

# 発行者以外の者による株券等の公開買付けの開示に関する内閣府令

## Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers

(平成二年十一月二十六日大蔵省令第三十八号)

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

証券取引法（昭和二十三年法律第二十五号）第二十七条の二第一項第三号及び第五号並びに第八項、第二十七条の三第一項から第三項まで、同条第四項（同法第二十七条の八第六項、第二十七条の十一第四項及び第二十七条の十三第三項において準用する場合を含む。）、第二十七条の四、第二十七条の五第二号（同法第二十七条の八第十項において準用する場合を含む。）、第二十七条の六第一項及び第二項、第二十七条の七第一項及び第二項（同法第二十七条の八第十二項において準用する場合を含む。）、第二十七条の八第一項及び第二項（同法第二十七条の十第二項及び第二十七条の十三第三項において準用する場合を含む。）、同条第七項、第八項及び第十一項、第二十七条の九、第二十七条の十第一項、第二十七条の十一第二項及び第三項、第二十七条の十三第一項、第二項及び第五項、第二十七条の十四並びに証券取引法施行令（昭和四十年政令第三百二十一号）第六条第一項、第七条第四項及び第五項、第八条第五項、第十四条第一項及び第十四条の二の規定に基づき、有価証券の公開買付けの届出等に関する省令（昭和四十六年大蔵省令第三十八号）の全部を改正する省令を次のように定める。

Pursuant to the provisions of Article 27-2, paragraph (1), items (iii) and (v) and paragraph (8), Article 27-3, paragraphs (1) to (3) and Article 27-3, paragraph (4) of the Securities and Exchange Act (Act No. 25 of 1948) (including cases where it is applied mutatis mutandis pursuant to Article 27-8, paragraph (6), Article 27-11, paragraph (4), and Article 27-13, paragraph (3) of that Act), Article 27-4 and Article 27-5, item (ii) of that Act (including cases where it is applied mutatis mutandis pursuant to Article 27-8, paragraph (10) of that Act), Article 27-6, paragraphs (1) and (2) and Article 27-7, paragraphs (1) and (2) of that Act (including cases where it is applied mutatis mutandis pursuant to Article 27-8, paragraph (12) of that Act), Article 27-8, paragraphs (1) and (2) of that Act (including cases where applied mutatis mutandis pursuant to Article 27-10, paragraph (2) and Article 27-13, paragraph (3) of that Act), Article 27-8, paragraphs (7), (8), and (11), Article 27-9, Article 27-10, paragraph (1), Article 27-11, paragraphs (2) and (3), Article 27-13, paragraphs (1), (2), and (5), and Article 27-14 of that Act and the provisions of Article 6, paragraph (1), Article 7, paragraphs (4) and (5), Article 8, paragraph (5), Article 14, paragraph (1), and Article 14-2 of the Order for Enforcement of the Securities and Exchange Act

(Cabinet Order No. 321 of 1965), a Ministerial Order fully amending the Ministerial Order on Notification of Tender Offer of Securities (Ministry of Finance Order No. 38 of 1971) is enacted as follows.

(定義)

(Definitions)

第一条 この府令において、次の各号に掲げる用語の意義は、当該各号に定めるところによる。

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

一 有価証券 金融商品取引法（昭和二十三年法律第二十五号。以下「法」という。）第二条第一項又は第二項に規定する有価証券をいう。

(i) Securities: the Securities as prescribed in Article 2, paragraph (1) or (2) of the Financial Instruments and Exchange Act (Act No. 25 of 1948; hereinafter referred to as the "Act");

一の二 株券等信託受益証券 金融商品取引法施行令（昭和四十年政令第三百二十一号。以下「令」という。）第六条第一項第四号に掲げる有価証券をいう。

(i)-2 Beneficiary Certificates of Share Certificates, etc. in Trust: the Securities set forth in Article 6, paragraph (1), item (iv) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; hereinafter referred to as the "Order");

一の三 株券等預託証券 令第六条第一項第五号に掲げる有価証券をいう。

(i)-3 Depository Receipt for Share Certificates, etc.: the Securities set forth in Article 6, paragraph (1), item (v) of the Order;

二 有価証券届出書 法第二条第七項に規定する有価証券届出書をいう。

(ii) Securities Registration Statements: the Securities Registration Statements as prescribed in Article 2, paragraph (7) of the Act;

三 金融商品取引業者 法第二条第九項に規定する金融商品取引業者（法第二十八条第一項に規定する第一種金融商品取引業を行う者に限る。）をいう。

(iii) Financial Instruments Business Operator: a Financial Instruments Business Operator as prescribed in Article 2, paragraph (9) of the Act (limited to those engaged in Type I Financial Instruments Business as prescribed in Article 28, paragraph (1) of the Act);

四 有価証券報告書 法第二十四条第一項に規定する有価証券報告書をいう。

(iv) Annual Securities Reports: the Annual Securities Reports as prescribed in Article 24, paragraph (1) of the Act;

五 株券等 法第二十七条の二第一項に規定する有価証券をいう。

(v) Share Certificates, etc.: the Securities as prescribed in Article 27-2, paragraph (1) of the Act;

六 買付け等 法第二十七条の二第一項に規定する買付け等をいう。

(vi) Purchase, etc.: the Purchase, etc. as prescribed in Article 27-2, paragraph

- (1) of the Act;
- 七 買付け等の価格 法第二十七条の二第三項に規定する買付け等の価格をいう。  
(vii) Price for Purchase, etc.: the price for Purchase, etc. as prescribed in Article 27-2, paragraph (3) of the Act;
- 八 銀行等 法第二十七条の二第四項に規定する銀行等をいう。  
(viii) Bank, etc.: the Bank, etc. as prescribed in Article 27-2, paragraph (4) of the Act;
- 九 売付け等 法第二十七条の二第六項に規定する売付け等をいう。  
(ix) Sales, etc.: the Sales, etc. as prescribed in Article 27-2, paragraph (6) of the Act;
- 十 公開買付け 法第二十七条の二第六項に規定する公開買付けをいう。  
(x) Tender Offer: the Tender Offer as prescribed in Article 27-2, paragraph (6) of the Act;
- 十一 特別関係者 法第二十七条の二第七項に規定する特別関係者をいう。  
(xi) Specially Related Party: the Specially Related Party as prescribed in Article 27-2, paragraph (7) of the Act;
- 十二 公開買付開始公告 法第二十七条の三第二項に規定する公告をいう。  
(xii) Public Notice of the Commencement of a Tender Offer: the public notice as prescribed in Article 27-3, paragraph (2) of the Act;
- 十三 公開買付者 法第二十七条の三第二項に規定する公開買付者をいう。  
(xiii) Tender Offeror: the Tender Offeror as prescribed in Article 27-3, paragraph (2) of the Act;
- 十四 公開買付届出書 法第二十七条の三第二項に規定する書類及び添付書類をいう。  
(xiv) Tender Offer Statement: the documents and documents to be attached thereto as prescribed in Article 27-3, paragraph (2) of the Act;
- 十五 買付条件等 法第二十七条の三第二項第一号に規定する買付条件等をいう。  
(xv) Terms of Purchase, etc.: the Terms of Purchase, etc. as prescribed in Article 27-3, paragraph (2), item (i) of the Act;
- 十六 公開買付期間 法第二十七条の五に規定する公開買付期間をいう。  
(xvi) Tender Offer Period: the Tender Offer Period as prescribed in Article 27-5 of the Act;
- 十七 公開買付説明書 法第二十七条の九第一項に規定する公開買付説明書をいう。  
(xvii) Tender Offer Explanation: the Tender Offer Explanation as prescribed in Article 27-9, paragraph (1) of the Act;
- 十八 意見表明報告書 法第二十七条の十第一項に規定する意見表明報告書をいう。  
(xviii) Target Company's Position Statement: the Target Company's Position Statement as prescribed in Article 27-10, paragraph (1) of the Act;
- 十九 対質問回答報告書 法第二十七条の十第十一項に規定する対質問回答報告書をいう。  
(xix) Tender Offeror's Answer: the Tender Offeror's Answer as prescribed in Article 27-10, paragraph (11) of the Act;

二十 公開買付撤回届出書 法第二十七条の十一第三項に規定する公開買付撤回届出書をいう。

(xx) Written Tender Offer Withdrawal Notice: the Written Tender Offer Withdrawal Notice as prescribed in Article 27-11, paragraph (3) of the Act;

二十一 応募株主等 法第二十七条の十二第一項に規定する応募株主等をいう。

(xxi) Tendering Shareholder, etc.: the Tendering Shareholder, etc. as prescribed in Article 27-12, paragraph (1) of the Act;

二十二 応募株券等 法第二十七条の十二第三項に規定する応募株券等をいう。

(xxii) Tendered Share Certificates, etc.: the Tendered Share Certificates, etc. as prescribed in Article 27-12, paragraph (3) of the Act;

二十三 公開買付報告書 法第二十七条の十三第二項に規定する公開買付報告書をいう。

(xxiii) Tender Offer Report: the Tender Offer Report as prescribed in Article 27-13, paragraph (2) of the Act;

二十四 あん分比例方式 法第二十七条の十三第五項に規定するあん分比例の方式をいう。

(xxiv) Pro Rata Method: the Pro Rata Method as prescribed in Article 27-13, paragraph (5) of the Act;

二十五 対象者 公開買付けに係る株券等の発行者をいう。

(xxv) Target Company: the issuer of Share Certificates, etc. related to a Tender Offer;

二十六 電子公告アドレス 令第九条の三第一項第一号に規定する措置をとるために使用する開示用電子情報処理組織（法第二十七条の三十の二に規定する開示用電子情報処理組織をいう。）のうち当該措置をとるための用に供する部分をインターネットにおいて識別するための文字、記号その他の符号又はこれらの結合であって、情報の提供を受ける者がその使用に係る電子計算機に入力することによって当該情報の内容を閲覧することができるものをいう。

(xxvi) Internet Address for Electronic Public Notices: characters, marks or other codes or any combination thereof which are assigned for the identification, on the Internet, of the portion of the Electronic Data Processing System for Disclosure (meaning the Electronic Data Processing System for Disclosure as prescribed in Article 27-30-2 of the Act) used for taking the measures prescribed in Article 9-3, paragraph (1), item (i) of the Order and which allow the person who receives information to inspect the details of the information by inputting the information into the computer used by the person.

