Secondary Distribution of Securities made by a Financial Instruments Business Operator, etc. (limited to an operator that qualifies as an Underwriter that concludes a contract prescribed in Article 2, paragraph (6), item (iii) of the Act) which acquired share option certificates based on a contract prescribed in that item or which acquired securities by exercising share options under the share option certificates, in relation to the share option certificates or securities.

(Matters to Be Publicized in Daily Newspapers in Relation to Public Offering of Investment Equity Subscription Rights Certificates for Which Preparation of Prospectus May Be Omitted)

Article 14-2 The matters specified by Cabinet Office Order, referred to in Article 13, paragraph (1), item (ii) of the Act as applied mutatis mutandis pursuant to Article 27 of the Act, are the following matters:

- (i) the date of notification under the respective main clauses of Article 4, paragraph (1), (2) or (3) of the Act in relation to the Investment Equity Subscription Rights Certificates;
- (ii) the characters, marks, other codes, or a combination thereof, which are used to identify on the Internet the portion of the electronic data processing system for disclosure prescribed in Article 27-30-2 of the Act which was used for the electronic disclosure procedures prescribed in Article 27-30-2 of the Act (including the cases where the procedure was implemented by submission of a magnetic disk (including media which are capable of making accurate records of certain information by a method similar thereto) pursuant to the provisions of Article 27-30-4 of the Act) in relation to the notification prescribed in the preceding item which is made available for public inspection for the matters identical with the matters recorded in the file by the electronic disclosure procedures, and which allows the recipient of information to inspect the content of the information by entering the characters, marks, codes, or combinations thereof into the computer used by the recipient; and
- (iii) the Issuer's contact information for receiving inquiries relating to the issuance of the Investment Equity Subscription Rights Certificates.

(Contents of Prospectus to Be Delivered Pertaining to Securities Requiring Notification)

Article 15 The matters specified by Cabinet Office Order, referred to in Article 13, paragraph (2), item (i), (a), 1. of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), are the matters specified in the following items according to the category of Regulated Securities set forth in the respective items; provided, however, that the matters which are not made available for public inspection pursuant to the provisions of Article 25, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter) are excluded:

- (i) Domestic Investment Trust Beneficiary Certificates: the matters to be included using Form 25;
- (ii) Foreign Investment Trust Beneficiary Certificates: the matters to be included using Form 25-2;

- (iii) Domestic Investment Securities: the following matters:
 - (a) the matters set forth in Part I and Part II of Form 4-3;
 - (b) the matters set forth in Part I through Part IV of Form 4-3-2; and
 - (c) the matters set forth in Part I through Part III of Form 4-3-3;
- (iv) Foreign Investment Securities: the following matters:
 - (a) the matters set forth in Part I and Part II of Form 4-4;
 - (b) the matters set forth in Part I through Part IV of Form 4-4-2;
 - (c) the matters set forth in Part I through Part IV of Form 5; and
 - (d) the matters included in the Foreign Company Statement and Supplementary Documents thereto, which are equivalent to the matters specified in (a);
- (v) Domestic Asset Backed Securities: the matters set forth in Part I through Part III of Form 5-2;
- (vi) Foreign Asset Backed Securities: the following matters:
 - (a) the matters set forth in Part I through Part III of Form 5-3; and
 - (b) the matters included in the Foreign Company Statement and Supplementary Documents thereto, which are equivalent to the matters specified in (a);
- (vii) Domestic Beneficiary Certificates Backed by Assets in Trust: the matters set forth in Part I through Part III of Form 5-4;
- (viii) Foreign Beneficiary Certificates Backed by Assets in Trust: the following matters:
 - (a) the matters set forth in Part I through Part III of Form 5-5; and
 - (b) the matters included in the Foreign Company Statement and Supplementary Documents thereto, which are equivalent to the matters specified in (a);
- (ix) Domestic Trust Beneficiary Certificates, Domestic Trust Corporate Bond Certificates, and Domestic Trust Beneficial Interests: the matters set forth in Part I through Part III of Form 6;
- (x) Foreign Trust Beneficiary Certificates, Foreign Trust Corporate Bond Certificates, Foreign Trust Beneficial Interests, and Foreign Loan Trust Beneficiary Certificates: the following matters:
 - (a) the matters set forth in Part I through Part III of Form 6-2; and
 - (b) the matters included in the Foreign Company Statement and Supplementary Documents thereto, which are equivalent to the matters specified in (a);
- (xi) Domestic Mortgage Securities: the matters set forth in Part I through Part II of Form 6-3;
- (xii) Foreign Mortgage Securities: the following matters:
 - (a) the matters set forth in Part I through Part II of Form 6-4; and
 - (b) the matters included in the Foreign Company Statement and

- Supplementary Documents thereto, which are equivalent to the matters specified in (a);
- (xiii) Domestic Rights in Securities Investment Business, etc.: the matters set forth in Part I and Part II of Form 6-5;
- (xiv) Foreign Rights in Securities Investment Business, etc.: the following matters:
 - (a) the matters set forth in Part I through Part III of Form 6-6; and
 - (b) the matters included in the Foreign Company Statement and Supplementary Documents thereto, which are equivalent to the matters specified in (a);
- (xv) Beneficiary Certificates of Regulated Securities in Trust: the matters specified in item (i) through item (xii) according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the relevant Beneficiary Certificates of Regulated Securities in Trust; and
- (xvi) Specified Depository Receipts: the matters specified in item (i) through item (xii) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the relevant Specified Depository Receipts.

(Notable Matters to Be Included in Prospectus to Be Delivered Pertaining to Securities Requiring Notification)

Article 15-2 (1) The matters specified by Cabinet Office Order, referred to in Article 13, paragraph (2), item (i), (a), 2. of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), are the matters specified in the following items according to the category of Prospectus set forth in the respective items:

- (i) a Notifiable Prospectus: the following matters:
 - (a) with regard to the Public Offering or Secondary Distribution of Securities (limited to Domestic Investment Trust Beneficiary Certificates and Foreign Investment Trust Beneficiary Certificates (hereinafter referred to as "Investment Trust Beneficiary Certificates" in (a) of the following item and Article 16-2, paragraph (1))) pertaining to the Notifiable Prospectus, if the notification under Article 4, paragraph (1) or (2) of the Act has been made, the day on which the notification was made and the method of inspecting whether or not the notification has come into effect;
 - (b) with regard to the Public Offering or Secondary Distribution of Securities pertaining to the Notifiable Prospectus, if the notification under Article 4, paragraphs (1) through (3) of the Act has been made (excluding cases where the matters set forth in (a) are included), a statement to the effect that the notification is in effect;

- (c) a statement to the effect that a Prospectus including the contents concerning the matters specified in Article 13, paragraph (2), item (ii) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act) (the Prospectus is referred to as a "Prospectus Including Detailed Information" in paragraph (1), item (i), (b) of the following Article) is delivered at the request of investors, and that in cases where an investor has made a request, the request is recorded;
- (d) if the relevant Regulated Securities are indicated in foreign currency, a statement to the effect that these may be affected by changes in the foreign exchange rates;
- (e) if the relevant Regulated Securities are Foreign Loan Trust Beneficiary Certificates or Domestic Trust Beneficiary Certificates that are of a nature similar to Foreign Loan Trust Beneficiary Certificates, and the principal thereof is not guaranteed, a statement to that effect; and
- (f) if Article 13, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act) applies to the Prospectus, the matters included in the documents set forth in Article 12, paragraph (1), item (iii), (c) through (e) in cases of Domestic Investment Securities, and the matters included in the documents set forth in item (vii), (c) and (d) of that paragraph in cases of Foreign Investment Securities; and
- (ii) a Temporary Notifiable Prospectus: the following matters:
 - (a) with regard to the Public Offering or Secondary Distribution of Securities (limited to Investment Trust Beneficiary Certificates) pertaining to the Temporary Notifiable Prospectus, if the notification under Article 4, paragraph (1) or (2) of the Act has been made, the day on which the notification was made and the method of inspecting whether or not the notification has come into effect (if it has yet to come into effect, including the fact that the contents included in the Temporary Notifiable Prospectus may be amended);
 - (b) with regard to the Public Offering or Secondary Distribution of Securities pertaining to the Temporary Notifiable Prospectus, if the notification under Article 4, paragraphs (1) through (3) of the Act has been made (excluding cases where the matters set forth in (a) are included), the day on which the notification was made and the fact that the notification has yet to come into effect;
 - (c) with regard to the content included in the relevant Temporary Notifiable Prospectus, a statement to the effect that amendments may be made; and
 - (d) the matters set forth in (c) through (f) of the preceding item.
- (2) The matters set forth in item (i), (f) of the preceding paragraph (including the matters set forth in item (ii) of that paragraph which are included in the Temporary Notifiable Prospectus) must be stated following the reference

information in the Notifiable Prospectus or Temporary Notifiable Prospectus, and other matters must be indicated on the front page or in some other conspicuous place in the Notifiable Prospectus or Temporary Notifiable Prospectus.

(Notable Matters to Be Included in Prospectus to Be Delivered Pertaining to Securities for Which Disclosure Has Already Been Made)

Article 15-3 (1) The matters specified by Cabinet Office Order, referred to in Article 13, paragraph (2), item (i), (b), 2. of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), are the matters specified in the following items according to the category of Prospectus set forth in the respective items:

(i) a Notifiable Prospectus: the following matters:

- (a) in cases of a Prospectus pertaining to a Secondary Distribution of Securities, a statement to the effect that the notification under Article 4, paragraphs (1) through (3) of the Act has not been made;
- (b) a statement to the effect that a Prospectus Stating Detailed Information is delivered at the request of investors, and that in cases where an investor has made a request, the request is recorded;
- (c) if the relevant Regulated Securities are indicated in foreign currency, a statement to the effect that these may be affected by changes in the foreign exchange rates;
- (d) if the relevant Regulated Securities are Foreign Loan Trust Beneficiary Certificates or Domestic Trust Beneficiary Certificates that are of a nature similar to Foreign Loan Trust Beneficiary Certificates, and the principal thereof is not guaranteed, a statement to that effect; and
- (e) the matters set forth in paragraph (1), item (i), (f) of the preceding Article; and

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

- (a) in cases of a Prospectus pertaining to a Secondary Distribution of Securities, a statement to the effect that the notification under Article 4, paragraphs (1) through (3) of the Act has not been made;
- (b) with regard to the content included in the relevant Temporary Notifiable Prospectus, a statement to the effect that amendments may be made; and
- (c) the matters set forth in (b) through (e) of the preceding item.

(2) The matters set forth in item (i), (e) of the preceding paragraph (including the matters set forth in item (ii) of that paragraph which are included in the Temporary Notifiable Prospectus) must be stated following the reference information in the Notifiable Prospectus or Temporary Notifiable Prospectus and other matters must be indicated on the front page or in some other conspicuous place in the Notifiable Prospectus or Temporary Notifiable

Prospectus.

(Contents of Prospectus to Be Delivered When Request Related to Securities Requiring Notification Has Been Made)

Article 16 The matters specified by Cabinet Office Order, referred to in Article 13, paragraph (2), item (ii), (a), 1. of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), are the matters specified in the following items according to the category of Regulated Securities set forth in the respective items; provided, however, that the matters which are not made available for public inspection pursuant to the provisions of Article 25, paragraph (4) of the Act are excluded:

- (i) Domestic Investment Trust Beneficiary Certificates: the matters set forth in Form 4 (excluding the matters set forth in Section 2 and Section 3 of Part III of that Form);
- (ii) Foreign Investment Trust Beneficiary Certificates: the following matters:
 - (a) the matters set forth in Form 4-2 (excluding the matters set forth in Section 2 through Section 4 of Part III of that Form); and
 - (b) the matters included in the Foreign Company Statement and Supplementary Documents thereto, which are equivalent to the matters specified in (a);
- (iii) Domestic Investment Securities: the matters set forth in Part III of Form 4-3; and
- (iv) Foreign Investment Securities: the following matters:
 - (a) the matters set forth in Part III of Form 4-4; and
 - (b) the matters included in the Foreign Company Statement and Supplementary Documents thereto, which are equivalent to the matters specified in (a).

(Notable Matters to Be Included in Prospectus to Be Delivered When Request Related to Securities Requiring Notification Has Been Made)

Article 16-2 (1) The matters specified by Cabinet Office Order, referred to in Article 13, paragraph (2), item (ii), (a), 2. of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), are the matters specified in the following items according to the category of Prospectus set forth in the respective items:

- (i) a Notifiable Prospectus: the following matters:
 - (a) with regard to the Public Offering or Secondary Distribution of Securities (limited to Investment Trust Beneficiary Certificates) pertaining to the Notifiable Prospectus, if the notification under Article 4, paragraph (1) or (2) of the Act has been made, the day on which the notification was made and the method of inspecting whether or not the notification has come into

- effect;
- (b) with regard to the Public Offering or Secondary Distribution of Securities pertaining to the Notifiable Prospectus, if the notification under Article 4, paragraphs (1) through (3) of the Act has been made (excluding cases where the matters set forth in (a) are included), a statement to the effect that the notification is in effect;
 - (c) if the relevant Regulated Securities are indicated in foreign currency, a statement to the effect that these may be affected by changes in the foreign exchange rates; and
 - (d) if the Regulated Securities are Foreign Loan Trust Beneficiary Certificates or Domestic Trust Beneficiary Certificates that are of a nature similar to Foreign Loan Trust Beneficiary Certificates, and the principal thereof is not guaranteed, a statement to that effect; and
- (ii) a Temporary Notifiable Prospectus: the following matters:
- (a) with regard to the Public Offering or Secondary Distribution of Securities (limited to Investment Trust Beneficiary Certificates) pertaining to the Temporary Notifiable Prospectus, if the notification under Article 4, paragraph (1) or (2) of the Act has been made, the day on which the notification was made and the method of inspecting whether or not the notification has come into effect (if it has yet to come into effect, including the fact that the contents included in the Temporary Notifiable Prospectus may be amended);
 - (b) with regard to the Public Offering or Secondary Distribution of Securities pertaining to the Temporary Notifiable Prospectus, if the notification under Article 4, paragraphs (1) through (3) of the Act has been made (excluding cases where the matters set forth in (a) are included), the day on which the notification was made and the fact that the notification has yet to come into effect;
 - (c) with regard to the contents included in the relevant Temporary Notifiable Prospectus, a statement to the effect that amendments may be made; and
 - (d) the matters set forth in (c) and (d) of the preceding item.
- (2) The matters set forth in the items of the preceding paragraph must be indicated on the front page or in some other conspicuous place in the Notifiable Prospectus or Temporary Notifiable Prospectus.

(Notable Matters to Be Included in Prospectus That Must Be Delivered When Request Related to Securities for Which Disclosure Has Already Been Made)

Article 16-3 (1) The matters specified by Cabinet Office Order, referred to in Article 13, paragraph (2), item (ii), (b), 2. of the Act (including cases where it is applied mutatis mutandis pursuant to Article 27 of the Act), are the matters specified in the following items according to the category of Prospectus set

forth in the respective items:

- (i) Notifiable Prospectus: the following matters:
 - (a) in cases of a Prospectus pertaining to a Secondary Distribution of Securities, a statement to the effect that the notification under Article 4, paragraphs (1) through (3) of the Act has not been made;
 - (b) if the relevant Regulated Securities are indicated in foreign currency, a statement to the effect that these may be affected by changes in the foreign exchange rate; and
 - (c) if the relevant Regulated Securities are Foreign Loan Trust Beneficiary Certificates or Domestic Trust Beneficiary Certificates that are of a nature similar to Foreign Loan Trust Beneficiary Certificates, and the principal thereof is not guaranteed, a statement to that effect; and
- (ii) Temporary Notifiable Prospectus: the following matters:
 - (a) in cases of a Prospectus pertaining to a Secondary Distribution of Securities, a statement to the effect that the notification under Article 4, paragraphs (1) through (3) of the Act has not been made;
 - (b) with regard to the contents included in the relevant Temporary Notifiable Prospectus, a statement to the effect that amendments may be made; and
 - (c) the matters set forth in (b) and (c) of the preceding item.
- (2) The matters set forth in the items of the preceding paragraph must be indicated on the front page or in some other conspicuous place in the relevant Notifiable Prospectus or Temporary Notifiable Prospectus.

(Method of Publication of Issue Price)

Article 17 (1) The methods specified by Cabinet Office Order, referred to in Article 15, paragraph (5) and Article 23-12, paragraph (7) of the Act (including the cases where these provisions are applied *mutatis mutandis* pursuant to Article 27 of the Act), which pertain to Regulated Securities, are as follows:

- (i) publication in two or more of the daily newspapers that collectively report on matters of current affairs in Japan and daily newspapers that report on general industrial and economic matters in Japan (referred to as "Daily Newspapers" in the following item);
- (ii) publication in one or more Daily Newspapers, and by making the matters that are recorded in a file stored on the computer used by an Issuer or by a person who intends to have the Regulated Securities acquired or to sell the Regulated Securities through a Public Offering or Secondary Distribution available for inspection via a telecommunications line; or
- (iii) the method of publication by making the matters which are recorded in a file stored on the computer used by an Issuer (if the Issuer is an Issuer of Foreign Regulated Securities, the Issuer or the person who has the authority to represent the Issuer pursuant to the provisions of Article 9) and a person

who intends to have the Regulated Securities acquired or to sell the Regulated Securities through a Public Offering or Secondary Distribution available for inspection via a telecommunications line (limited to cases where the person directly notifies, by telephone or by any other means, the counterparty by whom the person intends to have the Regulated Securities acquired or to whom the person intends to sell the Regulated Securities through a Public Offering or Secondary Distribution, of the issue price, the interest rate, and the amount to be paid in).

- (2) With regard to the methods of publication by making the matters available for inspection via a telecommunications line as set forth in item (ii) and item (iii) of the preceding paragraph, the condition in which the matters are available for inspection must be maintained until the period wherein the person intends to have the Regulated Securities acquired or to sell the Regulated Securities through a Public Offering or Secondary Distribution ends.

(Securities Equivalent to Share Option Certificates)

Article 17-2 (1) The securities specified by Cabinet Office Order, referred to in Article 21, paragraph (4), item (iii) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in the following paragraph), are the following Regulated Securities:

- (i) corporate bond certificates with share options;
- (ii) securities or certificates issued by a foreign person that have the nature of share option certificates or corporate bond certificates with share options;
- (iii) Investment Equity Subscription Rights Certificates; and
- (iv) Foreign Investment Securities that are similar to Investment Equity Subscription Rights Certificates.

- (2) The rights specified by Cabinet Office Order, referred to in Article 21, paragraph (4), item (iii) of the Act, are the following rights:

- (i) rights claimable against a foreign person that have the nature of share options;
- (ii) investment equity subscription rights; and
- (iii) rights claimable against a foreign investment corporation that have the nature of investment equity subscription rights.

(Contents of Shelf Registration Statement)

Article 18 (1) A person who intends to register a Public Offering or Secondary Distribution of Regulated Securities pursuant to the provisions of Article 23-3, paragraph (1) of the Act must prepare three copies of a Shelf Registration Statement for each Public Offering or Secondary Distribution, using the form specified in the following items according to the category of Regulated Securities set forth in the respective items, and must submit them to the

Director-General of the Kanto Local Finance Bureau:

- (i) Domestic Investment Securities: Form 15;
 - (ii) Foreign Investment Securities: Form 16;
 - (iii) Regulated Domestic Asset Backed Securities: Form 15-2;
 - (iv) Regulated Foreign Asset Backed Securities: Form 16-2;
 - (v) Beneficiary Certificates of Regulated Securities in Trust (limited to those for which the Entrusted Securities are Regulated Securities set forth in the preceding items): the forms specified in the preceding items according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
 - (vi) Specified Depository Receipts (limited to those indicating the rights pertaining to Regulated Securities set forth in items (i) through (iv)): the forms specified in items (i) through (iv) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.
- (2) A person who intends to register a Public Offering or Secondary Distribution of Regulated Securities to which the provisions of Article 23-8, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act) apply must prepare three copies of a Shelf Registration Statement for each Public Offering or Secondary Distribution, using the form specified in the following items according to the category of Regulated Securities set forth in the respective items, and must submit them to the Director-General of the Kanto Local Finance Bureau:
- (i) Investment Corporation Bond Certificates which indicate Short-Term Investment Corporation Bonds as prescribed in Article 139-12, paragraph (1) of the Act on Investment Trusts and Investment Corporations (hereinafter referred to as "Short-Term Investment Corporation Bond Certificates"): Form 15-3; and
 - (ii) Foreign Investment Corporation Bond Certificates which pertain to Short-Term Foreign Bonds prescribed in Article 18-7-2 (limited to rights to be indicated on Foreign Investment Securities that are similar to book-entry transfer investment corporate bonds prescribed in Article 116 of the Act on Book-Entry Transfer of Corporate Bonds and Shares): Form 16-3.