(株券等に含めない有価証券)

(Securities Excluded from Share Certificates)

第二条 令第六条第一項に規定する内閣府令で定めるものは、次に掲げる有価証券とする。

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

一 議決権のない株式（令第六条第一項に規定する議決権のない株式をいう。）であつて、当該株式の取得と引換えに議決権のある株式を交付する旨の定款の定めのない株式に係る株券

(i) Share Certificates for shares with no voting rights (meaning the shares with no voting rights as prescribed in Article 6, paragraph (1) of the Order) for which issuance of shares with voting rights in exchange for acquisition of the relevant shares is not so provided in the articles of incorporation;

二 新株予約権証券又は新株予約権付社債券のうち前号に掲げる株式のみを取得する権利を付与されているもの

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

三 外国の者の発行する証券又は証書で前二号に掲げる有価証券の性質を有するもの

(iii) securities or certificates issued by a foreign person which have the nature of the Securities set forth in the preceding two items;

四 株券等信託受益証券で、受託有価証券（令第二条の三第三号に規定する受託有価証券をいう。第八条第三項第六号及び第九条の六第六号において同じ。）が前三号に掲げる有価証券であるもの

(iv) Beneficiary Certificates of Share Certificates, etc. in Trust of which the entrusted securities (meaning the entrusted securities prescribed in Article 2-3, item (iii) of the Order; the same applies in Article 8, paragraph (3), item (vi) and Article 9-6, item (vi)) are the Securities set forth in the preceding three items; or

五 株券等預託証券で、第一号から第三号までに掲げる有価証券に係る権利を表示するもの

(v) Depository Receipt for Share Certificates, etc. which indicate the rights pertaining to the Securities set forth in item (i) to item (iii).

（有償の譲受けに類するもの）

(Acts Similar to Acceptance of Transfer for Value)

第二条の二 令第六条第三項第三号に規定する内閣府令で定めるものは、社債券の取得（当該社債券に係る権利として当該社債券の発行者以外の者が発行者である株券等により償還される権利（当該社債券を取得する者が当該社債券の発行者に対し当該株券等による償還をさせることができる権利に限る。）を取得するものに限る。）とする。

Article 2-2 The acts specified by Cabinet Office Order, prescribed in Article 6, paragraph (3), item (iii) of the Order, are the acquisition of corporate bond certificates (limited to the acquisition in which the right to have the corporate bond certificates redeemed through Share Certificates, etc. whose issuer is other than that of the relevant corporate bond certificates (limited to the right which enable the person acquiring the corporate bond certificates to have the

issuer of the corporate bond certificates redeem them by the relevant Share Certificates, etc.) as the right pertaining to the relevant corporate bond certificates is acquired).

(行使による株券等の買付け等が適用対象となる新株予約権)

(Share Options to Which Purchase of Share Certificate Is Applicable by Exercising)

第二条の二の二 法第二十七条の二第一項ただし書に規定する当該新株予約権が行使されることが確保されることにより公開買付けによらないで取得されても投資者の保護のため支障を生ずることがないと認められるものとして内閣府令で定めるものは、次に掲げる要件の全てに該当する新株予約権とする。

Article 2-2-2 Share options specified by Cabinet Office Order as those which would not hinder the protection of investors even if acquired by way other than a Tender Offer by ensuring the exercise of the share options as prescribed in the proviso to Article 27-2, paragraph (1) of the Act are share options which satisfy all of the following requirements:

一 株券等の買付け等を行う者が会社法（平成十七年法律第八十六号）第二百七十七条に規定する新株予約権無償割当てにより取得したものであること。

(i) the share options are acquired by a person that makes a Purchase, etc. of Share Certificate, etc. by way of an Allotment of Share Options without contribution as prescribed in Article 277 of the Companies Act (Act No. 86 of 2005);

二 当該新株予約権に係る新株予約権証券の発行の日から会社法第二百三十六条第一項第四号に掲げる期間（同法第二百七十九条第三項の規定により延長されたものとみなされる期間を含む。第八条第三項第一号ロにおいて同じ。）の末日までの期間が二月を超えないこと。

(ii) the period between the date of issuance of the share option certificate pertaining to the share options and the last day of the period set forth in Article 236, paragraph (1), item (iv) of the Companies Act (including the period which is deemed to be extended pursuant to the provisions of Article 279, paragraph (3) of that Act; the same applies in Article 8, paragraph (3), item (i), (b)) does not exceed two months;

三 当該新株予約権に係る新株予約権証券の募集に際し、当該新株予約権証券の引受けを行う一又は二以上の金融商品取引業者が発行された当該新株予約権証券の全て（当該新株予約権証券に係る新株予約権が行使されたものを除く。）を取得して自己又は第三者が当該新株予約権証券に係る新株予約権を行使することを内容とする契約が発行者と当該金融商品取引業者との間で締結されていること。

(iii) upon the offering of the share option certificates pertaining to the share options, a contract stipulating that one or more Financial Instruments Business Operators which underwrite the share option certificates acquire all of the share option certificates issued (excluding those that the share

options pertaining to the share option certificates have already been exercised) and exercise themselves or through a third party the share options pertaining to the share option certificates has been concluded between the Issuer and those Financial Instruments Business Operators.

(特別支配関係にある法人等から除かれるもの)

(Entities Excluded from the Category of Corporations Holding Special Controlling Interest)

第二条の三 令第六条の二第一項第五号に規定する内閣府令で定める場合は、特定買付け等（同項第四号に規定する特定買付け等をいう。以下同じ。）を行う日以前一年間継続して当該特定買付け等を行う法人等に対してその総株主等の議決権（令第四条の四第一項第一号に規定する総株主等の議決権をいう。以下同じ。）の数の百分の五十を超える議決権に係る株式又は出資を所有する関係にある場合（当該特定買付け等が、次に掲げる有価証券のいずれかに該当する株券等に係る買付け等である場合であって、当該株券等の発行者から行うものである場合を除く。）以外の場合とする。

Article 2-3 (1) The cases specified by Cabinet Office Order, prescribed in Article 6-2, paragraph (1), item (v) of the Order, are the cases other than those in which a corporation, etc. has been in the position of holding shares or equity pertaining to the voting rights exceeding fifty percent of the number of the voting rights held by all the shareholders, etc., (meaning voting rights held by all the shareholders, etc. as prescribed in Article 4-4, paragraph (1), item (i) of the Order; the same applies hereinafter) in a corporation, etc. who is to conduct the specified purchase, etc., (meaning the specified purchase, etc. as prescribed in Article 6-2, paragraph (1), item (iv) of the Order; the same applies hereinafter) for a continuous period of one year up to the date on which the specified purchase, etc. is to be conducted (excluding the case where the specified purchase, etc. is a Purchase, etc. of Share Certificates, etc. which fall under any of the categories of Securities set forth as follows, conducted by the Issuer of those Share Certificates, etc.):

一 新株予約権証券及び新株予約権付社債券

(i) a share option certificate and a corporate bond certificates with share options;

二 外国の者の発行する証券又は証書で前号に掲げる有価証券の性質を有するもの

(ii) securities or certificates of which the issuer is a foreign person, which has the nature of the Securities set forth in the preceding item;

三 新投資口予約権証券等（令第一条の四第二号に規定する新投資口予約権証券等をいう。以下同じ。）

(iii) Investment Equity Subscription Right Certificates, etc. (meaning

Investment Equity Subscription Right Certificates, etc. prescribed in Article 1-4, item (ii) of the Order; the same applies hereinafter);

四 令第二条の三第三号に規定する有価証券信託受益証券で、同号に規定する受託有

価証券が前三号に掲げる有価証券であるもの

(iv) Beneficiary Certificates of Securities in Trust prescribed in Article 2-3, item (iii) of the Order, for which the Entrusted Securities prescribed in that item are the Securities set forth in the preceding three items; and

五 法第二条第一項第二十号に掲げる有価証券で、第一号から第三号までに掲げる有価証券に係る権利を表示するもの

(v) Securities set forth in Article 2, paragraph (1), item (xx) of the Act, which represent the rights pertaining to the Securities set forth in item (i) to item (iii), respectively.

2 前項の議決権（総株主等の議決権を除く。）には、社債、株式等の振替に関する法律（平成十三年法律第七十五号。以下「社債等振替法」という。）第百四十七条第一項又は第百四十八条第一項（これらの規定を社債等振替法第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項及び第二百七十六条（第二号に係る部分に限る。）において準用する場合を含む。）の規定により発行者に対抗することができない株式又は出資に係る議決権を含むものとする。

(2) The voting rights under the preceding paragraph (excluding the voting rights held by all the shareholders, etc.) include voting rights pertaining to shares or equity that may not be asserted against the Issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc. (Act No. 75 of 2001) (including cases where those provisions are applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1) and Article 276 (limited to the part pertaining to item (ii)) of the Act on Book-Entry of Company Bonds, Shares, etc.).

（関係法人等）

(Related Corporation)

第二条の四 令第六条の二第一項第六号に規定する親法人等その他の内閣府令で定める者は、次に掲げる者とする。

Article 2-4 (1) The parent corporation, etc. and any other person specified by Cabinet Office Order, prescribed in Article 6-2, paragraph (1), item (vi) of the Order, are those set forth in the following items:

一 親法人等（令第六条の二第一項第五号に規定する親法人等をいう。次号及び第四号において同じ。）

(i) a parent corporation, etc., (meaning the parent corporation, etc. as prescribed in Article 6-2, paragraph (1), item (v) of the Order; the same applies in the following item and item (iv));

二 親法人等が他の法人等（法人その他の団体をいう。以下この項において同じ。）に対して特別支配関係（令第六条の二第一項第五号に規定する特別支配関係をいう。以下この項において同じ。）を有する場合における当該他の法人等

(ii) when the parent corporation, etc. holds a special controlling interest



(meaning the special controlling interest as prescribed in Article 6-2, paragraph (1), item (v) of the Order; hereinafter the same applies in this paragraph) over any other corporation, etc. (meaning a corporation or any other organization; hereinafter the same applies in this paragraph), the relevant other corporation, etc.;

三 前号に掲げる者が他の法人等に対して特別支配関係を有する場合における当該他の法人等

(iii) when the person set forth in the preceding item holds a special controlling interest over any other corporation, etc., the relevant other corporation, etc.;

四 親法人等に対して特別支配関係を有する法人等

(iv) a corporation, etc. who holds a special controlling interest over the parent corporation, etc.;

五 前号に掲げる者に対して特別支配関係を有する法人等

(v) a corporation, etc. who holds a special controlling interest over the person set forth in the preceding item;

六 第四号に掲げる者が他の法人等に対して特別支配関係を有する場合における当該他の法人等

(vi) when the person set forth in item (iv) holds a special controlling interest over any other corporation, etc. the relevant other corporation, etc.;

七 特定買付け等を行う者が他の法人等に対して特別支配関係を有する場合における当該他の法人等

(vii) when a person who conducts a specified purchase, etc. holds a special controlling interest over any other corporation, etc., the relevant other corporation, etc.;

八 前号に掲げる者が他の法人等に対して特別支配関係を有する場合における当該他の法人等

(viii) when the person set forth in the preceding item holds a special controlling interest over any other corporation, etc., the relevant other corporation, etc.;

and

九 前号に掲げる者が他の法人等に対して特別支配関係を有する場合における当該他の法人等

(ix) when the person set forth in the preceding item holds a special controlling interest over any other corporation, etc. the relevant other corporation, etc.

2 令第六条の二第一項第六号に規定する内閣府令で定める者は、特定買付け等を行う日以前一年間継続して前項各号に掲げる者に該当していた者（当該特定買付け等が、前条第一項各号に掲げる有価証券のいずれかに該当する株券等に係る買付け等である場合であって、その者が当該株券等の発行者である場合を除く。）以外の者とする。

(2) The other persons specified by Cabinet Office Order, prescribed in Article 6-2, paragraph (1), item (vi) of the Order, are any persons other than those who fall under the category of persons set forth in the items of the preceding paragraph for a continuous period of one year up to the date on which the specified

purchase, etc. is to be conducted (excluding the case where the specified purchase, etc. is the purchasing, etc. of Share Certificates, etc. which falls under any of the Securities set forth in the items of paragraph (1) of the preceding Article, and the person is the Issuer of those Share Certificates, etc.).

(株券等の所有者が少数である場合)

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

第二条の五 令第六条の二第一項第七号に規定する株券等の所有者が少数である場合として内閣府令で定める場合は、当該株券等の所有者が二十五名未満である場合とする。

Article 2-5 (1) The cases specified by Cabinet Office Order as being a case where the number of holders of Share Certificates, etc., prescribed in Article 6-2, paragraph (1), item (vii) of the Order, is small are cases where the number of the holders of Share Certificates, etc. is less than 25.

2 令第六条の二第一項第七号に規定するすべての所有者が同意している場合として内閣府令で定める場合は、次に掲げる区分に応じ、当該各号に定める場合とする。

(2) The case specified by Cabinet Office Order as being a case where all the holders, prescribed in Article 6-2, paragraph (1), item (vii) of the Order, have given consent is the cases specified in the following items according to the following categories:

一 特定買付け等の後における当該特定買付け等を行う者の所有に係る株券等の株券等所有割合（法第二十七条の二第八項に規定する株券等所有割合をいう。以下この号において同じ。）とその者の特別関係者（同項第二号に規定する特別関係者をいう。）の株券等所有割合を合計した割合が三分の二以上となる場合であつて、当該特定買付け等の対象とならない株券等（以下この号において「買付け等対象外株券等」という。）があるとき 当該特定買付け等の対象となる株券等に係る特定買付け等を公開買付けによらないで行うことに同意する旨を記載した書面が当該特定買付け等の対象となる株券等のすべての所有者から提出され、かつ、買付け等対象外株券等についてイ又はロの条件が満たされている場合

(i) when the sum rate of the ownership ratio of share certificates, etc. (meaning the ownership ratio of share certificates, etc. as prescribed in Article 27-2, paragraph (8) of the Act; hereinafter the same applies in this item) for the Share Certificates, etc. held by the person who conducts a specified purchase, etc. and the ownership ratio of share certificates, etc. of the Specially Related Parties (meaning the Specially Related Parties prescribed in item (ii) of that paragraph) with the person is not less than two-thirds after the specified purchase, etc. is conducted, and if there are Share Certificates, etc. that are not covered by the specified purchase, etc. (hereinafter referred to as "share certificates, etc. not covered by specified purchase, etc." in this item): cases where all of the holders of Share Certificates, etc. which are to be covered by the specified purchase, etc. submit a document including their consent not to conduct through Tender Offer the specified purchase, etc. pertaining to the

Share Certificates, etc. which are to be covered by the specified purchase, etc., and where the conditions under (a) or (b) have been satisfied with regard to the share certificates, etc. not covered by specified purchase, etc.:

イ 特定買付け等を公開買付けによらないで行うことに同意することにつき、当該買付け等対象外株券等に係る種類株主総会（会社法第二条第十四号に規定する種類株主総会をいう。第五条第三項において同じ。）の決議が行われていること。

(a) that a resolution has been adopted at a class meeting (meaning the class meeting prescribed in Article 2, item (xiv) of the Companies Act; the same applies in Article 5, paragraph (3)) concerning the share certificates, etc. not covered by purchase, etc. with regard to giving the consent not to conduct the specified purchase, etc. through a Tender Offer; or

ロ 買付け等対象外株券等の所有者が二十五名未満である場合であって、特定買付け等を公開買付けによらないで行うことにつき、当該買付け等対象外株券等のすべての所有者が同意し、その旨を記載した書面を提出していること。

(b) that when the number of the holders of the share certificates, etc. not covered by specified purchase, etc. is less than 25, all of the holders of the share certificates, etc. not covered by specified purchase, etc. have given the consent not to conduct the specified purchase, etc. through a Tender Offer and submitted a document including to that effect;

二 前号に掲げる場合以外の場合 当該特定買付け等の対象となる株券等に係る特定買付け等を公開買付けによらないで行うことに同意する旨を記載した書面が当該特定買付け等の対象となる株券等のすべての所有者から提出された場合

(ii) cases other than the cases set forth in the preceding item: cases where all of the holders of the Share Certificates, etc. covered by the specified purchase, etc. have submitted a document including their consent not to conduct through Tender Offer the specified purchase, etc. related to the Share Certificates, etc. which are to be covered by the specified purchase, etc.

3 株券等の所有者（以下この条において「所有者」という。）は、前項第一号本文及び同号ロ又は同項第二号の規定による書面の提出に代えて、前項の規定により書面に記載する事項（以下この項において「記載事項」という。）を電子情報処理組織を使用する方法その他の情報通信の技術を利用する方法であって次に掲げるもの（第一号ロにおいて「電磁的方法」という。）により提供することができる。この場合において、当該所有者は、当該書面を提出したものとみなす。

(3) Holders of the Share Certificates, etc. (hereinafter referred to as "holders" in this Article) may provide the matters to be included in the document pursuant to the provisions of the preceding paragraph (hereinafter referred to as "matters to be included" in this paragraph) by the following methods using an Electronic Data Processing System or other methods of provision by using information and communications technology (collectively referred to as the "electronic or magnetic means" in item (i), (b)) in lieu of submitting a document under the main clause of item (i) of the preceding paragraph and (b) of that

item or item (ii) of that paragraph. In this case, the holders are deemed to have submitted the document:

一 電子情報処理組織を使用する方法のうちイ又はロに掲げるもの

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

イ 所有者の使用に係る電子計算機と特定買付け等を行う者の使用に係る電子計算機とを接続する電気通信回線を通じて送信し、受信者の使用に係る電子計算機に備えられたファイルに記録する方法

(a) by transmitting the matters via a telecommunications line that links the computers used by holders and the computer used by a person who is to conduct the specified purchase, etc. and recording them on a file stored in the computer used by the recipient; or

ロ 所有者の使用に係る電子計算機に備えられたファイルに記録された記載事項を電気通信回線を通じて特定買付け等を行う者の閲覧に供し、当該特定買付け等を行う者の使用に係る電子計算機に備えられたファイルに記載事項を記録する方法（電磁的方法による提供を受ける旨の承諾又は受けない旨の申出をする場合にあっては、所有者の使用に係る電子計算機に備えられたファイルにその旨を記録する方法）

(b) by offering the matters to be included which are recorded on a file stored in the computers used by the holders to the person who is to conduct the specified purchase, etc. for inspection via a telecommunications line, and recording the matters to be included on a file stored in the computer used by the person who is to conduct the specified purchase, etc. (if the person gives consent to receive provision of the matters to be included by electronic or magnetic means or gives notice to the effect that the person does not receive the provision of the matters to be included by the relevant means, by recording to that effect on a file stored in the computers used by the holders);

二 磁気ディスク、シー・ディー・ロムその他これらに準ずる方法により一定の事項を確実に記録しておくことができる物をもって調製するファイルに記載事項を記録したものを交付する方法

(ii) the method of provision by delivering a file recording the matters to be included 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.