(Documents Attached to Shelf Registration Statement)

Article 18-2 (1) The documents specified by Cabinet Office Order, referred to in Article 23-3, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), are the documents specified in the following items according to the category of Shelf Registration Statement set forth in the

respective items:

- (i) a Shelf Registration Statement prepared using Form 15 and Form 15-3: the following documents:
 - (a) the bylaws (limited to cases where they are not included in the reference documents of the Shelf Registration Statement pursuant to the proviso to Article 27, paragraph (1) of the Act);
 - (b) a document indicating that the person who submits the relevant Shelf Registration Statement satisfies the requirements set forth in the items of Article 5, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 5, paragraph (5) of the Act;
 - (c) if the circumstances set forth in 1. or 2. below occur on or after the submission of the Annual Securities Report for which a statement to the effect that reference thereto should be made has been made in the relevant Shelf Registration Statement (excluding cases where a Semiannual Securities Report, Extraordinary Report, or amendment report containing the details of the material facts set forth in 1. or 2. below is included in the reference documents of the Shelf Registration Statement), a document containing the details of the material fact:
 - 1. that with regard to a material fact to be contained in the relevant Annual Securities Report which occurred before the submission date thereof, the details of which could not be included when submitting the relevant documents, it has become possible for the material fact to be included; and
 - 2. that a material fact concerning the matters to be included in the relevant Annual Securities Report has occurred; and
 - (d) a document explaining accurately and concisely the purpose and basic nature of the investment corporation and the transition of the major management indicators, etc.;
- (ii) a Shelf Registration Statement prepared using Form 16 and Form 16-3: the following documents:
 - (a) the documents set forth in (a) through (c) of the preceding item;
 - (b) a document explaining accurately and concisely the purpose and basic nature of the foreign investment corporation and the transition of the major management indicators, etc.;
 - (c) a document demonstrating that the representative person of the Issuer included in the Shelf Registration Statement (meaning the Issuer of Foreign Investment Securities that submits the Shelf Registration Statement; hereinafter the same applies in (d) and item (ii), (b) of the following paragraph) is a person who has legitimate authority concerning the shelf registration;
 - (d) a document demonstrating that the Issuer has granted a person who has

- an address in Japan the authority to represent the Issuer for any acts concerning the shelf registration; and
 - (e) a legal opinion letter by legal experts stating that the shelf registration is lawful;
- (iii) a Shelf Registration Statement prepared using Form 15-2: the following documents:
 - (a) the articles of incorporation (limited to cases where they are not included in the reference documents of the relevant Shelf Registration Statement pursuant to the provisions of the proviso to Article 27, paragraph (1)); and
 - (b) the documents set forth in items (i), (b) and (c); and
- (iv) a Shelf Registration Statement prepared using Form 16-2: the following documents:
 - (a) the documents set forth in (a) and (b) of the preceding item;
 - (b) the documents set forth in item (ii), (b) and (e);
 - (c) a document demonstrating that the representative person of the Issuer included in the Shelf Registration Statement (meaning the Issuer of Regulated Foreign Investment Securities that submits the Shelf Registration Statement; the same applies in (d) and item (iv), (b) of the following paragraph) is a person who has legitimate authority concerning the shelf registration; and
 - (d) a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer for any acts concerning the shelf registration.
- (2) Documents specified in the following items according to the category of Shelf Registration Statement set forth in the respective items may be attached to the Shelf Registration Statement (including Amended Shelf Registration Statements; the same applies in Article 18-8, paragraph (2) and Article 18-9, paragraph (1)):
 - (i) a Shelf Registration Statement prepared using Form 15 and Form 15-3: if a resolution at a board of officers' meeting or a resolution at an investors' meeting was adopted for the issuance of the Regulated Securities pertaining to the Shelf Registration Statement, a copy of the minutes of the board of officers' meeting or a copy of the minutes of the investors' meeting;
 - (ii) a Shelf Registration Statement prepared using Form 16 and Form 16-3: the following documents:
 - (a) the documents set forth in the preceding item;
 - (b) a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer for any acts concerning the submission of Shelf Registration Supplements pertaining to the Shelf Registration Statement; and
 - (c) a legal opinion letter by legal experts stating that the Public Offering or

Secondary Distribution of the Regulated Securities pertaining to the Shelf Registration Statement is lawful;

- (iii) a Shelf Registration Statement prepared using Form 15-2: if a resolution at a general meeting of members was adopted for the issuance of the relevant Regulated Securities, a copy of the minutes of the general meeting of members or a document capable of sufficiently informing one that the consent of a majority of those directors was given; and
- (iv) a Shelf Registration Statement prepared using Form 16-2: the following documents:
 - (a) the documents specified in the preceding item;
 - (b) a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer for any acts concerning the submission of Shelf Registration Supplements pertaining to the Shelf Registration Statement; and
 - (c) the documents set forth in item (ii), (c).
- (3) When the documents specified in paragraphs (1), items (ii) and (iv) and items (ii) and (iv) of the preceding paragraph have not been written in Japanese, Japanese translations thereof must be attached; provided, however, that in cases where the Issuer that has submitted a Foreign Company Report prescribed in Article 11-2, paragraph (2), item (ii)-2 submits a Shelf Registration Statement prepared using Form 16 and Form 16-3, and where the Issuer that has submitted a Foreign Company Report prescribed in item (v) of that paragraph submits a Shelf Registration Statement prepared using Form 16-2, and if the documents specified in paragraph (1), items (ii) and (iv) and in items (ii) and (iv) of the preceding paragraph have not been written in Japanese or English, Japanese or English translations thereof must be attached.

(Grounds for Submission of Amended Shelf Registration Statement)

Article 18-3 (1) The circumstances specified by Cabinet Office Order, referred to in Article 23-4 of the Act, are the following circumstances:

- (i) that an unissued portion of the planned amount of issue entered in the documents is no longer likely to be issued within the planned issue period;
 - (ii) that any circumstances under which the entered maximum amount of outstanding balance must be reduced has arisen;
 - (iii) that there were changes in the major Financial Instruments Business Operators who plan to conduct the underwriting listed in the documents; and
 - (iv) that the scheduled date for the shelf registration to come into effect listed in the document has been changed.
- (2) A Shelf Registration Holder (meaning a Shelf Registration Holder as prescribed in Article 23-4 of the Act; the same applies hereinafter) who intends

to submit an Amended Shelf Registration Statement pursuant to the provisions of that Article must prepare three copies of the Amended Shelf Registration Statement using the form specified in the following items according to the category of Regulated Securities set forth in the respective items and must submit them to the Director-General of the Kanto Local Finance Bureau:

- (i) Domestic Investment Securities: Form 17;
 - (ii) Foreign Investment Securities: Form 18;
 - (iii) Regulated Domestic Asset Backed Securities: Form 17-2;
 - (iv) Regulated Foreign Asset Backed Securities: Form 18-2;
 - (v) Beneficiary Certificates of Regulated Securities in Trust (limited to those for which the Entrusted Securities are Regulated Securities set forth in the preceding items): the forms specified in the preceding items according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
 - (vi) Specified Depository Receipts (limited to those indicating the rights pertaining to Regulated Securities set forth in items (i) through (iv)): the forms specified in items (i) through (iv) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.
- (3) The matters specified by Cabinet Office Order, referred to in Article 23-4 of the Act, which pertain to Regulated Securities, are the matters set forth in the following items:
- (i) an increase in the planned amount of issue or the maximum amount of outstanding balance;
 - (ii) changes to the planned issue period; and
 - (iii) changes in the Classes of Securities.

(Planned Issue Period Pertaining to Shelf Registration)

Article 18-4 The period specified by Cabinet Office Order, referred to in Article 23-6, paragraph (1) of the Act (including as applied *mutatis mutandis* pursuant to Article 27 of the Act), which pertains to Regulated Securities, is one year or two years depending on the choice of the person who intends to make the shelf registration.

(Contents of Written Withdrawal of Shelf Registration)

Article 18-5 A Shelf Registration Holder who intends to withdraw a shelf registration of Regulated Securities pursuant to the provisions of Article 23-7, paragraph (1) of the Act (including as applied *mutatis mutandis* pursuant to Article 27 of the Act) must prepare a written withdrawal of Shelf Registration

using the form specified in the following items according to the category of Regulated Securities set forth in the respective items and must submit this written withdrawal to the Director-General of the Kanto Local Finance Bureau:

- (i) Domestic Investment Securities: Form 19;
- (ii) Foreign Investment Securities: Form 20;
- (iii) Regulated Domestic Asset Backed Securities: Form 19-2;
- (iv) Regulated Foreign Asset Backed Securities: Form 20-2;
- (v) Beneficiary Certificates of Regulated Securities in Trust (limited to those for which the Entrusted Securities are Regulated Securities set forth in the preceding items): the forms specified in the preceding items according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
- (vi) Specified Depository Receipts (limited to those indicating the rights pertaining to Regulated Securities set forth in items (i) through (iv)): the forms specified in items (i) through (iv) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.

(Contents of Shelf Registration Supplements)

Article 18-6 A Shelf Registration Holder who intends to have the Regulated Securities that are registered pursuant to the provisions of Article 23-8, paragraph (1) of the Act acquired or who intends to sell the Regulated Securities must prepare three copies of the Shelf Registration Supplement for each Public Offering or Secondary Distribution of the Regulated Securities using the form specified in the following items according to the category of Regulated Securities set forth in the respective items and must submit them to the Director-General of the Kanto Local Finance Bureau:

- (i) Domestic Investment Securities: Form 21;
- (ii) Foreign Investment Securities: Form 22;
- (iii) Regulated Domestic Asset Backed Securities: Form 21-2; and
- (iv) Regulated Foreign Asset Backed Securities: Form 22-2.

(Public Offering or Secondary Distribution for Which Submission of Shelf Registration Supplements May Be Omitted)

Article 18-7 The matters specified by Cabinet Office Order, referred to in the proviso to Article 23-8, paragraph (1) of the Act (including cases where it is applied mutatis mutandis pursuant to Article 27 of the Act), which pertain to Regulated Securities, are Public Offerings or Secondary Distributions of

Regulated Securities other than those set forth in the items of Article 2.

(Securities for Which Submission of Shelf Registration Supplements May Be Omitted)

Article 18-7-2 The matters specified by Cabinet Office Order, referred to in Article 3-2-2, item (iv) of the Order, which pertain to Regulated Securities, are book-entry transfer foreign-issued bonds (meaning book-entry transfer corporate bonds prescribed in that Article, book-entry transfer corporate bonds prescribed in Article 66 (excluding item (i), (a) through (d) of that Article) of the Act on Book-Entry Transfer of Corporate Bonds and Shares as applied mutatis mutandis pursuant to Article 117 of the Act on Book-Entry Transfer of Corporate Bonds and Shares, book-entry transfer foreign-issued bonds as prescribed in Article 66 (excluding item (i)) of the Act on Book-Entry Transfer of Corporate Bonds and Shares as applied mutatis mutandis pursuant to Article 127 of the Act on Book-Entry Transfer of Corporate Bonds and Shares (limited to those that have the nature of the book-entry transfer specified corporate bonds as prescribed in Article 66 of the Act on Book-Entry Transfer of Corporate Bonds and Shares (excluding item (i), (a) through (d) of that Article) as applied mutatis mutandis pursuant to Article 118 of the Act on Book-Entry Transfer of Corporate Bonds and Shares or the book-entry transfer investment corporate bonds as prescribed in Article 116 of the Act on Book-Entry Transfer of Corporate Bonds, Shares, etc.); hereinafter the same applies in this Article) that satisfy all of the following requirements (hereinafter referred to as "Short-Term Foreign Bonds"):

- (i) that the bond is issued in Japanese yen;
- (ii) that the amount of each book-entry transfer foreign-issued bonds is not less than 100 million yen;
- (iii) that the principal is redeemed by a fixed due date that comes within less than one year from the day of payment of the total value of the book-entry transfer foreign-issued bonds, and is not redeemed in installment payments; and
- (iv) that the due date for the payment of interest is the same date as the due date for the redemption of the principal set forth in the preceding item.

(Contents of Written Notice of Shelf Registration)

Article 18-8 (1) The Written Notice of Shelf Registration to be submitted by an Issuer of Regulated Securities pursuant to the provisions of Article 4, paragraph (6) of the Act as applied mutatis mutandis pursuant to Article 23-8, paragraph (4) of the Act must be prepared using the form specified in the following items according to the category of Regulated Securities set forth in the respective items and must be submitted to the Director-General of the

Kanto Local Finance Bureau:

- (i) Domestic Investment Securities: Form 23;
 - (ii) Foreign Investment Securities: Form 24;
 - (iii) Regulated Domestic Asset Backed Securities: Form 23-2;
 - (iv) Regulated Foreign Asset Backed Securities: Form 24-2;
 - (v) Beneficiary Certificates of Regulated Securities in Trust (limited to those for which the Entrusted Securities are Regulated Securities set forth in the preceding items; the same applies in item (v) of the following paragraph): the forms specified in the preceding items according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
 - (vi) Specified Depository Receipts (limited to those indicating the rights pertaining to Regulated Securities set forth in items (i) through (iv); the same applies in item (vi) of the following paragraph): the forms specified in items (i) through (iv) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.
- (2) The documents specified in the following items according to the category of the Issuer of Regulated Securities set forth in the respective items (excluding documents whose contents are the same as those stated in the documents attached to the Shelf Registration Statement pursuant to Article 18-2, paragraph (1) or (2)) must be attached to the Written Notice of Shelf Registration:
- (i) an Issuer of Domestic Investment Securities: the following documents:
 - (a) if a resolution at a board of officers' meeting or a resolution at an investors' meeting has been adopted for the issuance of the Regulated Securities, a copy of the minutes of the board of officers' meeting or a copy of the minutes of the investors' meeting; and
 - (b) if a Prospectus is used in the Public Offering or Secondary Distribution of the relevant Regulated Securities, the Prospectus;
 - (ii) an Issuer of Foreign Investment Securities: the following documents:
 - (a) the documents set forth in (a) and (b) of the preceding item;
 - (b) a legal opinion letter by legal experts stating that the Public Offering or Secondary Distribution of the relevant Regulated Securities is lawful; and
 - (c) if the permission under Article 21, paragraph (1) or (2) of the Foreign Exchange and Foreign Trade Act is required, a document demonstrating that the permission has been obtained;
 - (iii) an Issuer of Regulated Domestic Asset Backed Securities: the following documents:
 - (a) if a resolution at a general meeting of members was adopted for the

- issuance of the relevant Regulated Securities, a copy of the minutes of the general meeting of members or a document capable of sufficiently informing one that the consent of a majority of those directors was given; and
- (b) the documents set forth in item (i), (b);
 - (iv) an Issuer of Regulated Foreign Asset Backed Securities: the following documents:
 - (a) the documents set forth in (a) and (b) of the preceding item; and
 - (b) the documents set forth in items (ii), (b) and (c);
 - (v) an Issuer of Beneficiary Certificates of Regulated Securities in Trust: the documents specified in the preceding items according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the Beneficiary Certificates of Regulated Securities in Trust; and
 - (vi) an Issuer of Specified Depository Receipts: the documents specified in items (i) through (iv) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the Specified Depository Receipts.
- (3) When the documents set forth in item (ii), (a) and (b) of the preceding paragraph and the documents specified in items (iv) through (vi) of the preceding paragraph have not been written in Japanese, Japanese translations thereof must be attached.
- (4) The provisions of Article 6 apply *mutatis mutandis* to cases where there are any changes in the content included in a Written Notice of Shelf Registration.
- (5) The amount specified by Cabinet Office Order, referred to in the proviso to Article 4, paragraph (6) of the Act as applied *mutatis mutandis* pursuant to Article 23-8, paragraph (4) of the Act, which pertains to Regulated Securities, is ten million yen.

(Documents Attached to Shelf Registration Supplements)

- Article 18-9 (1) The documents specified by Cabinet Office Order, referred to in Article 23-8, paragraph (5) of the Act (including as applied *mutatis mutandis* pursuant to Article 27 of the Act), which pertain to Regulated Securities, are the documents specified in the following items according to the category of Shelf Registration Supplements set forth in the respective items (excluding documents whose contents are the same as those stated on the documents attached to a Shelf Registration Statement pursuant to the provisions of Article 18-2, paragraph (1) or (2)):
- (i) Shelf Registration Supplements prepared using Form 21: the following documents:
 - (a) if a resolution at a board of officers' meeting or a resolution at an

- investors' meeting has been adopted for the issuance of the Regulated Securities, a copy of the minutes of the board of officers' meeting or a copy of the minutes of the investors' meeting;
- (b) if the circumstances set forth in 1. or 2. below occur on or after the submission date of the Annual Securities Report for which a statement to the effect that reference thereto should be made has been made in the Shelf Registration Supplements (excluding cases where a Semiannual Securities Report, Extraordinary Report, or amendment report containing the details of the material facts set forth in 1. or 2. below is included in the reference documents of the Shelf Registration Supplements), a document containing the details of the material facts:
1. that with regard to a material fact to be contained in the Annual Securities Report which occurred before the submission date thereof, the details of which could not be included when submitting the relevant documents, it has become possible for the material fact to be included; and
 2. that a material fact concerning the matters to be included in the relevant Annual Securities Report has occurred; and
- (c) a document explaining accurately and concisely the purpose and basic nature of the investment corporation and the transition of the major management indicators, etc.;
- (ii) Shelf Registration Supplements prepared using Form 22: the following documents:
- (a) the documents set forth in (a) and (b) of the preceding item;
 - (b) a document explaining accurately and concisely the purpose and basic nature of the foreign investment corporation and the transition of the major management indicators, etc.;
 - (c) a document demonstrating that the representative person of the Issuer listed in the Shelf Registration Supplements (meaning the Issuer of Foreign Investment Securities that submits the Shelf Registration Supplements; hereinafter the same applies in (d)) is a person who has legitimate authority for the submission of the Shelf Registration Supplements;
 - (d) a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer for any acts concerning the submission of the relevant Shelf Registration Supplements; and
 - (e) a legal opinion letter by legal experts stating that the submission of the relevant Shelf Registration Supplements is lawful;
- (iii) Shelf Registration Supplements prepared using Form 21-2: the following documents:

- (a) if a resolution at a general meeting of members was adopted for the issuance of the relevant Regulated Securities, a copy of the minutes of the general meeting of members or a document capable of sufficiently informing one that the consent of a majority of those directors was given; and
- (b) the document set forth in item (i), (b); and
- (iv) Shelf Registration Supplements prepared using Form 22-2: the following documents:
 - (a) the documents set forth in (a) and (b) of the preceding item;
 - (b) the documents set forth in item (ii), (b) and (e);
 - (c) a document demonstrating that the representative person of the Issuer listed in the Shelf Registration Supplements (meaning the Issuer of Regulated Foreign Asset Backed Securities that submits the Shelf Registration Supplements; hereinafter the same applies in (d)) is a person who has legitimate authority for the submission of the Shelf Registration Supplements; and
 - (d) a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer for any acts concerning the submission of the relevant Shelf Registration Supplements.
- (2) When the documents specified in item (ii) and item (iv) of the preceding paragraph have not been written in Japanese, Japanese translations thereof must be attached; provided, however, that in cases where the Issuer that has submitted a Foreign Company Report prescribed in Article 11-2, paragraph (2), item (ii)-2 submits Shelf Registration Supplements prepared using Form 22, and where the Issuer that has submitted a Foreign Company Report prescribed in item (v) of that paragraph submits Shelf Registration Supplements prepared using Form 22-2, and the documents specified in items (ii) and (iv) of the preceding paragraph have not been written in Japanese or English, Japanese or English translations thereof must be attached.