4 前項各号に掲げる方法は、所有者がファイルへの記録を出力することにより書面を作成することができるものでなければならない。

(4) The methods set forth in the items of the preceding paragraph must be those that enable the holders to prepare the documents by outputting the records in the file.

5 第三項の「電子情報処理組織」とは、所有者の使用に係る電子計算機と、特定買付

け等を行う者の使用に係る電子計算機とを電気通信回線で接続した電子情報処理組織をいう。

(5) The term "Electronic Data Processing System" as used in paragraph (3) means an electronic data processing system that links the computers used by holders and the computer used by a person who is to conduct the specified purchase, etc. via a telecommunications line.

(適用除外となる買付け等)

(Exempted Purchase)

第二条の六 令第六条の二第一項第十三号に規定する内閣府令で定める場合は、次に掲げる場合とする。

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

一 株券等の発行者の役員（令第六条の二第一項第十三号に規定する役員をいう。以下同じ。）又は従業員が当該発行者の他の役員又は従業員と共同して当該発行者の株券等の買付け等を行う場合（当該発行者が会社法第百五十六条第一項（同法第百六十五条第三項の規定により読み替えて適用する場合を含む。第七条第一項第十号において同じ。）の規定に基づき買付け等を行った株券以外の株券等の買付け等を行うときは、法第三十四条に規定する金融商品取引業者等に委託して行う場合に限る。）であって、当該買付け等が一定の計画に従い、個別の投資判断に基づかず、継続的に行われる場合（各役員又は従業員の一回当たりの拠出金額が百万円に満たない場合に限る。次号において同じ。）

(i) cases where an officer (meaning the officer as prescribed in Article 6-2, paragraph (1), item (xiii) of the Order; the same applies hereinafter) or employee of the issuer of Share Certificates, etc. jointly with another officer or employee of the issuer conducts a Purchase, etc. of the Share Certificates, etc. of the issuer (if an officer or employee of the issuer of Share Certificates, etc. conducts the Purchase, etc. of Share Certificates, etc. which are other than the Share Certificates for which the issuer has conducted Purchase, etc. under the provisions of Article 156, paragraph (1) of the Companies Act (including cases where it is applied following the deemed replacement of terms pursuant to the provisions of Article 165, paragraph (3) of that Act; the same applies in Article 7, paragraph (1), item (x)), limited to cases where the Purchase, etc. is to be made by entrustment to a Financial Instruments Business Operator, etc. prescribed in Article 34 of the Act) and the Purchase, etc. is to be made continuously according to a certain plan, without depending on an individual investment decision (limited to the cases where each officer or employee contributes less than one million yen on each occasion; the same applies in the following item); and

二 株券等の発行者の役員又は従業員が信託業を営む者と信託財産を当該発行者の株券等に対する投資として運用することを目的として締結した信託契約に基づき、当

該役員又は従業員が信託業を営む者に当該発行者の株券等の買付け等の指図を行う場合であって、当該買付け等の指図が一定の計画に従い、個別の投資判断に基づかず、継続的に行われる場合（当該役員又は従業員を委託者とする信託財産と当該発行者の他の役員又は従業員を委託者とする信託財産とが合同して運用される場合に限る。）

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

(特別関係者で除外される者等)

**(Specially Related Parties Who Are Excluded)**

第三条 法第二十七条の二第一項ただし書に規定する同条第七項第一号に掲げる者のうち内閣府令で定めるものは、株券等の買付け等を行う者と、株券等の買付け等を行う日以前一年間継続して同条第七項第一号に規定する関係にある者（その者が当該株券等の発行者であって、当該株券等が第二条の三第一項各号に掲げる有価証券のいずれかに該当する場合を除く。）とする。

Article 3 (1) The persons set forth in Article 27-2, paragraph (7), item (i) of the Act specified by Cabinet Office Order, prescribed in the proviso to paragraph (1) of that Article, are those who have, for a continuous period of one year up to the date on which the Purchase, etc. of the Share Certificates, etc. is to be conducted, had the relationship prescribed in Article 27-2, paragraph (7), item (i) of the Act with the person who is to conduct the Purchase, etc. of Share Certificates, etc. (excluding the case where the person is the Issuer of the Share Certificates, etc., and the Share Certificates, etc. fall under any of the Securities set forth in the items of Article 2-3, paragraph (1)).

2 法第二十七条の二第一項第一号に規定する内閣府令で定める者は、その者（第一号において「小規模所有者」という。）の所有（令第七条第一項に定める場合を含む。以下同じ。）に係る当該株券等に係る議決権の数（株券については第八条第一項及び第二項に規定する方法により計算した株式に係る議決権の数を、その他のものについては同条第三項及び第四項に規定する議決権の数をいう。以下同じ。）が、次に掲げる株券等の区分に従い当該各号に定める数以下である者とする。

(2) The persons specified by Cabinet Office Order, prescribed in Article 27-2, paragraph (1), item (i) of the Act, are those whose number of voting rights pertaining to the Share Certificates, etc. (meaning the number of voting rights

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

一 内国法人の発行する株券等 総株主等の議決権の千分の一に相当する数（買付け等を行う者の他の特別関係者（法第二十七条の二第七項第一号に規定する者に限る。）の所有に係る株券等に係る議決権の数のうち小規模所有者の所有に係る株券等に係る議決権の数以下であるものを合計した数が総株主等の議決権の千分の九に相当する数を超える場合にあっては、総株主等の議決権の百分の一に相当する数から当該合計した数を控除した数（控除してなお控除しきれない数がある場合には、当該控除しきれない数はないものとする。））

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

二 外国の者の発行する株券等 総株主等の議決権の百分の一に相当する数

(ii) Share Certificates, etc. issued by a foreign person: the number equivalent to one-hundredth of the voting rights held by all the shareholders, etc.

3 令第六条の二第三項に規定する内閣府令で定めるものは、株券等の買付け等を行う者と、株券等の買付け等を行った日以前一年間継続して法第二十七条の二第七項第一号に規定する関係にあった者とする。

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

(電子情報処理組織を使用して行われる取引に係る公表事項等)

**(Disclosure Items Relating to Transactions Using Electronic Data Processing System)**

第三条の二 令第六条の二第二項第二号イに規定する内閣府令で定める事項は、売付け又は買付けの申込みに係る有価証券にあつては数量、売付け又は買付けの別及び申込みの時刻とし、売買に係る有価証券にあつては数量及び売買成立日時とする。

**Article 3-2 (1) The matters specified by Cabinet Office Order, prescribed in Article 6-2, paragraph (2), item (ii), (a) of the Order, are quantity, whether the transaction is a sale or purchase, and the time of the offer, in the case of Securities subject to an offer for sale or purchase; or, quantity and the date and time of formation of a sale and purchase, in the case of Securities subject to purchase and sale.**

2 令第六条の二第二項第二号ロに規定する内閣府令で定める方法は、顧客の提示した指値が、取引の相手方となる他の顧客の提示した指値と一致する場合に、当該顧客の提示した指値を用いる方法とする。

**(2) The method specified by Cabinet Office Order, prescribed in Article 6-2, paragraph (2), item (ii), (b) of the Order, is the method that a limit price presented by a customer is used if it matches the limit price presented by the other customer who is the counterparty to the transactions.**

(株券等の所有に準ずるもの)

**(Cases Equivalent to Possession of Share Certificates)**

第四条 令第七条第一項第六号に規定する内閣府令で定める場合は、第二条の二に規定する社債券を取得している場合とする。

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

(株券等の取得に係る割合等の計算)

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

第四条の二 令第七条第三項に規定する内閣府令で定めるところにより行う割合の算定は、第一号に掲げる数を第二号に掲げる数で除して行うものとする。

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

一 取得を行う者（以下この項において「大量取得者」という。）が当該取得により新たに所有することとなる株券等（第七条第一項各号に掲げるものを除く。）に係る議決権の数

**(i) the number of voting rights pertaining to the Share Certificates, etc. (excluding those set forth in the items of Article 7, paragraph (1)) newly held**



by the person who acquires them (hereinafter referred to as "large acquirer" in this paragraph) through the acquisition; and

二 株券等の発行者の総株主等の議決権の数に大量取得者及びその特別関係者（法第二十七条の二第八項第二号に規定する特別関係者をいう。次項第二号及び第三項において同じ。）の所有に係る当該発行者の発行する株券等に係る議決権の数（当該発行者の総株主等の議決権の数に含まれないものに限る。）を加算した数

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

2 令第七条第四項に規定する内閣府令で定めるところにより行う割合の算定は、第一号に掲げる数を第二号に掲げる数で除して行うものとする。

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

一 特定売買等（法第二十七条の二第一項第三号に規定する特定売買等をいう。）による株券等の買付け等又は取引所金融商品市場外における株券等の買付け等（以下この号において「市場外等買付け等」という。）を行う者（次号において「市場外等買付者」という。）が市場外等買付け等により新たに所有することとなる当該株券等（第七条第一項各号に掲げるものを除く。）に係る議決権の数

(i) the number of voting rights pertaining to the Share Certificates, etc. (excluding those set forth in the items of Article 7, paragraph (1)) newly held by the person who conducts the Purchase, etc. of the Share Certificates, etc. through specified purchase and sale, etc. (meaning the specified purchase and sale, etc. prescribed in Article 27-2, paragraph (1), item (iii) of the Act) or Purchase, etc. of the Share Certificates, etc. made outside of a Financial Instruments Exchange Market (hereinafter referred to as "purchase, etc. outside the market, etc." in this item) (the person is referred to as the "purchaser outside the market, etc." in the following item) through the purchase, etc. outside the market, etc.; and

二 株券等の発行者の総株主等の議決権の数に市場外等買付者及びその特別関係者の所有に係る当該発行者の発行する株券等に係る議決権の数（当該発行者の総株主等の議決権の数に含まれないものに限る。）を加算した数

(ii) the number obtained by adding the number of voting rights pertaining to the Share Certificates, etc. issued by the issuer which are held by the purchaser outside the market, etc. and Specially Related Parties thereof

(limited to the number which is not included in the number of the voting rights held by all the shareholders, etc. of the issuer) to the number of the voting rights held by all the shareholders, etc. of the issuer of Share Certificates, etc.

3 令第七条第六項に規定する内閣府令で定めるところにより行う割合の算定は、第一号に掲げる数を第二号に掲げる数で除して行うものとする。

- (3) The calculation of the proportion made pursuant to the provisions of Cabinet Office Order, prescribed in Article 7, paragraph (6) of the Order, is to be made by dividing the number set forth in item (i) by the number set forth in item (ii):
- 一 法第二十七条の二第一項第五号に規定する株券等の買付け等を行う者（次号において「買付者」という。）及びその特別関係者が同項第五号に規定する株券等の買付け等により新たに所有することとなる当該株券等（第七条第一項各号に掲げるものを除く。）に係る議決権の数
  - (i) the number of voting rights pertaining to the Share Certificates, etc. (excluding those set forth in the items of Article 7, paragraph (1)) newly held by the person who conducts the Purchase, etc. of Share Certificates, etc. prescribed in Article 27-2, paragraph (1), item (v) of the Act (the person is referred to as the "purchaser" in the following item) and by Specially Related Parties with that person by way of Purchase, etc. of Share Certificates, etc. prescribed in item (v) of that paragraph; and
  - 二 株券等の発行者の総株主等の議決権の数に買付者及びその特別関係者の所有に係る当該発行者の発行する株券等に係る議決権の数（当該発行者の総株主等の議決権の数に含まれないものに限る。）を加算した数
  - (ii) the number obtained by adding the number of voting rights pertaining to the Share Certificates, etc. issued by the issuer (limited to the number which is not included in the voting rights held by all the shareholders, etc. of the issuer) which are held by the purchaser and Specially Related Parties thereof to the number of voting rights held by all the shareholders, etc. of the issuer of the Share Certificates, etc.

（買付け等の通知書の記載事項等）

(Matters to Be Included in Written Notice of Purchase)

第五条 令第八条第五項第一号に規定する内閣府令で定める事項は、次に掲げる事項とする。

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

一 公開買付者の氏名又は名称及び住所又は所在地

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

二 公開買付けに係る株券等の種類、応募株券等の数の合計、買付け等をする株券等の数の合計及び返還する株券等の数の合計

(ii) the class of Share Certificates, etc. pertaining to the Tender Offer, the total

number of Tendered Share Certificates, etc., the total number of Share Certificates, etc. of which Purchase, etc. is to be made, and the total number of Share Certificates, etc. to be returned;

三 応募株券等の全部又は一部の買付け等を行わない場合にはその理由

(iii) if the Purchase, etc. of all or part of the Tendered Share Certificates, etc. is not to be conducted, the reason therefor;

四 当該通知書に係る応募株主等に関する事項のうち次に掲げるもの

(iv) the following matters concerning the Tendering Shareholder, etc. related to the written notice:

イ 応募株券等の種類、応募株券等の数、買付け等をする株券等の数、買付け等の価格及び買付け等の代金（有価証券その他の金銭以外のもの（以下「有価証券等」という。）をもって買付け等の対価とする場合には、当該有価証券等の種類及び数）

(a) the class of Tendered Share Certificates, etc., the number of Tendered Share Certificates, etc., the number of Share Certificates, etc. for which Purchase, etc. is to be made, the Price for Purchase, etc. and the amount paid for Purchase, etc. (if Securities and anything other than money (hereinafter collectively referred to as "Securities, etc.") are to be delivered as the consideration of Purchase, etc., the class and the number of the Securities, etc.);

ロ あん分比例方式により買付け等をする場合における買付け等をする株券等の数の計算方法

(b) when Purchase, etc. is to be conducted through the Pro Rata Method, the method of calculating the number of Share Certificates, etc. for which the Purchase, etc. is to be made; and

ハ 返還する株券等の種類及び数並びに返還の方法

(c) the class and the number of Share Certificates, etc. to be returned and the method of return; and

五 買付け等の決済をする金融商品取引業者又は銀行等の名称及び所在地並びに決済の開始日、方法及び場所

(v) the name and location of the Financial Instruments Business Operator or Bank, etc. that settles the Purchase, etc. and the commencement date, method, and place of the settlement.

2 前項に掲げる事項は、第一号様式により記載しなければならない。

(2) The matters set forth in the preceding paragraph must be included on Form 1.

3 令第八条第五項第三号に規定する公益又は投資者保護に欠けることがないものとして内閣府令で定めるものは、次に掲げる株券等とする。

(3) The Share Certificates, etc. specified by Cabinet Office Order as those which do not hinder the public interest or protection of investors, prescribed in Article 8, paragraph (5), item (iii) of the Order, are the following Share Certificates, etc.:

- 一 当該株券等の買付け等の申込み又は売付け等の申込みの勧誘が行われないことに同意することにつき、当該株券等に係る種類株主総会の決議が行われている場合における当該株券等
- (i) if a resolution in a class meeting pertaining to the Share Certificates, etc. is adopted with regard to giving consent not to make the solicitation of applications for Purchase, etc. or Sales, etc. of the Share Certificates, etc., the Share Certificates, etc.; or
- 二 当該株券等の所有者が二十五名未満である場合であって、買付け等の申込み又は売付け等の申込みの勧誘が行われないことにつき、当該株券等のすべての所有者が同意し、その旨を記載した書面を提出している場合における当該株券等
- (ii) if the number of holders of the Share Certificates, etc. is less than 25 and all of the holders of the Share Certificates, etc. have given consent not to make the solicitation of applications for Purchase, etc. or Sales, etc. and have submitted a document including to that effect, the Share Certificates, etc.
- 4 第二条の五第三項から第五項までの規定は、前項第二号の規定により提出される書面について準用する。
- (4) The provisions of Article 2-5, paragraphs (3) to (5) apply mutatis mutandis to the document to be submitted pursuant to the provisions of item (ii) of the preceding paragraph.
- 5 令第八条第五項第三号の規定による買付け等の申込み又は売付け等の申込みの勧誘は、同一の公開買付けによらなければならない。
- (5) The solicitation of applications for Purchase, etc. or Sales, etc. under Article 8, paragraph (5), item (iii) of the Order must be made by the same Tender Offer.
- 6 令第八条第六項に規定する内閣府令で定める場合は、公開買付者において、第十項で定めるところにより、あらかじめ、応募株主等に対し、次項各号に掲げる方法（以下この条において「電磁的方法」という。）の種類及び内容を示し、書面又は電磁的方法による承諾を得ている場合とする。
- (6) The case specified by Cabinet Office Order, prescribed in Article 8, paragraph (6) of the Order, is a case where the Tender Offeror has indicated in advance the type and contents of the methods set forth in the items of the following paragraph (hereinafter referred to as "electronic or magnetic means" in this Article) to the Tendering Shareholder, etc. pursuant to the provisions of paragraph (10) and obtained consent therefrom in writing or by electronic or magnetic means.
- 7 令第八条第六項に規定する内閣府令で定める方法は、次に掲げる方法とする。
- (7) The method specified by Cabinet Office Order, prescribed in Article 8, paragraph (6) of the Order, is any of the following methods:
- 一 電子情報処理組織を使用する方法のうちイ又はロに掲げるもの
- (i) the methods using an Electronic Data Processing System that are set forth in (a) or (b):
- イ 公開買付者の使用に係る電子計算機と応募株主等の使用に係る電子計算機とを

接続する電気通信回線を通じて送信し、受信者の使用に係る電子計算機に備えられたファイルに記録する方法

(a) by transmitting the matters via a telecommunications line that links the computer used by a Tender Offeror and the computer used by an Tendering Shareholder, etc. and recording them on a file stored in the computer used by the recipient; or

ロ 公開買付者の使用に係る電子計算機に備えられたファイルに記録された通知書に記載すべき事項を電気通信回線を通じて応募株主等の閲覧に供し、当該応募株主等の使用に係る電子計算機に備えられたファイルに当該事項を記録する方法（電磁的方法による提供を受ける旨の承諾又は受けない旨の申出をする場合にあっては、公開買付者の使用に係る電子計算機に備えられたファイルにその旨を記録する方法）

(b) by offering the matters to be included in a written notice recorded on a file stored in the computer used by the Tender Offeror to the Tendering Shareholder, etc. for inspection via a telecommunications line, and recording the matters on a file stored in the computer used by the Tendering Shareholder, etc. (if the Tendering Shareholder, etc. gives consent to receive the provision of the matters by electronic or magnetic means or gives notice to the effect that the Tendering Shareholder, etc. does not receive the provision of the matters by the relevant means, by recording to that effect on a file stored in the computer used by the Tender Offeror);

二 磁気ディスク、シー・ディー・ロムその他これらに準ずる方法により一定の事項を確実に記録しておくことができる物をもって調製するファイルに通知書に記載すべき事項を記録したものを交付する方法

(ii) the method of provision by delivering a file recording the matters to be included in the written notice 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.