(Notable Matters to Be Included in Shelf Registration Prospectus)

- Article 18-10 (1) The matters specified by Cabinet Office Order, referred to in the main clause of Article 13, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act) as applied mutatis mutandis pursuant to Article 23-12, paragraph (2) of the Act, which pertain to Regulated Securities, are the matters specified in the following items according to the category of Prospectus set forth in the respective items:
- (i) a Shelf Registration Prospectus: the following matters:
 - (a) with regard to the Public Offering or Secondary Distribution pertaining to the relevant Shelf Registration Prospectus, a statement to the effect that the shelf registration under Article 23-3, paragraph (1) of the Act is in

- effect;
- (b) a statement to the effect that the contents stated in the relevant Shelf Registration Prospectus may be amended and the reference information for which a statement to the effect that it should be referred to has been made may be newly replaced;
 - (c) a statement to the effect that a Shelf Registration Supplementary Prospectus is delivered if having the relevant Regulated Securities acquired or selling the Regulated Securities;
 - (d) if the relevant Regulated Securities are indicated in foreign currency, a statement to the effect that these may be affected by changes in the foreign exchange rates;
 - (e) the matters included in a document indicating that the person who submits the Registration Statement pertaining to the relevant Shelf Registration Prospectus satisfies the requirements set forth in the items of Article 5, paragraph (4) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article;
 - (f) if the circumstances set forth in 1. or 2. below occur on or after the submission date of the latest Annual Securities Report for which a statement to the effect that reference thereto should be made has been made in the relevant Shelf Registration Statement or Amended Shelf Registration Statement (excluding cases where a Semiannual Securities Report, Extraordinary Report, or amendment report containing the details of the material facts set forth in 1. or 2. below is included in the reference documents of the Shelf Registration Statement, or a statement to the effect that reference thereto should be made has been made in the Amended Shelf Registration Statement), the details of the material facts:
 - 1. that with regard to a material fact to be included in the relevant Annual Securities Report which occurred before the submission date thereof, the details of which could not be included when submitting the relevant documents, it has become possible for the material fact to be included; and
 - 2. that a material fact concerning the matters to be included in the relevant Annual Securities Report has occurred; and
 - (g) the matters included in a document explaining accurately and concisely the purpose and basic nature of the investment corporation or foreign investment corporation and the transition of the major management indicators, etc.;
 - (ii) a Temporary Shelf Registration Prospectus: the following matters:
 - (a) with regard to the Public Offering or Secondary Distribution of Securities pertaining to the Temporary Shelf Registration Prospectus, a statement to the effect that the shelf registration under Article 23-3, paragraph (1) of

- the Act has yet to come into effect;
- (b) a statement to the effect that the contents included in the relevant Temporary Shelf Registration Prospectus may be amended and the reference information for which a statement to the effect that it should be referred to has been made may be newly replaced; and
- (c) the matters set forth in (c) through (g) of the preceding item;
- (iii) a Shelf Registration Supplementary Prospectus: the following matters:
 - (a) if the circumstances set forth in 1. or 2. below occur on or after the submission date of the Annual Securities Report for which a statement to the effect that reference thereto should be made has been made in the relevant Shelf Registration Supplements (excluding cases where a Semiannual Securities Report, Extraordinary Report, or amendment report containing the details of the material facts set forth in 1. or 2. below is included in the reference documents of the Shelf Registration Supplements), the details of the material facts:
 - 1. that with regard to a material fact to be included in an Annual Securities Report which occurred before the submission date thereof, the details of which could not be included when submitting the relevant documents, it has become possible for the material fact to be included; and
 - 2. that a material fact concerning the matters to be included in the relevant Annual Securities Report has occurred; and
 - (b) the matters set forth in item (i), (d) through (g).
- (2) Among the matters set forth in the items of the preceding paragraph, the matters concerning item (i), (e) through (g) of that paragraph, item (ii), (c) of that paragraph (limited to the matters set forth in item (i), (e) through (g) of that paragraph), item (iii), (a) of that paragraph and (b) of that item (limited to the matters set forth in item (i), (e) through (g) of that paragraph) must be stated following the reference information in the Prospectuses set forth in the items of that paragraph and other matters must be indicated on the front page or in some other conspicuous place in the Prospectus.

(Content of Notification Pertaining to Exclusive Solicitation of Qualified Institutional Investors)

Article 19 (1) The matters specified by Cabinet Office Order, referred to in Article 23-13, paragraph (1) of the Act relating to Regulated Securities, are the fact that the solicitation with a view to issuing new securities, etc. or solicitation with a view to delivering existing securities, etc. of the Regulated Securities qualifies as Exclusive Solicitation of Qualified Institutional Investors and therefore the notification under Article 4, paragraph (1) of the Act for the solicitation with a view to issuing new securities, etc. or solicitation

with a view to delivering existing securities, etc. has not been made, and the matters specified in the following items according to the category of cases set forth in the respective items:

- (i) if the conditions prescribed in Article 1-4, item (i), (c) of the Order are imposed on the solicitation with a view to issuing new securities, etc. of the Regulated Securities: the details of the conditions imposed on the solicitation with a view to issuing new securities, etc.;
 - (ii) if the conditions prescribed in Article 1-7-4, item (i), (c) of the Order are imposed on the solicitation with a view to delivering existing securities, etc. of the Regulated Securities: the details of the conditions imposed on the solicitation with a view to delivering existing securities, etc.;
 - (iii) if restrictions concerning transfer according to the method specified in Article 11, paragraph (1) or Article 13-4, paragraph (1) of the Order on Definitions are imposed on the Regulated Securities: the details of the restrictions; and
 - (iv) if the Regulated Securities fall under the requirements specified in Article 11, paragraph (2) or Article 13-4, paragraph (2) of the Order on Definitions: the details of the requirements.
- (2) The cases specified by Cabinet Office Order, referred to in Article 23-13, paragraph (1) of the Act, which pertain to Regulated Securities, are the cases where the amount obtained by totaling the total issue value or transfer value of the Regulated Securities relating to the Exclusive Solicitation of Qualified Institutional Investors (if the Regulated Securities are Investment Equity Subscription Rights Certificates, etc., the amount obtained by totaling the total issue value or total transfer value of the Investment Equity Subscription Rights Certificates, etc. and the total amount to be paid in on exercise of the rights indicated on the Investment Equity Subscription Rights Certificates, etc.; hereinafter the same applies in this paragraph and Article 20, paragraph (2)) and the total issue value or transfer value of the same class of securities as the Regulated Securities for which an Exclusive Solicitation of Qualified Institutional Investors (excluding solicitations implemented by another person) was implemented within one month prior to the day on which the Exclusive Solicitation of Qualified Institutional Investors is to be implemented is less than 100 million yen.

(Method of Notification Pertaining to Exclusive Solicitation of Professional Investors)

Article 19-2 (1) A person who performs the acts set forth in the items of Article 23-13, paragraph (3) of the Act (including the cases where these provisions are applied *mutatis mutandis* pursuant to Article 27 of the Act; hereinafter the same applies in this Article) which pertain to Regulated Securities must give

notice of the matters set forth in the items of the following paragraph or the items of paragraph (3) according to the category of cases set forth in the following items, by the methods specified in those respective items:

- (i) if implementing an Offer to Sell, etc. pertaining to the transactions conducted on a Financial Instruments Exchange Market (meaning a Financial Instruments Exchange Market as prescribed in Article 2, paragraph (17) of the Act; hereinafter the same applies in this item) or transactions closely associated thereto: the method of notification through the Financial Instruments Exchange that establishes the Financial Instruments Exchange Market or any other method specified in the rules provided by the Financial Instruments Exchange;
 - (ii) if implementing an Offer to Sell, etc. pertaining to the transactions conducted at an Over-the-Counter Securities Market or transactions closely related thereto: the method of notification through the Authorized Financial Instruments Firm Association that establishes the Over-the-Counter Securities Market or any other methods specified in the rules provided by the Authorized Financial Instruments Firm Association; or
 - (iii) in cases other than those set forth in the preceding two items: by making a notification personally by the person or by entrusting the notification to another person.
- (2) The matters specified by Cabinet Office Order, referred to in Article 23-13, paragraph (3), item (i) of the Act, which pertain to Regulated Securities, are the matters set forth in the following items:
- (i) that with regard to the Exclusive Solicitation of Offers to Acquire Targeting Professionals or the Offer to Sell, etc. to Professional Investors, the notification under Article 4, paragraphs (1) through (3) of the Act has not been made;
 - (ii) that the Regulated Securities relating to the Exclusive Solicitation of Offers to Acquire Targeting Professionals or the Offer to Sell, etc. to Professional Investors falls under or will qualify as Securities for Professional Investors;
 - (iii) if the conditions prescribed in Article 1-5-2, paragraph (2), item (i), (b) or item (ii), (b) of the Order, Article 12, item (i), (b), 1. or 2, of the Order on Definitions, Article 1-8-2, item (i), (b) or item (ii), (b) of the Order, or Article 13-6, item (i), (b) of the Order on Definitions are imposed on the Exclusive Solicitation of Offers to Acquire Targeting Professionals or on the Offer to Sell, etc. to Professional Investors, the details thereof;
 - (iv) that with regard to solicitation with a view to delivering existing securities, etc. for Regulated Securities relating to Exclusive Solicitation of Offers to Acquire Targeting Professionals or the Offer to Sell, etc. to Professional Investors, Article 4, paragraphs (3), (5) and (6) of the Act apply;
 - (v) if Specified Information on Regulated Securities, etc. pertaining to an

- Exclusive Solicitation of Offers to Acquire Targeting Professionals or an Offer to Sell, etc. to Professional Investors, or Specified Information on Regulated Securities, etc. pertaining to an Exclusive Solicitation of Offers to Acquire Targeting Professionals or an Offer to Sell, etc. to Professional Investors that has already been implemented for Regulated Securities relating to the Solicitation for Acquisition Only for Professional Investors or the Offer to Sell, etc. to Professional Investors, has been publicized pursuant to the provisions of Article 27-31, paragraph (2) of the Act, or if the Issuer's Information, etc. has been publicized pursuant to the provisions of Article 27-32, paragraphs (1) through (3) of the Act, a statement to that effect and the method of publication (including the website URL of the publication); and
- (vi) that the Issuer's Information, etc. will be provided or publicized pursuant to the provisions of Article 27-32 of the Act to the holders of the Regulated Securities.
- (3) The matters specified by Cabinet Office Order, referred to in Article 23-13, paragraph (3) item (ii) of the Act as related to Regulated Securities, are the matters set forth in the following items:
- (i) that Regulated Securities relating to the solicitation with a view to delivering existing securities, etc. qualify as Securities for Professional Investors;
 - (ii) that the act does not fall under the cases where disclosure concerning the Securities for Professional Investors has been made;
 - (iii) that if the solicitation with a view to delivering existing securities, etc. is implemented as that which falls under the cases set forth in the items of Article 4-4, to that effect;
 - (iv) that with regard to solicitation with a view to delivering existing securities, etc. for Securities for Professional Investors, Article 4, paragraphs (3), (5), and (6) of the Act apply;
 - (v) if Specified Information on Regulated Securities, etc. pertaining to an Exclusive Solicitation of Offers to Acquire Targeting Professionals or an Offer to Sell, etc. to Professional Investors that has already been implemented for Regulated Securities relating to the solicitation with a view to delivering existing securities, etc. pursuant to the provisions of Article 27-31, paragraph (2) of the Act has been publicized or if the Issuer's Information, etc. has been publicized pursuant to the provisions of Article 27-32, paragraphs (1) through (3) of the Act, a statement to that effect and the method of publication (including the website URL of the publication); and
 - (vi) that the Issuer's Information, etc. is provided or publicized pursuant to the provisions of Article 27-32 of the Act to the holders of the Regulated Securities.

(Content of Notification Pertaining to Solicitation of a Small Number of Investors)

Article 20 (1) The matters specified by Cabinet Office Order, referred to in Article 23-13, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; hereinafter the same applies in this Article) as related to Regulated Securities, are the fact that a solicitation with a view to issuing new securities, etc. or solicitation with a view to delivering existing securities, etc. of the Regulated Securities qualifies as Solicitation of a Small Number of Investors (meaning a Solicitation of a Small Number of Investors as prescribed in Article 23-13, paragraph (4) of the Act) and therefore the notification under Article 4, paragraph (1) of the Act for the solicitation with a view to issuing new securities, etc. or solicitation with a view to delivering existing securities, etc. has not been made, and the matters specified in the following items according to the category of cases set forth in the respective items:

- (i) if restrictions concerning transfer according to the method specified in Article 13, paragraph (1) or Article 13-7, paragraph (1) of the Order on Definitions are imposed on the Regulated Securities: the details of the restrictions;
 - (ii) beyond the case set forth in the preceding item, if the Regulated Securities satisfy the requirements specified in Article 13, paragraph (2) or (3) or Article 13-7, paragraph (2) or (3) of the Order on Definitions: the details of the requirements that restrict the rights of the holders of the Regulated Securities; and
 - (iii) if the relevant Regulated Securities are any of the Regulated Securities set forth in Article 1, item (v) through (v)-3: that the Regulated Securities are the rights set forth in the items of Article 2, paragraph (2) of the Act.
- (2) The cases specified by Cabinet Office Order, referred to in Article 23-13, paragraph (4) of the Act, which pertain to Regulated Securities, are the cases where the amount obtained by totaling the total issue value or transfer value of the securities relating to the Solicitation of a Small Number of Investors and the total issue value or transfer value of the same class of securities as the relevant securities for which a Solicitation of a Small Number of Investors (excluding solicitations implemented by another person) was implemented within one month prior to the day on which the Solicitation of a Small Number of Investors is to be implemented is less than 100 million yen.

(Securities for Which Notification Pertaining to Solicitation of a Small Number of Investors May Be Omitted)

Article 21 The Securities specified by Cabinet Office Order, referred to in Article 3-2-3, item (iii) of the Order, which pertain to Regulated Securities, are Short-

Term Foreign Bonds.

(Contents of Annual Securities Report)

Article 22 (1) An Issuer of Regulated Securities who is to submit an Annual Securities Report pursuant to the provisions of Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article must prepare three copies of the Annual Securities Report (if the Regulated Securities are Beneficiary Certificates Backed by Assets in Trust, if the Competent Local Finance Bureau, etc. for the Originator is different from the Competent Local Finance Bureau, etc. for the Trustee, the number of copies obtained by adding three to the number of the different Competent Local Finance Bureaus, etc. for the Originators) using the form specified in the following items according to the category of Regulated Securities set forth in the respective items and must submit them to the Director-General of the Kanto Local Finance Bureau:

- (i) Domestic Investment Trust Beneficiary Certificates: Form 7;
- (ii) Foreign Investment Trust Beneficiary Certificates a: Form 7-2;
- (iii) Domestic Investment Securities: Form 7-3;
- (iv) Foreign Investment Securities: Form 8;
- (v) Domestic Asset Backed Securities: Form 8-2;
- (vi) Foreign Asset Backed Securities: Form 8-3;
- (vii) Domestic Beneficiary Certificates Backed by Assets in Trust: Form 8-4;
- (viii) Foreign Beneficiary Certificates Backed by Assets in Trust: Form 8-5;
- (ix) Domestic Trust Beneficiary Certificates, Domestic Trust Corporate Bond Certificates, and Domestic Trust Beneficial Interests: Form 9;
- (x) Foreign Trust Beneficiary Certificates, Foreign Trust Corporate Bond Certificates, Foreign Trust Beneficial Interests, and Foreign Loan Trust Beneficiary Certificates: Form 9-2;
- (xi) Domestic Mortgage Securities: Form 9-3;
- (xii) Foreign Mortgage Securities: Form 9-4;
- (xiii) Domestic Rights in Securities Investment Business, etc.: Form 9-5;
- (xiv) Foreign Rights in Securities Investment Business, etc.: Form 9-6;
- (xv) Beneficiary Certificates of Regulated Securities in Trust: the forms specified in item (i) through item (xii) according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the relevant Beneficiary Certificates of Regulated Securities in Trust; and
- (xvi) Specified Depository Receipts: the forms specified in item (i) through item (xii) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the relevant Specified Depository Receipts.

- (2) The provisions of Article 9, paragraph (1) apply *mutatis mutandis* to cases where an Issuer of Foreign Regulated Securities submits the Annual Securities Report under Article 24, paragraph (1) or paragraph (3) of the Act as applied *mutatis mutandis* pursuant to paragraph (5) of that Article.
- (3) In cases of submitting an Annual Securities Report pursuant to the provisions of paragraph (1), when the relevant Regulated Securities are Trust Beneficiary Certificates or Trust Beneficial Interests, the terms "Beneficiary Certificates Backed by Assets in Trust" and "Competent Local Finance Bureau, etc. for the Originator" in that paragraph are deemed to be replaced with "Trust Beneficiary Certificates or Trust Beneficial Interests" and "Competent Local Finance Bureau, etc. for the Initial Settlor" respectively, and the provisions of that paragraph apply.

(Persons Exempted from Submission of Annual Securities Report)

Article 22-2 The securities specified by Cabinet Office Order, referred to in the provisions of the main clause of Article 24, paragraph (1) of the Act (including as applied *mutatis mutandis* pursuant to Article 27 of the Act; hereinafter the same applies in this Article, Article 24, paragraph (1) and Article 26) and Article 24, paragraph (3) of the Act as applied *mutatis mutandis* pursuant to paragraph (5) of that Article, are the securities set forth in the following items, and the person specified by Cabinet Office, referred to in the main clause of Article 24, paragraph (1) of the Act and Article 24, paragraph (3) of the Act as applied *mutatis mutandis* pursuant to paragraph (5) of that Article, is the person specified in the following items according to the category of securities set forth in the respective items; provided, however, that this does not apply to cases where Documents Containing Matters Related to Public Offering, etc. are submitted along with an Annual Securities Report pursuant to the provisions of Article 5, paragraph (11) of the Act:

- (i) Beneficiary Certificates Backed by Assets in Trust: the Originator; and
- (ii) Trust Beneficiary Certificates or Trust Beneficial Interests: the settlor at the time when the trust comes into effect.

(Specified Period)

Article 23 The period specified by Cabinet Office Order, referred to in Article 24, paragraph (5) of the Act, is the period specified in the following items according to the category of Regulated Securities set forth in the respective items; provided however that if, with regard to the Regulated Securities set forth in item (ii), the period specified in that item is less than six months, the period is six months; and if the last day of the relevant period is a Holiday (meaning the days (excluding December 29 and December 30) set forth in the items of Article 1, paragraph (1) of the Act on the Holidays of Administrative Organs (Act No.

91 of 1988); the same applies hereinafter), the day following the relevant last day may be the last day of the relevant period:

- (i) Domestic Investment Securities, Foreign Investment Securities, Asset Backed Securities, Mortgage Securities, etc., Domestic Rights in Securities Investment Business, etc., Foreign Rights in Securities Investment Business, etc. and Beneficiary Certificates of Regulated Securities in Trust of which the Entrusted Securities are the aforementioned Regulated Securities (excluding Domestic Rights in Securities Investment Business, etc. and Foreign Rights in Securities Investment Business, etc.), or Specified Depository Receipts that indicate the rights pertaining to the aforementioned Regulated Securities (excluding Domestic Rights in Securities Investment Business, etc. and Foreign Rights in Securities Investment Business, etc.): the business year of the Issuer of the relevant Regulated Securities; and
- (ii) Regulated Securities other than the Regulated Securities set forth in the preceding item: the accounting period of the trust pertaining to the relevant Regulated Securities (if the Regulated Securities are Beneficiary Certificates of Regulated Securities in Trust or Specified Depository Receipts, the accounting period of the trust pertaining to the Entrusted Securities pertaining to the relevant Beneficiary Certificates of Regulated Securities in Trust or the Regulated Securities pertaining to the rights indicated on the relevant Specified Depository Receipts).