8 前項各号に掲げる方法は、応募株主等がファイルへの記録を出力することによる書面を作成することができるものでなければならない。

(8) The methods set forth in the items of the preceding paragraph must be those that enable the Tendering Shareholder, etc. to prepare the documents by outputting the records in the file.

9 第七項第一号の「電子情報処理組織」とは、公開買付者の使用に係る電子計算機と、応募株主等の使用に係る電子計算機とを電気通信回線で接続した電子情報処理組織をいう。

(9) The term "Electronic Data Processing System" as used to in paragraph (7), item (i) means an electronic data processing system that links the computer used by a Tender Offeror and the computer used by a Tendering Shareholder, etc. via a telecommunications line.

1 0 第六項の規定により示すべき方法の種類及び内容は、次に掲げる事項とする。

(10) The type and contents of the methods to be indicated pursuant to the provisions of paragraph (6) are the following matters:

一 第七項各号に規定する方法のうち公開買付者が使用するもの

(i) among the methods prescribed in the items of paragraph (7), the method used by the Tender Offeror; and

二 ファイルへの記録の方式

(ii) the method of recording into the file.

1 1 第六項に規定する承諾を得た公開買付者は、当該応募株主等から書面又は電磁的方法により電磁的方法による提供を受けない旨の申出があったときは、当該応募株主等に対し、当該通知書に記載すべき事項の提供を電磁的方法によってしてはならない。ただし、当該応募株主等が再び同項に規定する承諾をした場合は、この限りでない。

(11) When the Tendering Shareholder, etc. states, in writing or by electronic or magnetic means, to the effect that the Tendering Shareholder, etc. does not receive the provision of the matters electronic or magnetic means, a Tender Offeror who had obtained the consent prescribed in paragraph (6) must not provide the matters to be included in the written notice to the Tendering Shareholder, etc. by electronic or magnetic means; provided, however, that this does not apply to cases where the Tendering Shareholder, etc. gives the consent prescribed in that paragraph again.

(株券等の所有割合の計算)

(Calculation of Ownership Ratio of Share Certificates)

第六条 法第二十七条の二第八項に規定する株券等所有割合は、次に掲げる方法で計算することとする。

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

一 株券等の買付け等を行う者にとっては、その者の所有に係る当該株券等（次条第一項各号に掲げるものを除く。以下この条において同じ。）に係る議決権の数を、当該株券等の発行者の総株主等の議決権の数にその者の所有に係る令第九条の二各号に掲げる有価証券に係る議決権の数（当該発行者の総株主等の議決権の数に含まれるものを除く。以下この号において同じ。）及びその者の特別関係者の所有に係る同条各号に掲げる有価証券に係る議決権の数を加算した数で除す方法

(i) with regard to the person who conducts Purchase, etc. of Share Certificates, etc. the method of dividing the number of voting rights pertaining to the Share Certificates, etc. (excluding those set forth in the items of paragraph (1) of the following Article; hereinafter the same applies in this Article) held by the person by the number obtained by adding up the number of voting rights pertaining to the Securities set forth in the items of Article 9-2 of the Order which are held by the person (excluding those included in the number of the voting rights held by all the shareholders, etc. of the issuer;

hereinafter the same applies in this item); and the number of voting rights pertaining to the Securities set forth in the items of the same Article that are held by the person's Specially Related Parties to the number of the voting rights held by all the shareholders, etc. of the issuer of the Share Certificates, etc.; or

二 特別関係者（法第二十七条の二第七項第二号に掲げる者で当該発行者の発行する株券等の買付け等を行うものを除く。）にあつては、その者の所有に係る当該株券等に係る議決権の数を、当該発行者の総株主等の議決権の数にその者の所有に係る令第九条の二各号に掲げる有価証券に係る議決権の数（当該発行者の総株主等の議決権の数に含まれるものを除く。）及び当該買付け等を行う者の所有に係る同条各号に掲げる有価証券に係る議決権の数（当該発行者の総株主等の議決権の数に含まれるものを除く。）を加算した数で除す方法

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

（所有の態様その他の事情を勘案し所有する株券等から除外するもの）

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

第七条 法第二十七条の二第八項第一号に規定する所有の態様その他の事情を勘案して内閣府令で定めるものは、次に掲げる株券等とする。

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

一 信託業を営む者が信託財産として所有する株券等（その者が令第七条第一項第二号及び第三号に掲げる権限を有しない場合に限る。）

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

二 有価証券関連業（法第二十八条第八項に規定する有価証券関連業をいう。）を行

う者が引受け又は売出しを行う業務により所有する株券等（引受けの場合（法第二条第六項第三号に掲げるものを行う場合を除く。）にあっては当該株券等の払込期日の翌日以後、同号に掲げるものを行う場合にあつては次のイ及びロに掲げる株券等の区分に応じ当該イ及びロに定める日以後、売出しの場合にあつては当該株券等の受渡期日の翌日以後所有するものを除く。）

(ii) Share Certificates, etc. for which a person engaged in securities-related business (meaning the securities-related business prescribed in Article 28, paragraph (8) of the Act) holds in the course of the business of underwriting or secondary distribution (excluding those held on or after the day following the date of payment of the Share Certificates, etc., in the case of underwriting (excluding the case where the measures set forth in Article 2, paragraph (6), item (iii) of the Act are taken); those held on or after the day specified in the following (a) and (b) in accordance with the categories of Share Certificates, etc., set forth in (a) and (b) in the case where the measures set forth in Article 2, paragraph (6), item (iii) of the Act are taken; and those held on or after the day following the date of delivery of the Share Certificates, etc. in the case of secondary distribution):

イ 法第二条第六項第三号に規定する行使しない新株予約権に係る新株予約権証券  
当該行使しない新株予約権に係る新株予約権証券を取得した日から起算して六十日を経過した日

(a) share option certificates pertaining to share options not to be exercised, as prescribed in Article 2, paragraph (6), item (iii) of the Act: the day on which 60 days have elapsed from the date of acquisition of share option certificates pertaining to the share options not to be exercised; or

ロ 法第二条第六項第三号に規定する行使しない新株予約権に係る新株予約権証券を取得して当該新株予約権を行使することにより取得した株券等 当該行使しない新株予約権に係る新株予約権証券を取得した日から起算して六十日を経過した日

(b) Share Certificates, etc. acquired as a result of acquisition of a share option certificate pertaining to share options not to be exercised, as prescribed in Article 2, paragraph (6), item (iii) of the Act, and exercising the share options: the day on which 60 days have elapsed from the date of acquisition of share option certificates pertaining to the share options not to be exercised;

三 法第一百五十六条の二十四第一項に規定する業務を営む者が当該業務として所有する株券等

(iii) Share Certificates, etc. held by a person engaged in the business prescribed in Article 156-24, paragraph (1) of the Act as the business;

四 売付けの約定をして受渡しを了していない株券等（約定日から五日（日曜日及び第十四条に定める日の日数は、算入しない。）以内に受渡しを行うものに関し、次号に掲げる取引により売付けの約定をした株券を除く。）



- (iv) Share Certificates, etc., sales of which have been agreed upon and the delivery thereof has not been completed (limited to the Share Certificates, etc. to be delivered within five days (not including the number of Sundays and the dates specified in Article 14) from the date of agreement and excluding the Share Certificates for which sales are agreed upon through any of the transactions set forth in the following item);
- 五 金融商品取引所（法第二条第十六項に規定する金融商品取引所をいう。第三十三条において同じ。）で行われる銘柄の異なる株券の集合体を対象とする先物取引を行ったことにより所有している株券（当該先物取引の売買取引最終日の翌日以後所有するものを除く。）
- (v) Share Certificates held by conducting futures transactions of an aggregate of Share Certificates of different issues on a financial instruments exchange (meaning a financial instruments exchange as prescribed in Article 2, paragraph (16) of the Act; the same applies in Article 33) (excluding those held on or after the day following the last day of the purchase and sale transaction of the futures transactions);
- 六 相続財産に属する株券等（当該相続財産の相続人（共同相続の場合を除く。）が単純承認（単純承認したものとみなされる場合を含む。）又は限定承認した日までのもの又は当該相続財産の共同相続人が遺産分割を了していないものに限る。）
- (vi) Share Certificates, etc. included in inherited property (limited to those existing up to the date on which the heir of the inherited property (excluding the case of joint inheritance) gives unqualified acceptance (including cases where unqualified acceptance is deemed to have been given) or qualified acceptance, or those for which the coheir of the inherited property has not completed the division of the estate);
- 七 存続厚生年金基金（公的年金制度の健全性及び信頼性の確保のための厚生年金保険法等の一部を改正する法律（平成二十五年法律第六十三号）附則第三条第十一号に規定する存続厚生年金基金をいう。）、企業年金連合会又は年金積立金管理運用独立行政法人が所有する株券等（株券を除く。）
- (vii) Share Certificates, etc. (excluding Share Certificates) held by the Surviving Employees' Pension Fund (meaning a surviving employee's pension fund prescribed in Article 3, item (xi) of the Supplementary Provisions to the Act Partially Amending the Employees' Pension Insurance Act to Ensure Soundness and Reliability of Public Pension System (Act No. 63 of 2013)), the Pension Fund Association, or the Government Pension Investment Fund;
- 八 独立行政法人郵便貯金・簡易生命保険管理機構法（平成十七年法律第一百一号）第十条に規定する簡易生命保険資産の運用として所有する株券等（株券を除く。）
- (viii) Share Certificates, etc. (excluding Share Certificates) possessed as an investment in postal life insurance assets as prescribed in Article 10 of the Act on the Management Organization for Postal Savings and Postal Life Insurance, Independent Administrative Agency (Act No. 101 of 2005);

九 法人の代表権を有する者又は支配人が、当該代表権に基づき、当該法人の所有する株券等につき議決権を行使することができる権限若しくは当該議決権の行使について指図を行うことができる権限又は投資を行うのに必要な権限を有する株券等

(ix) Share Certificates, etc. in which a person or a manager who holds the authority of representation of a corporation has the authority to exercise the voting rights of the Share Certificates, etc. held by the corporation or the authority to give instructions with regard to the exercise of the voting rights or the authority necessary for making investment;

十 発行者の役員又は従業員が当該発行者の他の役員又は従業員と共同して当該発行者の株券等の取得（一定の計画に従い、個別の投資判断に基づかず、継続的に行われ、各役員又は従業員の一回当たりの拠出金額が百万円に満たないものに限る。）をした場合（当該発行者が会社法第百五十六条第一項の規定に基づき買付け等を行った株券以外の株券等の買付け等を行ったときは、法第三十四条に規定する金融商品取引業者等に委託して行った場合に限る。）において当該取得をした株券等を信託された者が所有する当該株券等（当該信託された者が当該株券等について令第七条第一項第二号及び第三号に掲げる権限を有しない場合に限る。）

(x) when an officer or employee of the issuer jointly with another officer or employee of the issuer acquires the Share Certificates, etc. of the issuer (limited to the acquisition which is conducted continuously according to a certain plan without depending on an individual investment decision and for which each officer or employee contributes less than one million yen on each occasion of acquisition) (limited to cases where the acquisition has been made by entrustment to a Financial Instruments Business Operator, etc. prescribed in Article 34 of the Act when Purchase, etc. of the Share Certificates, etc. other than the Share Certificates for which the issuer conducts the Purchase, etc. pursuant to the provisions of Article 156, paragraph (1) of the Companies Act is conducted), the Share Certificates, etc. held by the person to whom the acquired Share Certificates, etc. have been entrusted (limited to cases where the person to whom the acquired Share Certificates, etc. have been entrusted does not hold the authority set forth in Article 7, paragraph (1), items (ii) and (iii) of the Order);

十一 銀行等保有株式取得機構が所有する株券（銀行等保有株式取得機構が株券の買付けを行う場合には、法第二十七条の二第一項第一号括弧書の規定により銀行等保有株式取得機構の所有する株券に含まれることとされるものを含む。）

(xi) Share Certificates held by a Banks' Shareholdings Purchase Corporation (including those deemed to be included in the Share Certificates held by the Banks' Shareholdings Purchase Corporation pursuant to the provisions in parentheses of Article 27-2, paragraph (1), item (i) of the Act if the Banks' Shareholdings Purchase Corporation makes the purchase of Share Certificates);

十二 外国において、当該外国の法令に準拠して、他人の社債等（社債等振替法第二

条第一項に規定する社債等をいう。以下この号において同じ。)又は社債等に類する権利の管理を行うことを業とする者(以下この号において「外国社債等管理業者」という。)の直近上位機関(同条第六項に規定する直近上位機関をいう。)が備える振替口座簿の当該外国社債等管理業者の口座(顧客口座(社債等振替法第六十八条第二項第二号、第二百二十七条の四第二項第二号、第二百二十九条第二項第二号(社債等振替法第二百二十八条第一項において準用する場合を含む。)、第六十五条第二項第二号(社債等振替法第二百四十七条の三第一項において準用する場合を含む。))又は第二百九十四条第二項第二号に規定する顧客口座をいう。)を除く。)に記載され、又は記録されている株券等であって、当該外国社債等管理業者が顧客からの委託により管理を行うもの(令第七条第一項第二号及び第三号に規定する権限を有しないものに限る。)

(xii) Share Certificates, etc. included or recorded for an account (excluding a customer account (meaning a customer account prescribed in Article 68, paragraph (2), item (ii), Article 127-4, paragraph (2), item (ii), Article 129, paragraph (2), item (ii) (including cases where it is applied mutatis mutandis pursuant to Article 228, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.), Article 165, paragraph (2), item (ii) (including the case where it is applied mutatis mutandis pursuant to Article 247-3, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.) or Article 194, paragraph (2), item (ii) of the Act on Book-Entry of Company Bonds, Shares, etc.)) of a person whose business is to conduct the administration of company bonds, etc. (meaning company bonds, etc. prescribed in Article 2, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc. the same applies in this item) or rights similar to company bonds, etc. of other persons in a foreign state in accordance with the laws and regulations of the foreign state (hereinafter referred to as the "foreign bond, etc. administrator" in this item) in the transfer account book maintained by the organization directly senior to the foreign bond, etc. administrator (meaning organization directly senior prescribed in paragraph (6) of that Article) for which the foreign bond, etc. administrator conducts the administration based on entrustment by customers (limited to those which do not have the authority prescribed in Article 7, paragraph (1), items (ii) and (iii) of the Order); or

十三 株券等の買付け等を行う者又はその特別関係者(以下この号において「買付者等」という。)の所有(令第七条第一項に定める場合に限る。)に係る株券等のうち、当該買付者等以外の買付者等の所有(同項に定める場合を除く。)に係るもの(前各号に掲げるものを除く。)

(xiii) Share Certificates, etc. held (limited to the case specified in Article 7, paragraph (1) of the Order) by a person who conducts a Purchase, etc. of Share Certificate, etc. or the person's Specially Related Party (hereinafter referred to as a "Purchaser, etc." in this item), which are held (excluding the case specified in that paragraph) by a Purchaser, etc. other than the

Purchaser, etc. (excluding those set forth in the preceding items).

2 前項第九号の議決権には、社債等振替法第四百七条第一項若しくは第四百八条第一項（これらの規定を社債等振替法第二百二十八条第一項において準用する場合を含む。）、第百八十一条第一項若しくは第百八十二条第一項（これらの規定を社債等振替法第二百四十七条の三第一項において準用する場合を含む。）、第二百十二条第一項又は第二百十三条第一項の規定により発行者に対抗することができない株券等に係る議決権を含むものとする。

(2) The voting rights under item (ix) of the preceding paragraph include voting rights pertaining to share certificates, etc. that may not be asserted against the Issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc. (including cases where those provisions are applied mutatis mutandis pursuant to Article 228, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.), Article 181, paragraph (1) or Article 182, paragraph (1) (including cases where those provisions are applied mutatis mutandis pursuant to Article 247-3, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.), Article 212, paragraph (1) or Article 213, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.

(議決権の数の計算等)

(Calculation of the Number of Voting Rights)

第八条 法第二十七条の二第八項第一号に規定する内閣府令で定めるところにより計算した株式に係る議決権の数は、次に掲げる株式の区分に応じ、当該各号に定める数とする。

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

一 株式（次号に掲げるものを除く。以下この項において同じ。） 当該株式に係る議決権の数

(i) shares (excluding those set forth in the following item; hereinafter the same applies in this paragraph): the number of voting rights pertaining to the shares;

二 発行者がその発行する全部若しくは一部の株式の内容として株主が当該発行者に対して当該株式の取得を請求することができる旨又は発行者がその発行する全部若しくは一部の株式の内容として当該発行者が一定の事由が生じたことを条件として当該株式を取得することができる旨の定めを設けている場合における当該株式（当該株式に係る株券の取得と引換えに交付される株券等に係る議決権の数が当該株式に係る議決権の数よりも大きいものに限る。） 当該交付される株券等に係る議決権の数のうち最も多い数

(ii) if the issuer provides, as a feature of all or part of its shares, that the

shareholders may demand the issuer to redeem the shares, or where the issuer provides, as a feature of all or part of its shares, that the issuer may acquire the shares upon the occurrence of a specified event, the shares (limited to cases where the number of voting rights pertaining to Share Certificates, etc. delivered in exchange of the acquisition of Share Certificates pertaining to the shares exceeds the number of voting rights pertaining to the shares): the largest number among the numbers of the voting rights pertaining to the delivered Share Certificates, etc.

2 前項第二号により議決権の数を計算する場合において、交付される株券等の数が買付け等又は新規発行取得（法第二十七条の二第一項第四号に規定する新規発行取得をいう。以下この項において同じ。）の日後のいずれか一の日の市場価額その他の指標に基づき決定される場合における当該交付される株券等の数は、当該買付け等又は新規発行取得を行おうとする日前二日間のいずれかの日に交付されたものとみなして計算した数とする。

(2) In calculating the number of voting rights pursuant to the provisions of item (ii) of the preceding paragraph, when the number of the delivered Share Certificates, etc. is determined based on the market value or other indicators on any one day after the date of Purchase, etc. or acquisition of newly issued share certificates, etc. (meaning the acquisition of newly issued share certificates, etc. as prescribed in Article 27-2, paragraph (1), item (iv) of the Act; hereinafter the same applies in this paragraph), the number of delivered Share Certificates, etc. is the number calculated by deeming that the delivery has been made on either of the two days up to the date on which the Purchase, etc. or acquisition of newly issued share certificates, etc. is intended to be conducted.