(Procedures for Approval of Due Date for Submission of Annual Securities Report)

Article 24 (1) If an Issuer of Domestic Regulated Securities who is an Issuer of the securities set forth in the items of Article 24, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in Article 24-2, paragraph (1) and Article 26) as applied mutatis mutandis pursuant to Article 24, paragraph (5) intends to obtain the approval under the main clause of Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article, the Issuer must submit a written application for approval including the matters set forth in the following items to the Director-General of the Kanto Local Finance Bureau:

- (i) the period for which the Issuer intends to obtain the approval for the submission of the Annual Securities Report;
- (ii) the day on which the Specified Period pertaining to the Annual Securities Report ends;
- (iii) the grounds for requiring the approval for the submission of the Annual Securities Report; and
- (iv) the method for immediately letting a large number of persons know when the approval under paragraph (3) has been obtained or when the grounds

- prescribed in the preceding item have been extinguished or changed.
- (2) The documents set forth in the following items must be attached to the written application for approval prescribed in the preceding paragraph:
- (i) the articles of incorporation, general conditions, bylaws, a written trust agreement or a written partnership agreement, or other documents equivalent thereto; and
 - (ii) a document demonstrating the grounds prescribed in item (iii) of the preceding paragraph.
- (3) If the application for approval set forth in paragraph (1) is filed, and the Director-General of the Kanto Local Finance Bureau finds that an Issuer of the Domestic Regulated Securities is not able to submit an Annual Securities Report within three months after the end of the Specified Period pertaining to the Domestic Regulated Securities (if the approval under that paragraph is obtained for the submission of an Annual Securities Report pertaining to the immediately preceding Specified Period, within the approved period) due to inevitable grounds, the Director-General is to approve the Annual Securities Report pertaining to the Specified Period from the Specified Period which includes the date on which the application was filed (if the date is a day within three months after the commencement of the Specified Period (if the approval is obtained for the submission of an Annual Securities Report pertaining to the period within the immediately preceding Specified Period, within the approved period), the immediately preceding Specified Period) until the Specified Period immediately preceding the Specified Period which includes the day on which the grounds prescribed in item (iii) of that paragraph pertaining to the application are extinguished or changed.
- (4) If the grounds prescribed in paragraph (1), item (iii) pertaining to the approval under the preceding paragraph have been extinguished or changed, the Director-General of the Kanto Local Finance Bureau may change the period pertaining to the approval under the preceding paragraph, or may revoke the approval with effect from then on.

(Procedures for Approval of Due Date for Submission of Annual Securities Report of Issuer of Foreign Regulated Securities)

- Article 24-2 (1) If an Issuer of Foreign Regulated Securities who is an Issuer of the securities set forth in Article 24, paragraph (1), items (i) through (iii) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article intends to obtain the approval prescribed in the proviso to Article 3-4 of the Order, the Issuer must submit a written application for approval including the following matters to the Director-General of the Kanto Local Finance Bureau:
- (i) the period for which the Issuer intends to obtain the approval for the submission of the Annual Securities Report;

- (ii) the day on which the Specified Period pertaining to the Annual Securities Report ends;
 - (iii) the matters concerning the laws and regulations or practices of the state of the Issuer of Foreign Regulated Securities or any other inevitable grounds that are grounds for requiring the approval for the submission of the Annual Securities Report; and
 - (iv) if the grounds prescribed in the preceding item are grounds other than the laws and regulations or practices of the state, the method for immediately making available to a large number of persons of the fact when the approval under paragraph (4) is obtained and the grounds prescribed in that item have been extinguished or changed.
- (2) The provisions of Article 9, paragraph (1) apply mutatis mutandis to cases where an Issuer of Foreign Regulated Securities submits the written application for approval prescribed in the preceding paragraph.
- (3) The following documents must be attached to the written application for approval prescribed in paragraph (1):
- (i) the articles of incorporation, general conditions, bylaws, a written trust agreement or a written partnership agreement, or other documents equivalent thereto;
 - (ii) a document demonstrating that the representative person of the Issuer of the relevant Foreign Regulated Securities included in the relevant written application for approval is a person who has legitimate authority for the submission of the written application for approval;
 - (iii) a document demonstrating that an Issuer of the Foreign Regulated Securities has granted a person who has an address in Japan the authority to represent the Issuer of the Foreign Regulated Securities for any acts concerning the written application for approval;
 - (iv) if the grounds prescribed in paragraph (1), item (iii) are the laws and regulations or practices of the state, a legal opinion letter by legal experts stating that the laws and regulations or practices included in the written application for approval are true and accurate, as well as the relevant provisions of the relevant laws and regulations set forth in the legal opinion letter; and
 - (v) in cases other than the cases where the grounds prescribed in paragraph (1), item (iii) are the laws and regulations or practices of the state, a document demonstrating the grounds.
- (4) If an application for approval set forth in paragraph (1) has been filed, and the Director-General of the Kanto Local Finance Bureau finds that the Issuer of the Foreign Regulated Securities is not able to submit an Annual Securities Report within six months after the end of the Specified Period (if the approval under that paragraph is obtained for the submission of an Annual Securities

Report pertaining to the relevant Specified Period, within the approved period) due to the laws and regulations or practices of the state or any other inevitable grounds, the Director-General is to approve the Annual Securities Report pertaining to each Specified Period from the Specified Period which includes the date on which the application was filed (if the date is a day within six months after the commencement of the Specified Period (if the approval is obtained for the submission of the Annual Securities Report for the immediately preceding Specified Period, within the approved period), the immediately preceding Specified Period) until the Specified Period immediately preceding the Specified Period which includes the day on which the matters prescribed in item (iii) of that paragraph pertaining to the application are extinguished or changed.

- (5) The approval under the preceding paragraph (limited to cases where the grounds prescribed in paragraph (1), item (iii) are the laws and regulations or practices of the state) is to be granted on the condition that the Issuer of Foreign Regulated Securities under the preceding paragraph submits a document including the matters set forth in the following items to the Director-General of the Kanto Local Finance Bureau within six months after the end of every Specified Period; provided, however, that if the document including the matters set forth in item (ii) has the same content as a document that has been submitted within five years before the submission of the aforementioned document, the submission of the document may be omitted:
- (i) a statement to the effect that the grounds for the application pertaining to the approval during the relevant Specified Period have not been extinguished or changed; and
 - (ii) a legal opinion letter by legal experts concerning the matters set forth in the preceding item, as well as the relevant provisions of the relevant laws and regulations set forth in the legal opinion letter.
- (6) If the grounds prescribed in paragraph (1), item (iii) pertaining to the approval under paragraph (4) have been extinguished or changed, the Director-General of the Kanto Local Finance Bureau may change the period pertaining to the approval under paragraph (4), or may revoke the approval with effect from then on.
- (7) When the documents set forth in the items of paragraph (3) and the documents including the matters set forth in the items of paragraph (5) have not been written in Japanese, Japanese translations thereof must be attached.

(Procedures for Submission of Written Application for Approval for Omission of Submitting Annual Securities Report)

Article 25 (1) The provisions of Article 9, paragraph (1) apply *mutatis mutandis* to cases where an Issuer of Foreign Regulated Securities submits the written

- application for approval prescribed in Article 4, paragraph (1) of the Order as applied mutatis mutandis pursuant to Article 4-2, paragraph (1) of the Order.
- (2) The documents specified by Cabinet Office Order, referred to in Article 4, paragraph (1) of the Order as applied mutatis mutandis pursuant to Article 4-2, paragraph (1) of the Order, are the following documents:
- (i) the articles of incorporation, general conditions, bylaws, a written trust agreement or a written partnership agreement, or other documents equivalent thereto;
 - (ii) if there is a register of the holders of the relevant Regulated Securities, a copy thereof as of the time of application;
 - (iii) with regard to a person set forth in Article 4, paragraph (2), item (i) of the Order, when a resolution at a board of officers' meeting, a resolution at an investors' meeting, or a decision of Partners, etc. is adopted or made, a copy of the minutes of the board of officers' meeting, a copy of the minutes of the investors' meeting, or a copy of the document demonstrating the decision of Partners, etc., and a certificate of registered matters in which the dissolution is registered or documents equivalent thereto;
 - (iv) with regard to a person set forth in Article 4, paragraph (2), item (ii) of the Order, a document in which the particulars of the suspension of business and the future prospects are included;
 - (v) if the relevant Regulated Securities are Foreign Regulated Securities, a document demonstrating that the representative person of the Issuer of the Regulated Securities included in the relevant written application for approval is a person who has legitimate authority for the application; and
 - (vi) if the relevant Regulated Securities are Foreign Regulated Securities, a document demonstrating that the Issuer of the relevant Regulated Securities has granted a person who has an address in Japan the authority to represent the Issuer for any acts concerning submission of the written application for approval.
- (3) The number specified by Cabinet Office Order, referred to in Article 4, paragraph (2), item (iii) of the Order as applied mutatis mutandis pursuant to Article 4-2, paragraph (1) of the Order, is 25 persons.
- (4) The number specified in the preceding paragraph is to be calculated as specified in the following items according to the category of securities set forth in the respective items:
- (i) Domestic Regulated Securities: the number specified as follows according to the category of Domestic Regulated Securities set forth as follows:
 - (a) Domestic Investment Trust Beneficiary Certificates: the number of persons listed or recorded in the register of holders of the Regulated Securities held by a person who is in charge of handling the payment of earnings with regard to the Regulated Securities as of the time of the

- application or the last day of the Specified Period immediately preceding the Specified Period which includes the date of application (hereinafter referred to as the "base specified period" in this paragraph);
- (b) Domestic Investment Securities (limited to the Investment Securities set forth in Article 2, paragraph (1), item (xi) of the Act): the number of persons listed or recorded in the investors' register prescribed in Article 77-3, paragraph (1) of the Act on Investment Trusts and Investment Corporations as of the time of the application or the last day of the base specified period;
 - (c) Domestic Investment Securities (limited to Investment Equity Subscription Rights Certificates): the number of persons listed or recorded in the investment equity subscription rights register prescribed in Article 88-5, paragraph (1) of the Act on Investment Trusts and Investment Corporations or any other register of holders thereof as of the time of the application or the last day of the base specified period;
 - (d) Domestic Investment Securities (limited to Investment Corporation Bond Certificates): the number of persons listed or recorded in the register of holders of the relevant Investment Corporation Bond Certificates held by investment corporation bond managers, etc. as of the time of the application or the last day of the base specified period;
 - (e) Domestic Asset Backed Securities: the number of persons listed or recorded in a Preferred Equity Member Register as prescribed in Article 43, paragraph (1) of the Asset Securitization Act or listed or recorded in the register of holders of the relevant Regulated Securities held by an investment corporation bond managers, etc. as of the time of the application or the last day of the base specified period;
 - (f) Domestic Beneficiary Certificates Backed by Assets in Trust: the number of persons listed or recorded in the beneficiary certificate holder register prescribed in Article 235, paragraph (1) of the Asset Securitization Act as of the time of the application or the last day of the base specified period;
 - (g) Domestic Trust Beneficiary Certificates: the number of persons listed or recorded in a beneficial interest register as prescribed in Article 186 of the Trust Act as of the time of the application or the last day of the base specified period;
 - (h) Domestic Trust Corporate Bond Certificates: the number of persons listed or recorded in a bond register as prescribed in Article 681 of the Companies Act (Act No. 86 of 2005) as of the time of the application or the last day of the base specified period;
 - (i) Domestic Trust Beneficial Interests: the number of persons listed or recorded in the register of holders of the Regulated Securities held by trustees of a trust property of the Regulated Securities as of the time of the

- application or the last day of the base specified period;
- (j) Domestic Rights in Securities Investment Business, etc. (limited to those that qualify as the rights set forth in Article 2, paragraph (2), item (iii) of the Act): the number of persons listed or recorded in the articles of incorporation as a member who is a holder of the Regulated Securities as of the time of the application or the last day of the base specified period; and
 - (k) Domestic Rights in Securities Investment Business, etc. (limited to those that qualify as the rights set forth in Article 2, paragraph (2), item (v) of the Act): the number of persons listed or recorded in the register of holders of the Regulated Securities held by an Issuer of the Regulated Securities as of the time of the application or the last day of the base specified period; and
 - (ii) Foreign Regulated Securities: the number of persons (excluding Non-Residents) listed or recorded in the register of holders of the Regulated Securities held by a Financial Instruments Business Operator or Registered Financial Institution (meaning a Registered Financial Institution as prescribed in Article 2, paragraph (11) of the Act) who is entrusted with the custody of the Regulated Securities, as of the time of the application or the last day of the base specified period.
- (5) The period specified by Cabinet Office Order, referred to in Article 4, paragraph (3) of the Order as applied mutatis mutandis pursuant to Article 4-2, paragraph (1) of the Order as related to Regulated Securities, is four years.
- (6) The documents specified by Cabinet Office Order, referred to in Article 4, paragraph (3) of the Order as applied mutatis mutandis pursuant to Article 4-2, paragraph (1) of the Order as related to Regulated Securities, are the following documents:
- (i) if there is a register of holders of the Regulated Securities, a copy of the register of holders on the last day of the relevant Specified Period; and
 - (ii) a balance sheet and profit and loss statement pertaining to the relevant Specified Period (if the Regulated Securities have the nature of Share Certificates, limited to those approved at an annual shareholders meeting or those equivalent thereto).
- (7) When the documents set forth in paragraph (2) and the items of the preceding paragraph have not been written in Japanese, Japanese translations thereof must be attached.

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

Article 26 The cases specified by Cabinet Office Order, referred to in Article 24, paragraph (3) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article, are the cases where the Regulated Securities issued by a person to whom the main clause of paragraph (1) of that Article as applied

mutatis mutandis pursuant to paragraph (5) of that Article do not apply have come to qualify as securities set forth in item (iii) of that paragraph, which are set forth in any of the following items:

- (i) when the day on which the Securities have come to qualify as the Securities set forth in Article 24, paragraph (1), item (iii) is the day on which three months (in cases of Foreign Regulated Securities, six months and if approval from the Director-General of the Kanto Local Finance Bureau has been obtained pursuant to Article 3-4 of the Order, the approved period) have elapsed from the day of commencement of the Specified Period which includes the aforementioned day;
- (ii) when Financial Statements (meaning financial statements as prescribed in Article 1, paragraph (1) of the Regulation on Financial Statements; the same applies hereinafter) or Financial Documents (meaning financial documents as prescribed in Article 1, paragraph (1) of the Regulation on Financial Statements, etc. that are submitted by an Issuer of Foreign Regulated Securities; the same applies hereinafter) pertaining to a Specified Period immediately preceding the Specified Period which includes the day on which a Securities Registration Statement submitted pursuant to Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article was submitted are set forth in the Securities Registration Statement by applying the provisions of the main clause of Article 4, paragraph (1) of the Act, the main clause of paragraph (2) of that Article, or the main clause of paragraph (3) of that Article with regard to the Public Offering or Secondary Distribution of the Regulated Securities; or
- (iii) when financial statements and financial documents are not set forth in a Securities Registration Statement submitted pursuant to the provisions of Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article by applying the provisions of the main clause of Article 4, paragraph (1) of the Act, the main clause of paragraph (2) of that Article, or the main clause of paragraph (3) of that Article to the Public Offering or Secondary Distribution of the Regulated Securities.

(Methods of Calculating the Number of Holders of Securities)

Article 26-2 The matters necessary for calculation of the number of securities holders specified by Cabinet Office Order, referred to in Article 24, paragraph (4) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article, are to be calculated on the basis of the number of persons listed or recorded in a register of the holders of Regulated Securities for each of the Regulated Securities which have the same matters specified in the following items according to the category of securities set forth in the respective items are the same:

- (i) the rights set forth in Article 2, paragraph (2), item (i) of the Act: the trust property, contents of the beneficiary claims pertaining to the relevant rights and the due date thereof;
- (ii) the rights set forth in Article 2, paragraph (2), item (iii) of the Act: the contents of membership rights; and
- (iii) the rights set forth in Article 2, paragraph (2), item (v) of the Act: the contents of the rights of investors.

(Documents Attached to Annual Securities Report)

Article 27 (1) The documents specified by Cabinet Office Order as documents that an Issuer of Regulated Securities should attach to Annual Securities Reports, referred to in Article 24, paragraph (6) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act), are the documents specified in the following items according to the category of the Issuer of securities set forth in the respective items (hereinafter referred to as "Articles of Incorporation, etc." in this paragraph); provided, however, that, if the Articles of Incorporation, etc. are included in the Annual Securities Report or are submitted as an attachment to an Annual Securities Report that has been submitted for the same class of Regulated Securities as the Regulated Securities pertaining to the Annual Securities Report within five years before the submission of the Annual Securities Report (hereinafter referred to as "previously-attached documents" in this paragraph), these are the portion of the content in which the Articles of Incorporation, etc. differ from the previously-attached documents:

- (i) an Issuer of Domestic Investment Trust Securities: the following documents:
 - (a) the articles of incorporation, general conditions or bylaws (excluding those if the Annual Securities Report is submitted at the same time as the submission of a Securities Registration Statement (excluding cases where Documents Containing Matters Related to Public Offering, etc. are submitted along with an Annual Securities Report pursuant to the provisions of Article 5, paragraph (11) of the Act; the same applies in (a) of the following item, item (vii), and item (viii), (a))); and
 - (b) with regard to the person who submits the Annual Securities Report, the balance sheet and the profit and loss statement set forth in Article 435, paragraph (2) of the Companies Act pertaining to the latest business year that ended on or before the last day of the Specified Period of the relevant securities (hereinafter referred to as "Financial Statement, etc." in this paragraph), that has been approved at the annual shareholders meeting (in cases of a person other than a stock company, documents equivalent thereto);
- (ii) an Issuer of Foreign Investment Trust Securities: the following documents:

- (a) the articles of incorporation, general conditions or bylaws (excluding those if the Annual Securities Report is to be submitted at the same time as the submission of a Securities Registration Statement);
- (b) a document demonstrating that the representative person of the Issuer included in the Annual Securities Report is a person who has legitimate authority for the submission of an Annual Securities Report;
- (c) a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer for all acts concerning the submission of the Annual Securities Report; and
- (d) the documents set forth in (b) of the preceding item;
- (iii) an Issuer of Domestic Asset Backed Securities: the following documents:
 - (a) the articles of incorporation; and
 - (b) with regard to the person who submits the Annual Securities Report and the major Affiliated Juridical Person of the person who submits the Annual Securities Report, the Financial Statement, etc. pertaining to the latest business year that ended on or before the last day of the Specified Period of the relevant securities (including the balance sheet and the profit and loss statement set forth in Article 102, paragraph (2) of the Asset Securitization Act), that has been approved at the annual shareholders meeting (including an annual general meeting of members as prescribed in Article 52, paragraph (1) of the Asset Securitization Act) (in cases of a foreign person, documents equivalent thereto);
- (iv) an Issuer of Foreign Asset Backed Securities: the following documents:
 - (a) the articles of incorporation;
 - (b) the documents set forth in item (ii), (b) and (c); and
 - (c) with regard to the person who submits the Annual Securities Report and a major Affiliated Juridical Person of the person, the Financial Statement, etc. pertaining to the latest business year that ended on or before the last day of the Specified Period of the securities that has been approved at an annual shareholders meeting (in cases of a foreign person, documents equivalent thereto);
- (v) an Issuer of Domestic Beneficiary Certificates Backed by Assets in Trust: the following documents:
 - (a) the written trust agreement (excluding those if the Annual Securities Report is to be submitted at the same time as the submission of a Securities Registration Statement); and
 - (b) with regard to the person who submits the Annual Securities Report and a major Affiliated Juridical Person of the person who submits the Annual Securities Report, the Financial Statement, etc. pertaining to the latest business year that ended before the last day of the Specified Period of the securities that has been approved at the annual shareholders meeting (in

- cases of a foreign person, documents equivalent thereto);
- (vi) an Issuer of Foreign Beneficiary Certificates Backed by Assets in Trust: the following documents:
 - (a) the general conditions or a written trust agreement (excluding those if the Annual Securities Report is to be submitted at the same time as the submission of a Securities Registration Statement); and
 - (b) the documents set forth in item (iv), (b) and (c);
- (vii) an Issuer of Domestic Trust Beneficiary Certificates and Domestic Trust Beneficial Interests: the following documents:
 - (a) the documents set forth in item (v), (a) (excluding those if the Annual Securities Report is to be submitted at the same time as the submission of a Securities Registration Statement);
 - (b) the documents set forth in item (v), (b); and
 - (c) if the document set forth in (a) is a written trust agreement based on the general conditions for a single trust agreement, the general conditions for the trust agreement in lieu of the written trust agreement (excluding those if the Annual Securities Report is to be submitted at the same time as the submission of a Securities Registration Statement);
- (viii) an Issuer of Foreign Trust Beneficiary Certificates and Foreign Trust Beneficial Interests: the following documents:
 - (a) the documents set forth in item (vi), (a) (excluding those if the Annual Securities Report is to be submitted at the same time as the submission of a Securities Registration Statement);
 - (b) the documents set forth in item (vi), (b); and
 - (c) the documents set forth in (c) of the preceding item;
- (ix) an Issuer of Domestic Trust Corporate Bond Certificates: the following documents:
 - (a) the articles of incorporation of a trustee;
 - (b) with regard to the person who submits the Annual Securities Report, the Financial Statement, etc. pertaining to the latest business year that ended on or before the last day of the Specified Period of the relevant securities that has been approved at the annual shareholders meeting; and
 - (c) the written trust agreement pertaining to a trust of the relevant securities;
- (x) an Issuer of Foreign Trust Corporate Bond Certificates: the following documents:
 - (a) the documents equivalent to those specified in the preceding item; and
 - (b) the documents set forth in item (ii), (b) and (c);
- (xi) an Issuer of Domestic Mortgage Securities: a copy of the contract pertaining to the establishment of claims and mortgages that are indicated on the relevant securities;

- (xii) an Issuer of Foreign Mortgage Securities: the following documents:
 - (a) the documents equivalent to those specified in the preceding item; and
 - (b) the documents set forth in item (ii), (b) and (c);
 - (xiii) an Issuer of Foreign Loan Trust Beneficiary Certificates: the following documents:
 - (a) the general conditions; and
 - (b) the documents set forth in item (ii), (b) and (c);
 - (xiv) an Issuer of Domestic Rights in Securities Investment Business, etc.: the articles of incorporation, general conditions, bylaws, written partnership agreement, or other documents equivalent thereto;
 - (xv) an Issuer of Foreign Rights in Securities Investment Business, etc.: the following documents:
 - (a) the documents specified in the preceding item; and
 - (b) the documents set forth in item (ii), (b) and (c);
 - (xvi) an Issuer of Beneficiary Certificates of Regulated Securities in Trust: the following documents:
 - (a) with regard to Entrusted Securities pertaining to the relevant Beneficiary Certificates of Regulated Securities in Trust, the documents specified in item (i) through item (xiii) according to the category of Regulated Securities set forth in the respective items; and
 - (b) a copy of a written contract of the trust agreement or other major contracts concluded concerning the issuance of the Beneficiary Certificates of Regulated Securities in Trust; and
 - (xvii) an Issuer of Specified Depository Receipts: the following documents:
 - (a) with regard to Regulated Securities pertaining to the rights indicated in the relevant Specified Depository Receipts, the documents specified in item (i) through item (xiii) according to the category of Regulated Securities set forth in the respective items; and
 - (b) a copy of a written contract of the depository contract or other major contracts concluded concerning the issuance of the relevant Specified Depository Receipts.
- (2) When the documents specified in the items of the preceding paragraph have not been written in Japanese, Japanese translations thereof must be attached.

(Requirements for Submission of Foreign Company Reports)

Article 27-2 The cases specified by Cabinet Office Order, referred to in Article 24, paragraph (8) of the Act, which pertain to Regulated Securities, are the cases where the Commissioner of the Financial Services Agency approves the submission of a Foreign Company Report in lieu of an Annual Securities Report, etc. (meaning an Annual Securities Report, etc. as prescribed in that paragraph) by a Reporting Foreign Company (meaning a Reporting Foreign

Company and a Reporting Foreign Person as prescribed in that paragraph; the same applies hereinafter) as a submission that would not impair the public interest or the protection of investors in light of its terminology, forms, and preparation methods.

(Submission of Foreign Company Reports)

- Article 27-3 (1) A Reporting Foreign Company that intends to submit a Foreign Company Report pursuant to the provisions of Article 24, paragraph (8) of the Act must submit three copies of Foreign Company Reports and the Supplementary Documents (meaning Supplementary Documents as prescribed in Article 24, paragraph (9) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; hereinafter the same applies in this Article and Article 27-9, paragraph (2)); the same applies in Article 27-9, paragraph (2), item (i)) to the Director-General of the Kanto Local Finance Bureau.
- (2) The provisions of Article 9, paragraph (1) apply mutatis mutandis pursuant to cases where a Reporting Foreign Company submits a Foreign Company Report pursuant to the provisions of Article 24, paragraph (8) of the Act.
- (3) The matters specified by Cabinet Office Order as those necessary and appropriate for the public interest or the protection of investors among the matters included in a Foreign Company Report, referred to in Article 24, paragraph (9) of the Act, are the matters specified in the following items according to the category of forms set forth in the respective items:
- (i) Form 7-2: the matters equivalent to the matters to be included in the following items:
- (a) "(2) Structure of Fund" from "1. Characteristics of Fund" in "Section 1. Status of Fund" of "Part I. Fund Information";
 - (b) "2. Investment Policy" in "Section 1. Status of Fund" of "Part I. Fund Information";
 - (c) "3. Investment Risks" in "Section 1. Status of Fund" of "Part I. Fund Information";
 - (d) "4. Fees, etc. and Taxes" in "Section 1. Status of Fund" of "Part I. Fund Information"; and
 - (e) "5. Investment Status" (excluding "(4) Record of Sale and Buy-back") in "Section 1. Status of Fund" of "Part I. Fund Information";
- (ii) Form 8: the matters equivalent to the matters to be included in the following items:
- (a) "(1) Transition of Major Management Indicators, etc." and "(3) Structure of Foreign Investment Corporation" from "1. Overview of Foreign Investment Corporation" in "Section 1. Status of Fund" of "Part I. Fund Information";
 - (b) "2. Investment Policy" in "Section 1. Status of Fund" of "Part I. Fund

- Information";
- (c) "3. Investment Risks" in "Section 1. Status of Fund" of "Part I. Fund Information"; and
 - (d) "4. Fees, etc. and Taxes" in "Section 1. Status of Fund" of "Part I. Fund Information";
- (iii) Form 8-3: the matters equivalent to the matters to be included in the following items:
- (a) "(1) Form and Fundamental Structure, etc. of Securitization of Assets Under Management" from "1. Overview" in "Section 1. Positions of Collateralized Assets";
 - (b) "2. Outline of Assets Constituting the Collateralized Assets" in "Section 1. Positions of Collateralized Assets";
 - (c) "(ii) Management Fee, etc." under "(1) Outline of Collateralized Assets, etc." from "3. Structures of Management and Operation" in "Section 1. Positions of Collateralized Assets";
 - (d) "(3) Tax Treatment" from "4. Exercise of Rights, etc. by Securities Holders" in "Section 1. Positions of Collateralized Assets";
 - (e) "6. Investment Risks" in "Section 1. Positions of Collateralized Assets"; and
 - (f) "1. Contents of Principal Assets", "2. Lists of Principal Profits and Losses" and "3. Accounting Treatment for Revenue and/or Losses" in "Section 1. Accounting Status of Collateralized Assets";
- (iv) Form 8-5: the matters equivalent to the matters to be included in the following items:
- (a) "2. Positions of Assets Constituting the Specified Trust Property" in "Section 1. Status of Specified Trust Property";
 - (b) "(1) Outline of Securitization of Specified Trust Property" from "3. Structure of Securitization of Specified Trust Property" in "Section 1. Status of Specified Trust Properties";
 - (c) "5. Investment Risks" in "Section 1. Status of Specified Trust Property";
 - (d) "(1) Balance Sheet", "(2) Profit and Loss Statement" and "(3) Statement of Appropriation or Disposition of Retained Earnings and/or Losses" from "6. Accounting Status of the Specified Trust Property" in "Section 1. Status of Specified Trust Property"; and
 - (e) "(2) Tax Treatment" from "7. Matters concerning Securities Holders" in "Section 1. Status of Specified Trust Property";
- (v) Form 9-2: matters equivalent to those to be included in the following items:
- (a) "2. Outline of Assets Constituting the Trust Property" in "Section 1. Status of Trust Property";
 - (b) "(i) Fundamental Structure of Trust" under "(1) Outline of Trust" from "3. Structure of Trust" in "Section 1. Status of Trust Property";

- (c) "5. Investment Risks" in "Section 1. Status of Trust Property";
 - (d) "6. Accounting Status of Trust Property" in "Section 1. Status of Trust Property"; and
 - (e) "(2) Tax Treatment" from "7. Matters concerning Securities Holders" in "Section 1. Status of Trust Property";
- (vi) Form 9-4: the matters equivalent to the matters to be included in the following items:
- (a) "(2) Basic Nature of Foreign Mortgage Securities" from "1. Overview", "2. Outline of Loan Claims" and "(2) Tax Treatment" from "3. Rights of Foreign Mortgage Securities Holders" in "Section 1. Mortgage Status" of "Part I. Information on Underlying Assets";
 - (b) "1. Outline of Subject Property of Foreign Mortgage Securities" in "Section 2. Overview of Subject Property of Foreign Mortgage Securities" of "Part I. Information on Underlying Assets";
 - (c) "Section 3. Risk Information" of "Part I. Information on Underlying Assets"; and
 - (d) "Section 1. Accounting Status of Issuer" and "Section 2. Overview of Accounting of Obligor Relating to Loan Claims" of "Part II. Special Information"; and
- (vii) Form 9-6: matters equivalent to those to be included in the following items:
- (a) "(1) Transition of Major Management Indicators, etc." and "(4) Structure of Foreign Partnership, etc." from "1. Overview of Foreign Partnership, etc." in "Section 1. Status of Foreign Partnership, etc.";
 - (b) "2. Investment Policy" in "Section 1. Status of Foreign Partnership, etc.";
 - (c) "3. Investment Risks" in "Section 1. Status of Foreign Partnership, etc."; and
 - (d) "4. Fees, etc. and Taxes" in "Section 1. Status of Foreign Partnership, etc."
- (4) The matters specified by Cabinet Office Order as those necessary and appropriate for the public interest or the protection of investors, among the matters not included in the Foreign Company Report, referred to in Article 24, paragraph (9) of the Act, are, among the matters to be included in an Annual Securities Report prepared using the forms set forth in the items of the preceding paragraph and not included in the Foreign Company Report (referred to as "matters not included in a Foreign Company Report" in item (i) of the following paragraph), the matters specified in the respective items which are written in Japanese or English (if those matters are written in English, a Japanese translation of the summary thereof must be attached).
- (5) The other documents specified by Cabinet Office Order, referred to in Article 24, paragraph (9) of the Act, are as follows:

- (i) a document in which matters not included in a Foreign Company Report (excluding the matters specified in the items of paragraph (3)) are written in Japanese or English;
 - (ii) a comparative table of matters to be included in an Annual Securities Report prepared using the form set forth in the items of paragraph (3) and those that correspond to those matters included in a Foreign Company Report;
 - (iii) a document demonstrating that the representative person of the Reporting Foreign Company included in the Foreign Company Report is a person who has legitimate authority to submit the Foreign Company Report;
 - (iv) a document demonstrating that the Reporting Foreign Company has granted a person who has an address in Japan the authority to represent the Reporting Foreign Company for all acts concerning the submission of the relevant Foreign Company Report; and
 - (v) a document prepared using Form 7-2-2.
- (6) If the documents set forth in items (iii) and (iv) of the preceding paragraph are not written in Japanese or English, Japanese or English translations thereof must be attached.

(Procedures for Approval of Due Date for Submission of Foreign Company Report)

Article 27-4 (1) If a Reporting Foreign Company that intends to submit a Foreign Company Report pursuant to the provisions of Article 24, paragraph (8) of the Act intends to obtain the approval prescribed in the proviso to Article 4-2-2 of the Order, the company must submit a written application for approval including the following matters to the Director-General of the Kanto Local Finance Bureau:

- (i) the period for which the company intends to obtain the approval for the submission of the Foreign Company Report;
 - (ii) the day on which the Specified Period pertaining to the Foreign Company Report ends;
 - (iii) the matters concerning the laws and regulations or practices of the state of the Reporting Foreign Company or any other inevitable grounds that are the grounds for requiring the approval for the submission of the Foreign Company Report; and
 - (iv) in cases other than the cases where the grounds specified in the preceding item are the laws and regulations or practices of the state, the method for immediately letting a large number of persons know when the approval under paragraph (4) is obtained or the grounds prescribed in the preceding item have been extinguished or changed.
- (2) The provisions of Article 9, paragraph (1) apply *mutatis mutandis* to cases

where a Reporting Foreign Company submits the written application for approval prescribed in the preceding paragraph.

- (3) The following documents must be attached to the written application for approval prescribed in paragraph (1):
- (i) the articles of incorporation, general conditions, bylaws, a written trust agreement or a written partnership agreement, or other documents equivalent thereto;
 - (ii) a document demonstrating that the representative person of the Reporting Foreign Company included in the written application for approval is a person who has legitimate authority for the submission of the written application for approval;
 - (iii) a document demonstrating that the Reporting Foreign Company has granted a person who has an address in Japan the authority to represent the Reporting Foreign Company for any acts concerning submission of the written application for approval;
 - (iv) if the grounds prescribed in paragraph (1), item (iii) are the laws and regulations or practices of the state, a legal opinion letter by legal experts stating that the matters concerning the laws and regulations or practices included in the written application for approval are true and accurate, as well as the relevant provisions of the relevant laws and regulations set forth in the legal opinion letter; and
 - (v) in cases other than the cases where the grounds prescribed in paragraph (1), item (iii) are the acts and regulations or practices of the state, a document demonstrating the grounds.
- (4) If the application for approval set forth in paragraph (1) is filed, and the Director-General of the Kanto Local Finance Bureau finds that the Reporting Foreign Company is not able to submit a Foreign Company Report within four months after the end of the Specified Period pertaining to Foreign Regulated Securities (if the approval under paragraph (1) is obtained for the submission of a Foreign Company Report pertaining to the Specified Period, within the approved period) due to the laws and regulations or practices of the state or any other inevitable grounds, the Director-General is to approve the Foreign Company Report pertaining to each Specified Period for the period from the Specified Period which includes the day on which the application was filed (if the day is a day within four months after the commencement of the Specified Period (if the approval is obtained for the submission of a Foreign Company Report pertaining to the immediately preceding Specified Period, within the approved period), the immediately preceding Specified Period) until the Specified Period immediately preceding the Specified Period which includes the day on which the matters as prescribed in item (iii) of that paragraph pertaining to the application are extinguished or changed.

- (5) The approval under the preceding paragraph (limited to cases where the grounds prescribed in paragraph (1), item (iii) are the laws and regulations or practices of the state) is to be provided on the condition that the Reporting Foreign Company under the preceding paragraph submits a document including the following matters to the Director-General of the Kanto Local Finance Bureau within four months after the end of every Specified Period; provided, however, that if a document including the matters set forth in item (ii) has the same content as documents which have been submitted within five years before the submission of the aforementioned document, the submission of the document may be omitted:
- (i) that the grounds for the application pertaining to the approval during the relevant Specified Period have not been extinguished or changed; and
 - (ii) a legal opinion letter by legal experts concerning the matters set forth in the preceding item, as well as the relevant provisions of the relevant laws and regulations set forth in the legal opinion letter.
- (6) If the grounds prescribed in paragraph (1), item (iii) pertaining to the approval under paragraph (4) have been extinguished or changed, the Director-General of the Kanto Local Finance Bureau may change the period pertaining to the approval under paragraph (4) or may revoke the approval with effect from then on.
- (7) When the documents set forth in the items of paragraph (3) and the documents including the matters set forth in the items of paragraph (5) have not been written in Japanese or in English, Japanese or English translations thereof must be attached.

(Submission of Documents Substituting Part of Annual Securities Report)

Article 27-4-2 (1) The rules specified by Cabinet Office Order, referred to in Article 24, paragraph (14) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter), are rules of a Financial Instruments Firms Association (meaning an Authorized Financial Instruments Firms Association or a Certified Financial Instruments Firms Association as prescribed in Article 78, paragraph (2) of the Act; the same applies hereinafter).

- (2) An Issuer of Regulated Securities who intends to submit Documents Substituting Part of an Annual Securities Report (meaning Documents Substituting Part of an Annual Securities Report as prescribed in Article 24, paragraph (14) of the Act; the same applies hereinafter) pursuant to the provisions of that paragraph must prepare three copies of Documents Substituting Part of an Annual Securities Report and must submit them, along with the Annual Securities Report prescribed in Article 24, paragraph (1) of the Act as applied following the deemed replacement of terms pursuant to the

provisions of Article 24, paragraph (14) of the Act (hereinafter referred to as the "original Annual Securities Report" in the following paragraph), to the Director-General of the Kanto Local Finance Bureau.

- (3) If an Issuer of Regulated Securities who intends to submit Documents Substituting Part of an Annual Securities Report pursuant to the provisions of Article 24, paragraph (14) of the Act intends to obtain the approval prescribed in that paragraph, the Issuer must submit a written application for approval including the following matters to the Director-General of the Kanto Local Finance Bureau immediately after the end of the Specified Period pertaining to the original Annual Securities Report:
- (i) the Specified Period pertaining to the original Annual Securities Report;
 - (ii) the grounds for requiring the approval for the submission of the Documents Substituting Part of an Annual Securities Report; and
 - (iii) the clauses of the laws and regulations or the provisions of the rules of a Financial Instruments Exchange or a Financial Instruments Firms Association that form the grounds for the preparation of the Documents Substituting Part of an Annual Securities Report.
- (4) The provisions of Article 9, paragraph (1) apply mutatis mutandis to cases where an Issuer of Foreign Regulated Securities submits the written application for approval specified in the preceding paragraph.
- (5) The following documents must be attached to the written application for approval prescribed in paragraph (3):
- (i) the articles of incorporation and general conditions, bylaws, a written trust agreement or a written partnership agreement, or other documents equivalent thereto;
 - (ii) if the person who submits the relevant written application for approval is an Issuer of Foreign Regulated Securities, a document demonstrating that the representative person of the Issuer is a person who has legitimate authority for the submission of the written application for approval;
 - (iii) if the person who submits the relevant written application for approval is an Issuer of Foreign Regulated Securities, a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer of Foreign Regulated Securities for any acts concerning the submission of the written application for approval;
 - (iv) if the person who submits the relevant written application for approval is an Issuer of Foreign Regulated Securities, a legal opinion letter by legal experts stating that the matters concerning laws and regulations or practices stated in the written application for approval are true and accurate as well as the relevant provisions of the relevant laws and regulations set forth in the legal opinion letter; and
 - (v) when the documents set forth in the preceding items have not been written

in Japanese, Japanese translations thereof.

- (6) If the application for approval set forth in paragraph (3) is filed, and the Director-General of the Kanto Local Finance Bureau finds that it would not impair the public interest or the protection of investors in light of the clauses of laws and regulations or the provisions of rules set forth in item (iii) of that paragraph and the status of compliance with these, the Director-General is to approve the submission of Documents Substituting Part of an Annual Securities Report pertaining to the Specified Period set forth in item (i) of that paragraph and each subsequent Specified Period.
- (7) If the Director-General of the Kanto Local Finance Bureau finds that the grounds for approval set forth in the preceding paragraph have been extinguished, the Director-General may revoke the approval with effect from then on.

(Means of Public Notice)

Article 27-5 (1) The provisions of Article 1 of the Cabinet Office Order on Special Provisions for Procedures by Use of Electronic Data Processing System for Disclosure (Cabinet Office Order No. 45 of 2002; hereinafter referred to as the "Order on Electronic Procedures" in this paragraph) apply mutatis mutandis to a person who gives the public notice under Article 24-2, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter), which pertains to Regulated Securities, by way of Electronic Public Notice (meaning the Electronic Public Notice as prescribed in Article 4-2-4, paragraph (1), item (i) of the Order; the same applies hereinafter); and the provisions of Article 2 of the Order on Electronic Procedures apply mutatis mutandis to a person who gives the public notice under Article 24-2, paragraph (2) of the Act, which pertains to Regulated Securities, by way of Electronic Public Notice. In this case, the phrase "must conduct the procedures by inputting the matters to be included in the documents in cases where the Electronic Disclosure Procedures or the Discretionary Electronic Disclosure Procedures are carried out in writing by the method of linking the Input/Output Device (meaning the input/output device set forth in Article 14-10, paragraph (1) of the Order; the same applies hereinafter) used by the person who conducts the Electronic Disclosure Procedures or Discretionary Electronic Public Notice and the computer under Article 27-30-2 of the Act via a telecommunications line by the input of the identification number and password through the Input/Output Device, and inputting the matters through an Input/Output Device; provided, however, that, among those matters, the seal and sign may be omitted" in Article 1 of the Order on Electronic Procedures is deemed to be replaced with "must conduct the procedures by the method of connecting the Input/Output Device (meaning

the input/output device set forth in Article 14-10, paragraph (1) of the Order; the same applies hereinafter) used by the person who conducts the Electronic Disclosure Procedures or Discretionary Electronic Public Notice and the computer under Article 27-30-2 of the Act via a telecommunications line by the input of the identification number and password through the Input/Output device, and inputting the matters through an Input/Output Device", the phrase "must submit the document prepared by using Form 1 (limited to those containing the number obtained by connecting the Input/Output Device used by the Notifier and the computer under Article 27-30-2 of the Act via a telecommunications line and inputting the matters to be stated in Form 1 and any other matters; hereinafter referred to as the 'Written Notice by Electronic Disclosure System') to the Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau (hereinafter collectively referred to as the 'Director-General of a Local Finance Bureau, etc.') to whom the document is to be submitted in cases where Electronic Disclosure Procedures or Discretionary Electronic Disclosure Procedures are carried out in writing" in Article 2, paragraph (1) of the Order on Electronic Procedures is deemed to be replaced with "must submit the document prepared using Form 26 of the Cabinet Office Order on Disclosure of Information on Regulated Securities (Ministry of Finance Order No. 22 of 1993) (limited to those stating the number obtained by connecting the Input/Output Device used by the Notifier and the computer under Article 27-30-2 of the Act via a telecommunications line and inputting the matters to be stated in Form 25 and any other matters; hereinafter referred to as the 'Written Notice of an Electronic Public Notice') to the Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau (hereinafter collectively referred to as the 'Director-General of a Local Finance Bureau, etc.') to whom the amendment report for the Annual Securities Report which is the subject of the Electronic Public Notice is to be submitted; provided, however, that this does not apply to cases where the notification under Article 2, paragraph (1) of the Cabinet Office Order on Special Provisions for Procedures by Use of Electronic Data Processing System for Disclosure (including as applied mutatis mutandis pursuant to Article 17-5, paragraph (1) of the Cabinet Office Order on Disclosure of Corporate Affairs (Ministry of Finance Order No. 5 of 1973), Article 9, paragraph (1) of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990), and Article 3, paragraph (1) of the Cabinet Office Order on Disclosure Required for Tender Offer for Listed Share Certificates by Issuers (Ministry of Finance Order No. 95 of 1994)) has been already given", the term "Written Notice by Electronic Disclosure System" in Article 2, paragraph (2) of the Order on

Electronic Procedures is deemed to be replaced with "Written Notice of an Electronic Public Notice", the phrase "Electronic Disclosure Procedures or Discretionary Electronic Disclosure Procedures" in that paragraph is deemed to be replaced with "Electronic Public Notice" and the term "Written Notice by Electronic Disclosure System" in paragraph (3) through paragraph (5) of that Article is deemed to be replaced with "Written Notice of an Electronic Public Notice".

- (2) If a person who gives the public notice under Article 24-2, paragraph (2) of the Act gives public notice by publication in a Daily Newspaper pursuant to the provisions of Article 4-2-4, paragraph (1), item (ii) of the Order, the publication must be made in a daily newspaper that publishes matters on current affairs nationwide.

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

Article 27-6 (1) A person who gives public notice as prescribed in Article 24-2, paragraph (2) of the Act, which pertains to Regulated Securities, and who intends to obtain the approval under Article 4-2-4, paragraph (3) of the Order must submit a document including the following matters to the Director-General of the Kanto Local Finance Bureau, to whom an amendment report pertaining to the public notice is to be submitted:

- (i) the trade name or name of the person who gives public notice;
 - (ii) the location of the head office or principal office of the person who gives public notice;
 - (iii) the grounds for 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 means specified by Cabinet Office Order, referred to in Article 4-2-4, paragraph (3) of the Order, which pertain to Regulated Securities, are as follows:
- (i) the method of publication in a Daily Newspaper that publishes matters on current affairs nationwide; or
 - (ii) the method specified by the Commissioner of the Financial Services Agency.

(Public Notice on Details of Interruption of Public Notice)

Article 27-7 If a person who gives public notice prescribed in Article 24-2, paragraph (2) of the Act, which pertains to Regulated Securities, gives public notice on the details of an interruption of public notice pursuant to the provisions of Article 4-2-4, paragraph (4), item (iii) of the Order, public notice of the following matters are to be given by appending those matters to the 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.

(Requirements for Submitting Foreign Company Amendment Report)

Article 27-8 The cases specified by Cabinet Office Order, referred to in Article 24, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 24-2, paragraph (4) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in paragraph (2) of the following Article), are the cases where the Commissioner of the Financial Services Agency approves the submission of a document which is similar to an amendment report Disclosed in a Foreign State and which is written in English (the document is referred to as a "Foreign Company Amendment Report" in paragraph (1) of the following Article) in lieu of an amendment report by a Reporting Foreign Company, as a submission that would not impair the public interest or the protection of investors in light of its terminology, forms, and preparation methods.

(Submission of Foreign Company Amendment Report)

Article 27-9 (1) The provisions of Article 27-3 (excluding paragraph (5), items (iii) and (iv)) apply mutatis mutandis to cases where a Reporting Foreign Company submits a Foreign Company Amendment Report.

(2) The other documents specified by Cabinet Office Order, referred to in Article 24, paragraph (9) of the Act as applied mutatis mutandis pursuant to Article 24-2, paragraph (4) of the Act, are the documents including the following matters written in Japanese:

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

(Contents of Semiannual Securities Report)

Article 28 (1) An Issuer of Regulated Securities who is to submit a Semiannual Securities Report pursuant to the provisions of Article 24-5, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (3) of that Article must prepare three copies of Semiannual Securities Reports (if the Regulated Securities are Beneficiary Certificates Backed by Assets in Trust, and the Competent Local Finance Bureau, etc. for the Originator is different from the Competent Local Finance Bureau, etc. for the Trustee, the number of copies is the number obtained by adding three to the number of the different Competent Local Finance Bureaus, etc. for the Originators) using the form specified in the following items according to the category of Regulated Securities set forth in the respective items and must submit them to the Director-General of the

Kanto Local Finance Bureau:

- (i) Domestic Investment Trust Beneficiary Certificates: Form 10;
 - (ii) Foreign Investment Trust Beneficiary Certificates: Form 10-2;
 - (iii) Domestic Investment Securities: Form 10-3;
 - (iv) Foreign Investment Securities: Form 11;
 - (v) Domestic Asset Backed Securities: Form 11-2;
 - (vi) Foreign Asset Backed Securities: Form 11-3;
 - (vii) Domestic Beneficiary Certificates Backed by Assets in Trust: Form 11-4;
 - (viii) Foreign Beneficiary Certificates Backed by Assets in Trust: Form 11-5;
 - (ix) Domestic Trust Beneficiary Certificates, Domestic Trust Corporate Bond Certificates, and Domestic Trust Beneficial Interests: Form 12;
 - (x) Foreign Trust Beneficiary Certificates, Foreign Trust Corporate Bond Certificates, Foreign Trust Beneficial Interests, and Foreign Loan Trust Beneficiary Certificates: Form 12-2;
 - (xi) Domestic Mortgage Securities: Form 12-3;
 - (xii) Foreign Mortgage Securities: Form 12-4;
 - (xiii) Domestic Rights in Securities Investment Business, etc.: Form 12-5;
 - (xiv) Foreign Rights in Securities Investment Business, etc.: Form 12-6;
 - (xv) Beneficiary Certificates of Regulated Securities in Trust: the forms specified in item (i) through item (xii) according to the category of Regulated Securities set forth in the respective items with regard to the Entrusted Securities pertaining to the relevant Beneficiary Certificates of Regulated Securities in Trust; and
 - (xvi) Specified Depository Receipts: the forms specified in item (i) through item (xii) according to the category of Regulated Securities set forth in the respective items with regard to the Regulated Securities pertaining to the rights indicated on the relevant Specified Depository Receipts.
- (2) The provisions of Article 9, paragraph (1) apply mutatis mutandis to cases where an Issuer of Foreign Regulated Securities submits a Semiannual Securities Report as prescribed in Article 24-5, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (3) of that Article.
- (3) The following documents must be attached to the Semiannual Securities Report that is to be submitted by an Issuer of Foreign Regulated Securities. In this case, if those documents have not been written in Japanese, Japanese translations thereof must be attached; provided, however, that if those documents have the same content as documents attached to a Semiannual Securities Report which was submitted for Regulated Securities that are of the same class of Regulated Securities pertaining to the Semiannual Securities Report within five years prior to the submission of the Semiannual Securities Report, that document is excluded:
- (i) a document demonstrating that the representative person of the Issuer

- listed in a Semiannual Securities Report is a person who has legitimate authority for the submission of the Semiannual Securities Report; and
- (ii) a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer for any acts concerning the submission of the Semiannual Securities Report.
- (4) In cases of submitting a Semiannual Securities Report pursuant to the provisions of paragraph (1), if the securities are Issuers of Trust Beneficiary Certificates or Trust Beneficial Interests, the phrases "Beneficiary Certificates Backed by Assets in Trust" and "Competent Local Finance Bureau, etc. for the Originator" in that paragraph are deemed to be replaced with "Trust Beneficiary Certificates or Trust Beneficial Interests" and "Competent Local Finance Bureau, etc. for the Initial Settlor" respectively and the provisions of that paragraph apply.

(Requirements for Submission of Foreign Company Semiannual Securities Report)

Article 28-2 The cases specified by Cabinet Office Order, referred to in Article 24-5, paragraph (7) of the Act, which pertain to Regulated Securities, are the cases where the Commissioner of the Financial Services Agency approves the submission of a Foreign Company Semiannual Securities Report in lieu of a Semiannual Securities Report by a Reporting Foreign Company as a submission that would not impair the public interest or the protection of investors, in light of its terminology, forms, and preparation methods.

(Submission of Foreign Company Semiannual Securities Report)

- Article 28-3 (1) A Reporting Foreign Company that intends to submit a Foreign Company Semiannual Securities Report pursuant to the provisions of Article 24-5, paragraph (7) of the Act must submit three copies of the Foreign Company Semiannual Securities Report and the Supplementary Documents (meaning Supplementary Documents as prescribed in paragraph (8) of that Article (including as applied mutatis mutandis pursuant to Article 27 of the Act; hereinafter the same applies in this Article and Article 28-5, paragraph (2)); the same applies in Article 28-5, paragraph (2), item (i) thereof to the Director-General of the Kanto Local Finance Bureau.
- (2) The provisions of Article 9, paragraph (1) apply mutatis mutandis pursuant to cases where a Reporting Foreign Company submits a Foreign Company Semiannual Securities Report pursuant to the provisions of Article 24-5, paragraph (7) of the Act.
- (3) The matters specified by Cabinet Office Order as those necessary and appropriate for the public interest or the protection of investors among the matters included in the Foreign Company Semiannual Securities Report,

referred to in Article 24-5, paragraph (8) of the Act, are the matters corresponding to the matters to be included in the items specified in the following items according to the category of the forms set forth in the respective items:

- (i) Form 10-2: "1. Investment Status of Fund";
 - (ii) Form 11: "(1) Transition of Major Management Indicators, etc." from "1. Overview of Foreign Investment Corporation";
 - (iii) Form 11-3: "1. Positions of Assets Constituting Collateralized Assets" and "2. Outline of Accounting of Assets Under Management";
 - (iv) Form 11-5: "1. Positions of Assets Constituting Specified Trust Property" and "2. Accounting Status of Specified Trust Property";
 - (v) Form 12-2: "1. Positions of Assets Constituting Trust Property", "2. Investment Risks" and "3. Accounting Status of Trust Property";
 - (vi) Form 12-4: "Section 1. Status of Loan Claims", "Section 2. Status of Properties Subject to Foreign Mortgage Securities", "Section 3. Accounting Status of the Issuer" and "Section 4. Overview of Accounting of Debtor Relating to Loan Claims"; and
 - (vii) Form 12-6: "(1) Transition of Major Management Indicators, etc." from "1. Overview of Foreign Partnership, etc."
- (4) The matters specified by Cabinet Office Order as those necessary and appropriate for the public interest or the protection of investors among the matters not included in the Foreign Semiannual Securities, referred to in Article 24-5, paragraph (8) of the Act, are, among the matters to be included in a Semiannual Securities Report prepared using the forms set forth in the items of the preceding paragraph but which have not been included in the Foreign Company Semiannual Securities Report (referred to as "matters not included in a Foreign Company Semiannual Securities Report" in item (i) of the following paragraph), the matters stating the matters to be stated in the respective items in Japanese or English (if those matters are written in English, a Japanese translation of the summary thereof must be attached).
- (5) The other documents specified by Cabinet Office Order, referred to in Article 24-5, paragraph (8) of the Act, which pertain to Regulated Securities, are as follows:
- (i) a document in which matters not included in a Foreign Company Semiannual Securities Report (excluding the matters specified in paragraph (3)) are written in Japanese or English;
 - (ii) a comparative table of matters to be included in a Semiannual Securities Report prepared using the form set forth in the items of paragraph (3) and those that correspond to those matters included in a Foreign Company Semiannual Securities Report;
 - (iii) a document demonstrating that the representative person of the Reporting

Foreign Company included in a Foreign Company Semiannual Securities Report is a person who has legitimate authority for the submission of the Foreign Company Semiannual Securities Report;

- (iv) a document demonstrating that the Reporting Foreign Company has granted a person who has an address in Japan the authority to represent the Reporting Foreign Company for any acts concerning the submission of the relevant Foreign Company Semiannual Securities Report; and
 - (v) a document prepared using Form 10-2-2.
- (6) When the documents set forth in items (iii) and (iv) of the preceding paragraph have not been written in Japanese or English, Japanese or English translations thereof must be attached.

(Requirements for Submission of Foreign Company Semiannual Amendment Report)

Article 28-4 The cases specified by Cabinet Office Order, referred to in Article 24-5, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 24-5, paragraph (12) of the Act (including the cases where applied pursuant to Article 27 of the Act; the same applies in paragraph (2) of the following Article), are the cases where the Commissioner of the Financial Services Agency approves the submission of a document which is similar to the amendment report disclosed in a Foreign State and which is written in English (the document is referred to as an "Foreign Company Semiannual Amendment Report" in paragraph (1) of the following Article) in lieu of an amendment report by a Reporting Foreign Company, as a submission that would not impair the public interest or the protection of investors in light of its terminology, forms, and preparation methods.

(Submission of Foreign Company Semiannual Amendment Report)

- Article 28-5 (1) The provisions of Article 28-3 (excluding paragraph (5), items (iii) and (iv)) apply mutatis mutandis to cases where a Reporting Foreign Company submits a Foreign Company Semiannual Amendment Report.
- (2) The other documents specified by Cabinet Office Order, referred to in Article 24-5, paragraph (8) of the Act as applied mutatis mutandis pursuant to paragraph (12) of that Article, are the documents including the following matters written in Japanese:
- (i) the submission date of the Foreign Company Semiannual Report that is subject to the amendment and the Supplementary Documents thereto;
 - (ii) the reason for the amendment; and
 - (iii) the parts to be amended and the contents of the amendment.

(Submission of Documents Substituting Part of Semiannual Securities Report)

Article 28-6 (1) The rules specified by Cabinet Office Order, referred to in Article 24-5, paragraph (13) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter), are rules of a Financial Instruments Firms Association.

(2) An Issuer of Regulated Securities who intends to submit Documents Substituting Part of a Semiannual Securities Report (meaning Documents Substituting Part of a Semiannual Securities Report as prescribed in Article 24-5, paragraph (13) of the Act; the same applies hereinafter) pursuant to the provisions of that paragraph must prepare three copies of the Documents Substituting Part of a Semiannual Securities Report and must submit them, along with the Semiannual Securities Report prescribed in Article 24-5, paragraph (1) of the Act as applied following the deemed replacement of terms pursuant to the provisions of Article 24-5, paragraph (13) of the Act (hereinafter referred to as "Original Semiannual Securities Report" in the following paragraph), to the Director-General of the Kanto Local Finance Bureau.

(3) If an Issuer of Regulated Securities who intends to submit Documents Substituting Part of a Semiannual Securities Report pursuant to the provisions of Article 24-5, paragraph (13) of the Act, intends to obtain the approval prescribed in that paragraph, the Issuer must submit a written application for approval including the following matters to the Director-General of the Kanto Local Finance Bureau immediately on or after the day on which six months have elapsed from the commencement of the Specified Period pertaining to Original Semiannual Securities Report:

- (i) the Specified Period pertaining to the Original Semiannual Securities Report;
- (ii) the grounds for requiring the approval for the submission of the Documents Substituting Part of a Semiannual Securities Report; and
- (iii) the clauses of the laws and regulations or provisions of the rules of a Financial Instruments Exchange or a Financial Instruments Firms Association that form the grounds for the preparation of the Documents Substituting Part of a Semiannual Securities Report.

(4) The provisions of Article 9, paragraph (1) apply mutatis mutandis to cases where an Issuer of Foreign Regulated Securities submits the written application for approval specified in the preceding paragraph.

(5) The following documents must be attached to the written application for approval prescribed in paragraph (3):

- (i) if the person who submits the written application for approval is an Issuer of Foreign Regulated Securities, a document demonstrating that the representative person of the Issuer is a person who has legitimate authority for the submission of the written application for approval;

- (ii) if the person who submits the relevant written application for approval is an Issuer of Foreign Regulated Securities, a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer of Foreign Regulated Securities for any acts concerning the submission of the written application for approval;
 - (iii) if the person who submits the written application for approval is an Issuer of Foreign Regulated Securities, a legal opinion letter by legal experts stating that the matters concerning laws and regulations or practices included in the written application for approval are true and accurate, as well as the relevant provisions of the relevant laws and regulations set forth in the legal opinion letter; and
 - (iv) when the documents set forth in the preceding items have not been written in Japanese, Japanese translations thereof.
- (6) If the application for approval set forth in paragraph (3) is filed, and the Director-General of the Kanto Local Finance Bureau finds that it would not impair the public interest or the protection of investors in light of the clauses of laws and regulations or the provisions of rules set forth in item (iii) of that paragraph and the status of compliance with these, the Director-General is to approve the submission of Documents Substituting Part of a Semiannual Securities Report pertaining to the Specified Period set forth in item (i) of that paragraph and each subsequent Specified Period.
- (7) If the Director-General of the Kanto Local Finance Bureau finds that the grounds for approval set forth in the preceding paragraph have been extinguished, the Director-General may revoke the approval with effect from then on.

(Contents of Extraordinary Report)

- Article 29 (1) The cases specified by Cabinet Office Order, referred to in Article 24-5, paragraph (4) of the Act, which pertain to Regulated Securities, are the cases set forth in the items of the following paragraph (in cases set forth in item (x) or item (xiii) of that paragraph, excluding cases where the Issuer of Regulated Securities set forth in Article 23, item (ii), pursuant to the rules of the Financial Instruments Firms Association to which the Issuer belongs as a member, publicizes the name of the Fund, etc. and the matters set forth in item (x) or (xiii) of the following paragraph, which pertain to the Regulated Securities, by making the matters that are recorded in a file stored on the computer used by the Financial Instruments Firms Association available for inspection via a telecommunications line).
- (2) An Issuer of Regulated Securities, who is to submit an Extraordinary Report pursuant to the provisions of Article 24-5, paragraph (4) of the Act, must prepare three copies (if the relevant Regulated Securities are Beneficiary

Certificates Backed by Assets in Trust and the Competent Local Finance Bureau, etc. for the Originator is different from the Competent Local Finance Bureau, etc. for Trustee, the number of copies obtained by adding three to the number of the different Competent Local Finance Bureau, etc. for the Originator) of the Extraordinary Report including the matters specified in the following items according to the category of cases set forth in the respective items, and submit them to the Director-General of the Kanto Local Finance Bureau:

- (i) if a Public Offering (if the Regulated Securities are the Paragraph (1) Securities as prescribed in Article 2, paragraph (3) of the Act, limited to a Public Offering made to 50 or more persons on the same conditions) or Secondary Distribution (if the Regulated Securities are the Paragraph (1) Securities as prescribed in paragraph (3) of that Article, limited to a Secondary Distribution of Securities prescribed in paragraph (4) of that Article that is made to 50 or more persons on the same conditions; the same applies hereinafter in this item) of Regulated Securities that are of the same class of Regulated Securities issued by the Issuer is conducted in an area outside of Japan: the following matters:
 - (a) the name of the Regulated Securities;
 - (b) the volume of issuance or distribution;
 - (c) the issue price or distribution price;
 - (d) the total amount of the issue value or the total amount of the distribution value;
 - (e) the name of the Underwriter or the person who conducts the Secondary Distribution;
 - (f) the areas where the Public Offering or Secondary Distribution is to be conducted;
 - (g) the date of issuance or transfer; and
 - (h) in cases a Public Offering or Secondary Distribution of Investment Equity Subscription Rights Certificates, the following matters beyond the matters set forth in (a) through (g):
 - 1. the contents and the number of units of the investment securities subject to the investment equity subscription rights;
 - 2. the amount to be paid in upon exercise of the investment equity subscription rights;
 - 3. the exercise period for the investment equity subscription rights;
 - 4. the conditions for exercise of the investment equity subscription rights; and
 - 5. the matters concerning the transfer of the investment equity subscription rights;
- (ii) if a change to a major Affiliated Juridical Person of the Fund, etc.

pertaining to the Regulated Securities issued by the Issuer (meaning that a juridical person who was an Affiliated Juridical Person ceases to be an Affiliated Juridical Person, or a juridical person who was not an Affiliated Juridical Person has become an Affiliated Juridical Person; hereinafter the same applies in this item) is decided by the body that is responsible for making decisions on the execution of business of the Issuer (if the Issuer is an Issuer of the Regulated Securities set forth in Article 23, item (ii), the body that is responsible for making decisions on the management, investment or disposition of the Fund, etc. pertaining to the Regulated Securities; hereinafter referred to as the "body responsible for making decisions on execution of business" in this item and item (xiv)) (excluding cases where the Issuer has already submitted a Securities Registration Statement including the following matters in addition to the decision of the change to the major Affiliated Juridical Person (including an amended statement thereof; hereinafter the same applies in this item and the following item)), or there is a change to a major Affiliated Juridical Person (excluding cases where the Issuer has already submitted an Extraordinary Report stating that the change to the major Affiliated Juridical Person was decided by the body responsible for making decisions on execution of business of the Issuer or a Securities Registration Statement including the following matters in addition to the fact that the decision was made or the Issuer has already submitted a Securities Registration Statement including the following matters in addition to the fact that the major Affiliated Juridical Person was changed): the following matters:

- (a) the name of the major Affiliated Juridical Person, amount of the stated capital, and outline of the relevant business; and
- (b) the grounds for and date of the change;

(iii) if there is a material change with respect to basic policy, investment system, investment restrictions, or distribution policy of interest or dividends concerning the investment of Funds pertaining to the Investment Trust Securities issued by the Issuer; the status of Collateralized Assets or a plan concerning securitization pertaining to Asset Backed Securities issued by the Issuer; the status of Specified Trust Property or a plan concerning securitization of assets pertaining to Beneficiary Certificates Backed by Assets in Trust issued by the Issuer; or the status of trust property pertaining to Trust Beneficiary Certificates or Trust Beneficial Interests issued by the Issuer (excluding cases where the Issuer submits a Securities Registration Statement including the following matters in addition to the fact that there has been the change): the following matters:

- (a) the outline of the contents of the change; and
- (b) the date of the change;

- (iv) if an Annual Securities Report is submitted every six months pursuant to the proviso to Article 23 (including cases where the day following a holiday is stipulated as the last day of the Specified Period pursuant to the proviso to that Article and the Annual Securities Report pertaining to that period is submitted), and the accounting period of a trust pertaining to the relevant Regulated Securities (if the accounting period is less than three months, it may be stipulated as three months) expires: a document concerning the accounting during the accounting period of the Fund, etc. pertaining to the Regulated Securities;
- (v) if a serious disaster related to a Fund, etc. pertaining to the Regulated Securities issued by the Issuer (meaning a disaster in which the book value of the assets (excluding securities) of the Fund, etc. that have been damaged by the disaster is an amount equivalent to 3 percent or more of the amount of net assets (meaning the amount obtained by deducting the total amount of liabilities from the total amount of assets (when there remains any negative amount from the deduction, the negative amount is omitted); hereinafter the same applies in this paragraph) as of the last day of the most recent Specified Period of the Fund, etc.) has occurred and then ceased, and when the damage by the serious disaster is found to have material influence on the investment performance of the Fund, etc.: the following matters:
 - (a) the date on which the serious disaster occurred;
 - (b) the location where the serious disaster occurred;
 - (c) the type and book value of the assets (excluding securities) that have been damaged by the serious disaster, and the insurance amount paid for the damages; and
 - (d) the influence of damages by the serious disaster on the investment performance of the Fund, etc.;
- (vi) if a suit has been filed against the Issuer or a major Affiliated Juridical Person of a Fund, etc. pertaining to the Regulated Securities issued by the Issuer (limited to a major Affiliated Juridical Person of a Fund, etc. pertaining to the Regulated Securities set forth in Article 23, item (ii); hereinafter the same applies in this item) (in the case of a suit involving the Regulated Securities set forth in item (ii) of that Article, limited to a suit related to an obligation for which the Issuer or the major Affiliated Juridical Person is liable to perform using the property that belongs to the Fund, etc.; hereinafter the same applies in this item) and the amount of claimed damages in the suit (in the case of a suit involving the Regulated Securities set forth in item (ii) of that Article, limited to the amount of claimed damages for an obligation for which the Issuer or the major Affiliated Juridical Person is liable to perform using the property that belongs to the Fund, etc.; the same applies in (d)) is an amount equivalent to 15 percent or

more of the amount of net assets of the Fund, etc. pertaining to the Regulated Securities issued by the Issuer as of the last day of the most recent Specified Period, or if a suit filed against the Issuer or a major Affiliated Juridical Person of a Fund, etc. pertaining to the Regulated Securities issued by the Issuer is settled and the amount to be paid for the damages by the settlement of the suit (in the case of a suit involving the Regulated Securities set forth in that item, limited to the amount to be paid for damages for an obligation for which the Issuer or the major Affiliated Juridical Person is liable to perform using the property that belongs to the Fund, etc. pertaining to the Regulated Securities; the same applies in (d), 2.) is an amount equivalent to 3 percent or more of the amount of net assets as of the last day of the most recent Specified Period of the Fund, etc.: the following matters:

- (a) if the person sued in the suit is a major Affiliated Juridical Person of a Fund, etc. pertaining to the Regulated Securities issued by the Issuer, its name and address and the name of its representative person;
- (b) the date on which the suit was filed;
- (c) the name, address, and name of the representative person of the person who filed the suit (when the person is an individual, the name and address of the person);
- (d) the content of the suit and the amount of claimed damages; and
- (e) if the suit has been settled, the following matters:
 - 1. the date on which the suit was settled; and
 - 2. the content of the settlement of the suit and the amount to be paid for the damages;
- (vii) if the conclusion of a contract for an absorption-type merger (meaning an absorption-type merger as prescribed in Article 147, paragraph (1) of the Act on Investment Trusts and Investment Corporations; hereinafter the same applies in this item) in which the amount of assets of the Issuer (limited to an investment corporation; hereinafter the same applies in this item and the following item) is expected to increase by 10 percent or more of the amount of net assets of the Issuer as of the last day of the most recent Specified Period, an absorption-type merger in which the operating revenues of the Issuer are expected to increase by 3 percent or more of the operating revenues of the Issuer in the most recent Specified Period (if the Issuer's Specified Period is six months, the total amount of operating revenues in each Specified Period of the most recent set of consecutive Specified Periods (meaning a set of two consecutive Specified Periods; the same applies in item (xii))), or an absorption-type merger in which the Issuer to be absorbed is approved by the board of officers of the Issuer: the following matters:
 - (a) the following matters concerning the investment corporation that is the

counterparty to the absorption-type merger:

1. the trade name, location of the head office, name of the executive officer, total amount of contributions, amount of net assets, amount of total assets, and subject and policy of asset investment;
 2. the operating revenues, operating profit, ordinary profit, and net income in each Specified Period that closed during the latest three-year period;
 3. the names of the Major Investors (meaning the five largest investors (meaning investors as prescribed in Article 2, paragraph (16) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter) in order of the number of units of Investment Equity (meaning investment equity as prescribed in paragraph (14) of that Article; the same applies hereinafter) they hold; hereinafter the same applies in 3. and (a), 3. of the following item), and the ratio of the number of units of Investment Equity held by the Major Investors to the total number of Issued Investment Equity (meaning issued investment equity as prescribed in Article 77-2, paragraph (1) of that Act; the same applies hereinafter); and
 4. the capital relationship, personnel relationship, and business relationship with the Issuer;
- (b) the purpose of the absorption-type merger;
- (c) the method of the absorption-type merger, the number of units of Investment Equity of the investment corporation which becomes the corporation surviving the absorption-type merger (meaning the corporation surviving the absorption-type merger as prescribed in Article 147, paragraph (1), item (i) of the Act on Investment Trusts and Investment Corporations; the same applies in (e)) or the amount of money that is allotted for each one unit of Investment Equity of the investment corporation which becomes a corporation disappearing in absorption-type merger (meaning the corporation disappearing in absorption-type merger as prescribed in that item) (hereinafter referred to as the "contents of allotment through the absorption-type merger" in (d)) and other contents of the absorption-type merger agreement;
- (d) the grounds for calculation of the contents of allotment through the absorption-type merger (if a person other than the Issuer or the investment corporation that is the counterparty to the absorption-type merger calculates the contents of allotment through the absorption-type merger, and the Issuer decides the contents of allotment through the absorption-type merger based on the calculation, the name of the person who calculated the contents of allotment through the absorption-type merger is included); and
- (e) the trade name, location of the head office, name of the executive officer,

total amount of contributions, amount of net assets, amount of total assets, and subject and policy of asset investment of the investment corporation which becomes a corporation surviving the absorption-type merger after the absorption-type merger;

(viii) if the conclusion of a contract for a consolidation-type merger (meaning a consolidation-type merger as prescribed in Article 148, paragraph (1) of the Act on Investment Trusts and Investment Corporations; hereinafter the same applies in this item) is approved by the board of officers of the Issuer: the following matters:

- (a) the following matters concerning an investment corporation that becomes a corporation disappearing in the consolidation-type merger (meaning a corporation disappearing in the consolidation-type merger as prescribed in Article 148, paragraph (1), item (i) of the Act on Investment Trusts and Investment Corporations; hereinafter the same applies in this item) other than the Issuer involved in the consolidation-type merger:
 - 1. the trade name, location of the head office, name of the executive officer, total amount of contributions, amount of net assets, amount of total assets, and subject and policy of asset investment;
 - 2. the operating revenues, operating profit, ordinary profit, and net income in each Specified Period that closed during the latest three-year period;
 - 3. the names of the Major Investors and the ratio of the number of units of Investment Equity held by the Major Investors to the total number of Issued Investment Equity; and
 - 4. the capital relationship, personnel relationship, and business relationship with the Issuer;
- (b) the purpose of the consolidation-type merger;
- (c) the method of the consolidation-type merger, the number of units of Investment Equity of the investment corporation which becomes the corporation incorporated in the consolidation-type merger (meaning the corporation incorporated in the consolidation-type merger as prescribed in Article 148, paragraph (1), item (ii) of the Act on Investment Trusts and Investment Corporations; the same applies in (e)) or the amount of money that is allotted for each one unit of Investment Equity of the investment corporation which becomes a corporation disappearing in consolidation-type merger (hereinafter referred to as the "contents of allotment through the consolidation-type merger" in (d)) and other contents of the consolidation-type merger agreement;
- (d) the grounds for calculation of the contents of allotment through the consolidation-type merger (if a person other than the Issuer or the investment corporation that becomes a corporation disappearing in the consolidation-type merger other than the Issuer calculates the contents of

- allotment through the consolidation-type merger, and the Issuer decides the contents of allotment through the consolidation-type merger based on the calculation, the name of the person who calculated the contents of allotment through the consolidation-type merger is included); and
- (e) the trade name, location of the head office, name of the executive officer, total amount of contributions, amount of net assets, amount of total assets, and subject and policy of asset investment of the investment corporation which becomes a corporation incorporated in the consolidation-type merger after the consolidation-type merger;
- (ix) if the Issuer makes a notification of the consolidation (meaning the consolidation as prescribed in Article 16, item (ii) of the Act on Investment Trusts and Investment Corporations (including as applied mutatis mutandis pursuant to Article 54, paragraph (1) and Article 59 of that Act; the same applies in item (xiv)); excluding the consolidation that qualifies as the consolidation prescribed in Article 29-2, Article 91-2 or Article 99-2 of the Regulation for Enforcement of the Act on Investment Trusts and Investment Corporations (Prime Minister's Office Order No. 129 of 2000)) of Funds pursuant to the provisions of Article 16 of that Act (including as applied mutatis mutandis pursuant to Article 54, paragraph (1) and Article 59 of that Act; the same applies in item (xiv)): the following matters:
- (a) the names of the Funds involved in the consolidation;
- (b) the name of the Fund after the consolidation;
- (c) the contents of and grounds for the consolidation;
- (d) the day on which the consolidation becomes effective; and
- (e) if any conditions for suspension of the consolidation are to be provided, the conditions;
- (x) if the filing of a petition for commencement of rehabilitation proceedings under the provisions of the Civil Rehabilitation Act (Act No. 225 of 1999), a petition for commencement of reorganization proceedings under the provisions of the Corporate Reorganization Act (Act No. 154 of 2002), a petition for commencement of bankruptcy proceedings under the provisions of the Bankruptcy Act (Act No. 75 of 2004) or a fact equivalent thereto (hereinafter collectively referred to as a "petition for commencement of bankruptcy proceedings, etc." in this item and the following item) occurs with regard to the Issuer, a major Affiliated Juridical Person of a Fund, etc. pertaining to the Regulated Securities issued by the Issuer, or a trust pertaining to the Regulated Securities issued by the Issuer (limited to the Regulated Securities set forth in Article 23, item (ii)): the following matters:
- (a) the name, address, and name of the representative person of the person who filed the petition for commencement of bankruptcy proceedings, etc. (if the person is an individual, the name and address of the person; excluding

- cases where the person who filed the petition for commencement of bankruptcy proceedings, etc. is the Issuer);
- (b) the date on which the petition for commencement of bankruptcy proceedings, etc. has been filed;
 - (c) the particulars that led to the filing of the petition for commencement of bankruptcy proceedings, etc.; and
 - (d) the contents of the petition for commencement of bankruptcy proceedings, etc.;
- (xi) if a dishonor of a negotiable interest or check, the filing of a petition for commencement of bankruptcy proceedings, etc., or any other fact equivalent thereto occurs with regard to a person who incurs obligations to the Issuer and a person whose obligations are guaranteed by the Issuer (in the case of the Regulated Securities set forth in Article 23, item (ii), a person who incurs obligations related to the claims that belong to the Fund, etc. pertaining to the Regulated Securities; hereinafter referred to as an "obligor, etc." in this item), and the collection of accounts receivable, loaned money, rent or any other claims held against the obligor, etc., the amount of which is equivalent to 3 percent or more of the amount of net assets of the Fund, etc. pertaining to the Regulated Securities issued by the Issuer as of the last day of the most recent Specified Period is likely to become impossible or delayed: the following matters:
- (a) the name, address, name of the representative person, and amount of stated capital or contributions of the obligor, etc. (if the obligor, etc. is an individual, the name and address);
 - (b) the fact that occurred regarding the obligor, etc. and the date on which the fact occurred;
 - (c) the type and amount of claims held against the obligor, etc., and the contents and amount of the guarantee obligations; and
 - (d) the influence of the fact on the management, investment or disposition of the Fund, etc.;
- (xii) if an event (meaning an event that is equivalent to significant post-balance sheet events as prescribed in Article 8-4 of the Regulation on Financial Statements and in which the amount of influence on the profits and losses is equivalent to 3 percent or more of the amount of net assets of the Fund, etc. as of the last day of the most recent Specified Period or equivalent to 20 percent or more of the average amount of the net income of the Funds, etc. over the most recent five sets of consecutive Specified Periods (if the Issuer's Specified Period is six months, the total net income (meaning the total amount of net income or the total amount of net income and net loss (limited to cases where the total amount exceeds zero) in each Specified Period over one set of consecutive Specified Periods) over the most recent five

- sets of consecutive Specified Periods (limited to those that close on the day preceding the date of commencement of a set of consecutive Specified Periods (including the most recent set of consecutive Specified Periods))))which may have serious effects on the financial position, operating results and cash flow status of the Fund, etc. pertaining to the Regulated Securities issued by the Issuer: the following matters:
- (a) the date on which the event occurred;
 - (b) the contents of the event; and
 - (c) the amount of influence that the event has on the profits and losses;
- (xiii) if a disposition to rescind registration or suspend business or any other disposition equivalent thereto under laws and regulations by an administrative agency (including a disposition equivalent thereto under laws and regulations of a foreign state; hereinafter the same applies in this item) is given to the Issuer, a major Affiliated Juridical Person of a Fund, etc. pertaining to the Regulated Securities issued by the Issuer, or a trust pertaining to the Regulated Securities issued by the Issuer (limited to the Regulated Securities set forth in Article 23, item (ii)), in connection with the management, investment or disposition of the Fund, etc. pertaining to the Regulated Securities issued by the Issuer: the following matters:
- (a) the date of the disposition;
 - (b) the name of the Issuer, major Affiliated Juridical Person or trust, and the name of the administrative agency that has given the disposition;
 - (c) the contents of the disposition; and
 - (d) the influence of the disposition on the management, investment or disposition of the Fund, etc.; and
- (xiv) if dissolution of the Issuer or termination of a trust pertaining to the Regulated Securities set forth in Article 23, item (ii) issued by the Issuer (hereinafter referred to as "dissolution, etc." in this item) or submission of a proposal concerning resolution (meaning resolution of an investors' meeting or beneficiaries' meeting or anything equivalent thereto) on dissolution, etc. is decided by the body responsible for making decisions on execution of business of the Issuer (excluding cases where approval set forth in item (vii) or item (viii) is granted or a decision is made on making a notification pursuant to the provisions of Article 16 of the Act on Investment Trusts and Investment Corporations with regard to consolidation (meaning consolidation as prescribed in Article 16, item (ii) of that Act) of Funds): the following matters:
- (a) the date of the dissolution, etc.;
 - (b) the reasons that led to making the decision on the dissolution, etc.; and
 - (c) if the Issuer provides information concerning the decision on the dissolution, etc. to holders of the Regulated Securities issued thereby or

makes the information available for public inspection under laws and regulations, a statement to that effect.

- (3) The provisions of Article 9, paragraph (1) apply *mutatis mutandis* to cases where an Issuer of Foreign Regulated Securities submits the Extraordinary Report pursuant to the provisions of Article 24-5, paragraph (4) of the Act.
- (4) The following documents must be attached to the Extraordinary Report to be submitted by an Issuer of Foreign Regulated Securities. In this case, when the documents have not been written in Japanese, Japanese translations thereof must be attached; provided, however, that in cases where the Reporting Foreign Company submits a Foreign Company Extraordinary Report, and the following documents have not been written in Japanese or English, Japanese or English translations thereof must be attached:
 - (i) a document demonstrating that the representative person of the Issuer included in the Extraordinary Report is a person who has legitimate authority for the submission of the Extraordinary Report; and
 - (ii) a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the person who submits the Extraordinary Report for any acts concerning the submission of the Extraordinary Report.
- (5) In cases of submitting an Extraordinary Report pursuant to the provisions of paragraph (2), if the relevant securities are Issuers of Trust Beneficiary Certificates or Trust Beneficiary Interests, the phrases "Beneficiary Certificates Backed by Assets in Trust" and "Competent Local Finance Bureau, etc. for the Originator" in that paragraph are deemed to be replaced with "Trust Beneficiary Certificates or Trust Beneficial Interests" and "Competent Local Finance Bureau, etc. for the Initial Settlor" respectively and the provisions of that paragraph apply.

(Submission of Foreign Company Extraordinary Report)

- Article 29-2 (1) The cases specified by Cabinet Office Order, referred to in Article 24-5, paragraph (15) of the Act, are the cases where the reason for submission of an Extraordinary Report is written in Japanese, or other cases in which the Commissioner of the Financial Services Agency approves that the submission of a Foreign Company Extraordinary Report in lieu of an Extraordinary Report by a Reporting Foreign Company would not impair the public interest or the protection of investors.
- (2) A Reporting Foreign Company which intends to submit a Foreign Company Extraordinary Report pursuant to the provisions of Article 24-5, paragraph (15) of the Act must submit three copies of the Foreign Company Extraordinary Report to the Director-General of the Kanto Local Finance Bureau.

- (3) The provisions of Article 9, paragraph (1) apply mutatis mutandis to cases where an Issuer of Foreign Regulated Securities submits a Foreign Company Extraordinary Report pursuant to the provisions of Article 24-5, paragraph (15) of the Act.

(Documents Substituting Part of Extraordinary Report)

Article 29-3 (1) The rules specified by Cabinet Office Order, referred to in Article 24-5, paragraph (20) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; hereinafter the same applies in this Article), are rules of a Financial Instruments Firms Association.

- (2) An Issuer of Regulated Securities who intends to submit Documents Substituting Part of an Extraordinary Report (meaning Documents Substituting Part of an Extraordinary Report as prescribed in Article 24-5, paragraph (20) of the Act; hereinafter the same applies in this Article) pursuant to the provisions of that paragraph must prepare three copies of Documents Substituting Part of an Extraordinary Report and submit them, along with the Extraordinary Report prescribed in Article 24-5, paragraph (4) of the Act as applied following the deemed replacement of terms pursuant to the provisions of Article 24-5, paragraph (20) of the Act, to the Director-General of the Kanto Local Finance Bureau.
- (3) If an Issuer of Regulated Securities who intends to submit Documents Substituting Part of an Extraordinary Report pursuant to the provisions of Article 24-5, paragraph (20) of the Act, intends to obtain the approval prescribed in that paragraph, the Issuer must submit a written application for approval including the following matters to the Director-General of the Kanto Local Finance Bureau:
- (i) the grounds for requiring the approval for the submission of the Documents Substituting Part of an Extraordinary Report; and
 - (ii) the clauses of the laws and regulations or provisions of the rules of a Financial Instruments Exchange or a Financial Instruments Firms Association that form the grounds for the preparing the Documents Substituting Part of an Extraordinary Report.
- (4) The provisions of Article 9, paragraph (1) apply mutatis mutandis to cases where an Issuer of Foreign Regulated Securities submits the written application for approval specified in the preceding paragraph.
- (5) The following documents must be attached to the written application for approval prescribed in paragraph (3):
- (i) if the person who submits the relevant written application for approval is an Issuer of Foreign Regulated Securities, a document demonstrating that the representative person of the Issuer is a person who has legitimate authority for the submission of the written application for approval;

- (ii) if the relevant person who submits the written application for approval is an Issuer of Foreign Regulated Securities, a document demonstrating that the Issuer has granted a person who has an address in Japan the authority to represent the Issuer of Foreign Regulated Securities for any acts concerning the submission of the written application for approval;
 - (iii) if the person who submits the relevant written application for approval is an Issuer of Foreign Regulated Securities, a legal opinion letter by legal experts stating that the matters concerning laws and regulations or practices included in the written application for approval are true and accurate, as well as the relevant provisions of the relevant laws and regulations set forth in the legal opinion letter; and
 - (iv) when the documents set forth in the preceding items have not been written in Japanese, Japanese translations thereof.
- (6) If the application for approval set forth in paragraph (3) is filed, and the Director-General of the Kanto Local Finance Bureau finds that it would not impair the public interest or the protection of investors in light of the clauses of laws and regulations or the provisions of rules set forth in item (ii) of that paragraph and the status of compliance with these, the Director-General is to approve the submission of the Documents Substituting Part of an Extraordinary Report.

(Contents of Report on Repurchase)

Article 29-4 A person that is to submit a Report on Repurchase pursuant to the provisions of Article 24-6, paragraph (1) of the Act must prepare three copies of the Report on Repurchase using Form 25-3 and submit them to the Director-General of the Kanto Local Finance Bureau.

(Authority to Which Written Application for Approval Should Be Submitted)

Article 30 (1) The written application for approval under Article 4, paragraph (1) of the Order as applied mutatis mutandis pursuant to Article 4-2, paragraph (1) of the Order and the documents pertaining to the application under Article 25, paragraph (4) of the Act must be submitted to the Director-General of the Kanto Local Finance Bureau.

- (2) The documents concerning amendment or change to the documents which have been submitted to the Director-General of the Kanto Local Finance Bureau pursuant to the provisions of this Cabinet Office Order must be submitted to the Director-General of the Kanto Local Finance Bureau; provided, however, that when those documents are submitted in response to an order by the Commissioner of the Financial Services Agency for submission of an amended statement or amendment report under the provisions of Article 9, paragraph (1) or Article 10, paragraph (1) of the Act (including as applied

mutatis mutandis pursuant to Article 24-2, paragraph (1), Article 24-5, paragraph (5) or Article 24-6, paragraph (2) of the Act or cases where those provisions (excluding Article 24-6, paragraph (2) of the Act) are applied mutatis mutandis pursuant to Article 27 of the Act) or an Amended Shelf Registration Statement under the provisions of Article 23-9, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act) or Article 23-10, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to paragraph (5) of that Article or cases where those provisions are applied mutatis mutandis pursuant to Article 27 of the Act), they are to be submitted to the Commissioner of the Financial Services Agency.

(Keeping and Public Inspection of Securities Registration Statements)

Article 31 (1) The documents set forth in the items of Article 25, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies hereinafter) as related to Regulated Securities are kept and made available for public inspection at the Kanto Local Finance Bureau and the Local Finance Bureau that has jurisdiction over the location of the head office or the principal office of the person who submits those documents (if the Regulated Securities are Beneficiary Certificates Backed by Assets in Trust, limited to a trustee who is an Issuer of the Beneficiary Certificates Backed by Assets in Trust; or if the Regulated Securities are Trust Beneficiary Certificates or Trust Beneficial Interests, limited to a trustee who is an Issuer of the Trust Beneficiary Certificates or Trust Beneficial Interests) (if the person who submits those documents is a foreign person, the address of the person who has the authority to represent the foreign person pursuant to the provisions of Article 9, paragraph (1) (including as applied mutatis mutandis pursuant to other provisions of this Cabinet Office Order) or paragraph (2)) (if the location is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, the Fukuoka Local Finance Bureau).

(2) In addition to the Local Finance Bureau prescribed in the preceding paragraph, the documents set forth in the items of Article 25, paragraph (1) of the Act related to Beneficiary Certificates Backed by Assets in Trust, or Trust Beneficiary Certificates or Trust Beneficial Interests are kept and made available for public inspection at the Competent Local Finance Bureau, etc. for the Originator in cases of Beneficiary Certificates Backed by Assets in Trust and at the Competent Local Finance Bureau, etc. for the relevant settlor in cases of Trust Beneficiary Certificates or Trust Beneficial Interests.

Article 32 (1) If the person (excluding an individual) who has submitted the documents set forth in the items of Article 25, paragraph (1) of the Act as related to Regulated Securities makes a copy of those documents available for

public inspection pursuant to the provisions of paragraph (2) of that Article (including as applied mutatis mutandis pursuant to Article 27 of the Act; the same applies in the following paragraph), it must be made available during the business hours or operating hours of the head office or principal office and major branch offices or major secondary offices of the relevant Issuer.

- (2) If an Issuer of Foreign Regulated Securities has branch offices or offices in Japan, those branch offices or offices are to be included in the major branch offices or major secondary offices prescribed in Article 25, paragraph (2) of the Act.

(Methods of Delivery of Prospectus by Using Information and Communications Technology)

Article 32-2 (1) The cases specified by Cabinet Office Order, referred to in Article 27-30-9, paragraph (1) of the Act, which pertain to Regulated Securities, are the cases where a person who intends to provide the matters included in the Prospectus prescribed in that paragraph (hereinafter simply referred to as a "Prospectus" in this Article) (hereinafter the person is referred to as a "Prospectus Provider" in this Article), indicate in advance the type and contents 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 person who is to receive the Prospectus (hereinafter referred to as the "Prospectus Recipient" in this Article) and has obtained consent therefrom by electronic or magnetic means or by telephone or any other means pursuant to the provisions of paragraph (5) in advance.

- (2) The means specified by Cabinet Office Order, referred to in Article 27-30-9, paragraph (1) of the Act, which pertain to Regulated Securities, are the following methods:

(i) the methods using an Electronic Data Processing System that are set forth in (a) through (d):

(a) by transmitting the matters included in a Prospectus (hereinafter referred to as the "matters included in a Prospectus" in this Article) via a telecommunications line that links the computer used by the Prospectus Provider, etc. (meaning the Prospectus Provider or a person who keeps a file on the computer personally managed under the contract concluded with the Prospectus Provider and provides it to the Prospectus Recipient or the Prospectus Provider; hereinafter the same applies in this Article) and the computer used by a Prospectus Recipient, etc. (meaning the Prospectus Recipient or a person who keeps the Prospectus Recipient File (meaning a file to be used exclusively by the Prospectus Recipient; hereinafter the same applies in this Article) on the computer personally managed under the contract concluded with the Prospectus Recipient; hereinafter the same

- applies in this Article), and recording the matters included in a Prospectus in the Prospectus Recipient File stored on the computer used by the Prospectus Recipient, etc. (if the Prospectus Recipient gives consent to receive the provisions of the matters included in a Prospectus by electronic or magnetic means or gives notice to the effect that the Prospectus Recipient will not receive the provisions of the matters included in a Prospectus by the relevant means, by recording to that effect in a file stored on the computer used by the Prospectus Provider, etc.);
- (b) by offering the matters included in a Prospectus which are recorded in the file stored on the computer used by the Prospectus Provider, etc. to the Prospectus Recipient for inspection via a telecommunications line, and recording the matters included in a Prospectus in the Prospectus Recipient's Prospectus Recipient File on the computer used by the Prospectus Recipient, etc. (if the Prospectus Recipient gives consent to receive the provisions of the matters included in a Prospectus by electronic or magnetic means or gives notice to the effect that the Prospectus Recipient will not receive the provisions of the matters included in a Prospectus by the relevant means, by recording to that effect in a file stored on the computer used by the Prospectus Provider, etc.);
- (c) by offering the matters included in a Prospectus which are recorded in the Prospectus Recipient File stored on the computer used by the Prospectus Provider, etc., via a telecommunications line; or
- (d) by offering the matters included in a Prospectus which are recorded in the Inspection File (meaning a file stored on the computer used by a Prospectus Provider, etc. in which those matters included in a Prospectus are recorded in order to provide them to two or more Prospectus Recipients for inspection at the same time; the same applies in the following paragraph) to the Prospectus Recipient for inspection via a telecommunications line; or
- (ii) the method of provision by delivering a file recording the matters included in a Prospectus that has been prepared using media which are capable of securely recording certain information, such as magnetic disks, CD-ROMs, or any other media equivalent thereto.
- (3) The methods set forth in the items of the preceding paragraph must conform to the following standards:
- (i) that the method is one that enables a Prospectus Recipient to prepare a document by outputting records in the Inspection File or the Prospectus Recipient File;
- (ii) that with regard to the methods set forth in item (i), (a), (c), and (d) of the preceding paragraph (excluding the method of provision by recording the matters included in a Prospectus in the Prospectus Recipient File stored on

- the computer used by the Prospectus Recipient), the method is one in which the Prospectus Recipient is notified that the matters included in a Prospectus are to be or have been recorded in the Prospectus Recipient File or the Inspection File; provided, however, that this does not apply to cases where it is confirmed that the Prospectus Recipient has inspected those matters included in a Prospectus;
- (iii) that with regard to the method set forth in item (i), (d) of the preceding paragraph, the method is one in which the information necessary for a Prospectus Recipient to inspect the Inspection File is recorded in the Prospectus Recipient File;
- (iv) that with regard to the methods set forth in item (i), (c) or (d) of the preceding paragraph, the method is one that falls under any of the following:
- (a) the method is one in which the following matters cannot be deleted or altered until five years have elapsed from the time when the Prospectus has been provided (if any complaints related to the matters included in a Prospectus in the Prospectus have been raised within the time before the expiration date of the period, during the time until either the expiration date of the period or the day when the complaint is settled, whichever comes later; the same applies in (b)); provided, however, that if the matters included in a Prospectus which are made available for public inspection are delivered in writing, if the matters included in a Prospectus are to be delivered by the methods set forth in item (i), (a) or (b) or item (ii) of the preceding paragraph with the Consent (meaning the consent obtained by the method prescribed in paragraph (1)) of the Prospectus Recipient, or if there are instructions by the Prospectus Recipient to delete those matters included in a Prospectus, those matters included in a Prospectus may be deleted:
1. with regard to the method set forth in item (i), (c) of the preceding paragraph, the matters included in a Prospectus recorded in a Prospectus Recipient File; and
 2. with regard to the method set forth in item (i), (d) of the preceding paragraph, the matters included in a Prospectus recorded in an Inspection File; and
- (b) the method is one in which the matters included in a Prospectus is immediately delivered by the methods set forth in item (i), (a) or item (ii) of the preceding paragraph or in writing, if requests for delivery of the Prospectus have been made by the Prospectus Recipient within five years from the time when the Prospectus was provided; and
- (v) that with regard to the method set forth in item (i), (d) of the preceding paragraph, if the method falls under the criteria set forth in (a) of the preceding item, the method is one in which the Prospectus Recipient File

recording the information necessary for the Prospectus Recipient to inspect the Inspection File pursuant to item (iii) and the Inspection File is maintained as connectable via a telecommunications line until the period prescribed in (a) of the preceding item has elapsed; provided, however, that this does not apply to cases where the Prospectus Recipient who has been given access to the files has given notice that it is not necessary to maintain the connection.

- (4) The term "Electronic Data Processing System" as used in paragraph (2), (i) means an electronic data processing system that links a computer used by the Prospectus Provider, etc. and a computer used by a Prospectus Recipient, etc. or Prospectus Provider, etc. on which the Prospectus Recipient File is stored, via a telecommunications line.
- (5) The type and contents of the method to be indicated pursuant to the provisions of paragraph (1) are following matters:
 - (i) among the methods prescribed in the items of paragraph (2), the method used by the Prospectus Provider; and
 - (ii) the method of recording the matters in the file.
- (6) When the Prospectus Recipient states, in writing or by electronic or magnetic means, to the effect that the Prospectus Recipient will not receive provisions of the matters included in a Prospectus by electronic or magnetic means, a Prospectus Provider who had obtained the consent under paragraph (1) must not provide the matters included in a Prospectus by electronic or magnetic means or by telephone or any other means to the Prospectus Recipient; provided, however, that this does not apply to cases where the Prospectus Recipient has given consent again under the same paragraph.

(Method of Delivery of Documents That Must Be Delivered Pursuant to the Provisions of Article 23-13, Paragraph (2) or (5) of the Act by Using Information and Communications Technology)

Article 32-3 (1) The cases specified by Cabinet Office Order if Article 27-30-9, paragraph (1) of the Act is applied mutatis mutandis pursuant to Article 27-30-9, paragraph (2) of the Act are the cases where a person who intends to provide matters to be included in the document prescribed in Article 27-30-9, paragraph (2) of the Act (hereinafter referred to as the "matters included in the document" in this Article) (hereinafter the person is referred to as the "Document Deliverer" in this Article), has indicated in advance the type and contents 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 person who is to receive documents (hereinafter the person is referred to as the "Document Recipient" in this Article) pursuant to paragraph (5), and obtained consent therefrom by electronic or magnetic means or by telephone or any

other means.

- (2) The means specified by Cabinet Office Order if Article 27-30-9, paragraph (1) of the Act is applied *mutatis mutandis* pursuant to paragraph (2) of that Article are the following methods:
- (i) the methods of using an Electronic Data Processing System that are set forth in (a) or (b):
 - (a) by transmitting the matters included in the document via a telecommunications line that links the computer used by the Document Deliverer and the computer used by the Document Recipient, and recording the matters included in the document in the file stored on the computer used by the Document Recipient (if the Document Recipient gives consent to receive the provision of the matters included in the document by electronic or magnetic means, or gives notice to the effect that the Document Recipient will not receive the provision of the matters included in the document by the relevant means, by recording to that effect in a file stored on a computer used by the Document Deliverer); or
 - (b) by offering the matters included in the document which are recorded in a file stored on the computer used by the Document Deliverer to the Document Recipient for inspection via a telecommunications line, and recording the matters included in the document in a file stored on the computer used by the Document Recipient (if the Documents Recipient gives consent to receive the provision of the matters included in the document by electronic or magnetic means, or gives notice to the effect that the Document Recipient will not receive the provision of the matters included in the document by the relevant means, by recording to that effect in a file stored on a computer used by the Document Deliverer); or
 - (ii) the method of provision by delivering a file recording the matters included in the document that has been prepared using media which are capable of securely recording certain information, such as magnetic disks, CD-ROMs, or any other media equivalent thereto.
- (3) The methods set forth in the items of the preceding paragraph must be those that enable a Document Recipient to prepare a document by outputting the records stored in the file.
- (4) The term "Electronic Data Processing System" as used in paragraph (2), item (i) means an electronic data processing system that links a computer used by the Document Deliverer and a computer used by the Document Recipient via a telecommunications line.
- (5) The type and content of the means to be presented 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 Document Deliverer; and

(ii) the method of recording the matters in the file.

- (6) When the Document Recipient states, by electronic or magnetic means or by telephone or any other means, to the effect that the Document Recipient will not receive provision of the matters included in the document by electronic or magnetic means, the Document Deliverer who had obtained the consent under paragraph (1) must not provide the matters included in the document by electronic or magnetic means to the Document Recipient, provided, however, that this does not apply to cases where the Document Recipient has given consent again under the same paragraph.

(Acceptance of Documents Relevant to Disclosure of Regulated Securities by the Director-General of the Kanto Local Finance Bureau)

- Article 33 (1) The written notice specified by Cabinet Office Order, referred to in Article 39, paragraph (1), item (i) and paragraph (5), item (i) of the Order is a Written Notice of Securities or Written Notice of Shelf Registration pertaining to Domestic Investment Trust Beneficiary Certificates, Domestic Investment Securities, Domestic Asset Backed Securities, Domestic Beneficiary Certificates Backed by Assets in Trust, Domestic Trust Beneficiary Certificates, Domestic Trust Corporate Bond Certificates, Domestic Mortgage Securities, Domestic Trust Beneficial Interests, Domestic Rights in Securities Investment Business, etc., Beneficiary Certificates of Regulated Securities in Trust (limited to cases where the issuing company is a domestic company (meaning a domestic company as prescribed in Article 39, paragraph (1) of the Order; hereinafter the same applies in this Article)), and Specified Depository Receipts (limited to cases where the issuing company is a domestic company).
- (2) What is specified by Cabinet Office Order, referred to in the portions other than the items of Article 39, paragraph (2) of the Order, is a domestic company that is an Issuer of Domestic Beneficiary Securities of an Investment Trust, Domestic Investment Securities, Domestic Asset Backed Securities, Domestic Beneficiary Certificates Backed by Assets in Trust, Domestic Trust Beneficiary Certificates, Domestic Trust Corporate Bond Certificates, Domestic Mortgage Securities, Domestic Trust Beneficial Interests, Domestic Rights in Securities Investment Business, etc., Beneficiary Certificates of Regulated Securities in Trust, and Specified Depository Receipts (limited to cases where the company issues those securities).