3 法第二十七条の二第八項第一号に規定する内閣府令で定める議決権の数は、次に掲げる数とする。

(3) The number of voting rights specified by Cabinet Office Order, prescribed in Article 27-2, paragraph (8), item (i) of the Act, is any of the following numbers:

一 新株予約権証券については、新株予約権の目的である株式に係る議決権の数。ただし、次に掲げる要件の全てに該当するときは、零とする。

(i) with regard to share option certificates, the number of voting rights pertaining to shares underlying the share options; provided, however, the number of voting rights is considered zero if all of the requirements set forth in the following are met:

イ 株券等の買付け等を行う者が会社法第二百七十七条に規定する新株予約権無償割当てにより取得したものであること。

(a) the certificates were acquired by a person that makes a Purchase, etc. of Share Certificate, etc. by way of an Allotment of Share Options without contribution prescribed in Article 277 of the Companies Act;

ロ 当該新株予約権証券の発行の日から会社法第二百三十六条第一項第四号に掲げ

る期間の末日までの期間が二月を超えないこと。

(b) the period between the date of issuance of the share option certificate and the last day of the period set forth in Article 236, paragraph (1), item (iv) of the Companies Act does not exceed two months; and

ハ その募集に際し、当該新株予約権証券の引受けを行う一又は二以上の金融商品取引業者が発行された当該新株予約権証券の全て（当該新株予約権証券に係る新株予約権が行使されたものを除く。）を取得して自己又は第三者が当該新株予約権証券に係る新株予約権を行使することを内容とする契約が発行者と当該金融商品取引業者との間で締結されていること。

(c) upon the offering of the share option certificates, a contract stipulating that one or more Financial Instruments Business Operators which underwrite the share option certificates acquire all of the share option certificates issued (excluding those that the share options pertaining to the share option certificates have already been exercised) and exercise themselves or through a third party the share options pertaining to the share option certificates has been concluded between the Issuer and the Financial Instruments Business Operators;

二 新株予約権付社債券については、当該新株予約権付社債券に付与されている新株予約権の目的である株式に係る議決権の数

(ii) with regard to corporate bond certificates with share options, the number of voting rights pertaining to the shares underlying the share options attached to the corporate bond certificates with share options;

三 外国の者が発行者である証券又は証書で株券の性質を有するものについては、株式に係る議決権の数

(iii) with regard to securities or certificates whose issuer is a foreign person which have the nature of Share Certificates, the number of voting rights pertaining to the shares;

四 外国の者が発行者である証券又は証書で新株予約権証券又は新株予約権付社債券の性質を有するものについては、内国法人が発行者である証券又は証書に準じて換算した株式に係る議決権の数

(iv) with regard to securities or certificates whose issuer is a foreign person which have the nature of share option certificates or corporate bond certificates with share options, the number of voting rights pertaining to the shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation;

五 投資証券等（令第一条の四第一号に規定する投資証券等をいう。以下同じ。）については、投資口（投資信託及び投資法人に関する法律（昭和二十六年法律第九十八号）第二条第十四項に規定する投資口をいい、外国投資法人（同条第二十五項に規定する外国投資法人をいう。次号及び第二十六条第一項第三号において同じ。）の社員の地位を含む。以下同じ。）に係る議決権の数

(v) with regard to investment securities, etc. (meaning investment securities,

etc. as prescribed in Article 1-4, item (i) of the Order; the same applies hereinafter), the number of voting rights pertaining to an investment equity (meaning the investment equity as prescribed in Article 2, paragraph (14) of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951) and including the status as a member of a foreign investment corporation (meaning a foreign investment corporation as prescribed in paragraph (25) of that Article; the same applies in the following item and Article 26, paragraph (1), item (iii); the same applies hereinafter));

五の二 新投資口予約権証券等については、新投資口予約権等（新投資口予約権（投資信託及び投資法人に関する法律第二条第十七項に規定する新投資口予約権をいう。以下この号及び第十九条第一項第二号において同じ。）及び外国投資法人に対する権利で新投資口予約権の性質を有する権利をいう。以下この項及び第九条の六において同じ。）の目的である投資口に係る議決権の数。ただし、次に掲げる要件の全てに該当する新投資口予約権証券（同法第二条第十八項に規定する新投資口予約権証券をいう。以下同じ。）については、零とする。

(v)-2 with regard to Investment Equity Subscription Right Certificates, etc., the number of voting rights pertaining to investment equity underlying Investment Equity Subscription Rights, etc. (collectively meaning Investment Equity Subscription Rights (meaning Investment Equity Subscription Rights prescribed in Article 2, paragraph (17) of the Act on Investment Trusts and Investment Corporations; hereinafter the same applies in this item and Article 19, paragraph (1), item (ii)), as well as rights in Foreign Investment Corporations which have the nature of Investment Equity Subscription Rights; hereinafter the same applies in this paragraph and Article 9-6); provided, however, that for Investment Equity Subscription Right Certificates (meaning Investment Equity Subscription Right Certificates prescribed in Article 2, paragraph (18) of that Act; the same applies hereinafter), which satisfy all of the requirements set forth as follows, the number of voting rights is considered zero:

イ 株券等の買付け等を行う者が投資信託及び投資法人に関する法律第八十八条の十三に規定する新投資口予約権無償割当てにより取得したものであること。

(a) the certificates were acquired by a person that makes a Purchase, etc. of Share Certificates, etc. by way of Allotment of Investment Equity Subscription Rights without Contribution prescribed in Article 88-13 of the Act on Investment Trusts and Investment Corporations;

ロ 当該新投資口予約権証券の発行の日から投資信託及び投資法人に関する法律第八十八条の二第三号に掲げる期間（同法第八十八条の十五第三項の規定により延長されたものとみなされる期間を含む。）の末日までの期間が二月を超えないこと。

(b) the period between the date of issuance of the Investment Equity Subscription Right Certificates and the last day of the period set forth in

Article 88-2, item (iii) of the Act on Investment Trusts and Investment Corporations (including the period deemed to be extended pursuant to the provisions of Article 88-15, paragraph (3) of that Act) does not exceed two months; and

ハ その募集に際し、当該新投資口予約権証券の引受けを行う一又は二以上の金融商品取引業者が発行された当該新投資口予約権証券の全て（当該新投資口予約権証券に係る新投資口予約権が行使されたものを除く。）を取得して自己又は第三者が当該新投資口予約権証券に係る新投資口予約権を行使することを内容とする契約が発行者と当該金融商品取引業者との間で締結されていること。

(c) upon the offering of the certificates, a contract stipulating that one or more Financial Instruments Business Operators which underwrite the Investment Equity Subscription Right Certificates acquire all of the Investment Equity Subscription Right Certificates issued (excluding those that the Investment Equity Subscription Right pertaining to the Investment Equity Subscription Right Certificates have already been exercised) and exercise themselves or through a third party the Investment Equity Subscription Right pertaining to the Investment Equity Subscription Right Certificates has been concluded between the Issuer and the Financial Instruments Business Operators;

六 株券等信託受益証券については、次に掲げる受託有価証券の区分に応じ、それぞれ次に定める数

(vi) with regard to Beneficiary Certificates of Share Certificates, etc. in Trust, the number specified as follows, respectively, according to the following categories of entrusted securities:

イ 株券 当該株券等信託受益証券に表示される受益権の内容である株式に係る議決権の数

(a) Share Certificates: the number of voting rights pertaining to the shares of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;

ロ 新株予約権証券 当該株券等信託受益証券に表示される受益権の内容である新株予約権証券の新株予約権の目的である株式に係る議決権の数

(b) share option certificates: the number of voting rights pertaining to shares underlying the share options of the share option certificates of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;

ハ 新株予約権付社債券 当該株券等信託受益証券に表示される受益権の内容である新株予約権付社債に付与されている新株予約権の目的である株式に係る議決権の数

(c) corporate bond certificates with share options: the number of voting rights pertaining to shares underlying the share options attached to corporate bond certificates with share options of a beneficial interest indicated on the



Beneficiary Certificates of Share Certificates, etc. in Trust;

ニ 外国の者が発行者である証券又は証書で株券の性質を有するもの 当該株券等信託受益証券に表示される受益権の内容である株式に係る議決権の数

(d) securities or certificates whose issuer is a foreign person which have the nature of Share Certificates: the number of voting rights pertaining to the shares of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;

ホ 外国の者が発行者である証券又は証書で新株予約権証券又は新株予約権付社債券の性質を有するもの 内国法人が発行者である証券又は証書に準じて換算した株式に係る議決権の数

(e) securities or certificates whose issuer is a foreign person which have the nature of share option certificates or corporate bond certificates with share options: the number of voting rights pertaining to the shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation;

ヘ 投資証券等 当該株券等信託受益証券に表示される受益権の内容である投資証券等の投資口に係る議決権の数

(f) investment securities, etc.: the number of voting rights pertaining to the investment equity of investment securities, etc. of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;

ト 新投資口予約権証券等 当該株券等信託受益証券に表示される受益権の内容である新投資口予約権証券等の新投資口予約権等の目的である投資口に係る議決権の数

(g) Investment Equity Subscription Right Certificates, etc.: the number of voting rights pertaining to the investment equity underlying Investment Equity Subscription Rights, etc. for the Investment Equity Subscription Right Certificates, etc., underlying beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;

七 株券等預託証券については、次に掲げる当該株券等預託証券において表示される権利に係る有価証券の区分に応じ、それぞれ次に定める数

(vii) with regard to Depository Receipt for Share Certificates, etc., the number specified as follows, respectively, according to the following categories of Securities pertaining to the rights indicated on the Depository Receipt for Share Certificates, etc.:

イ 株券 当該株券等預託証券において表示される権利の目的である株式に係る議決権の数

(a) Share Certificates: the number of voting rights pertaining to the shares underlying the rights indicated on the Depository Receipt for Share Certificates, etc.;

ロ 新株予約権証券 当該株券等預託証券において表示される権利の目的である新

株予約権証券の新株予約権の目的である株式に係る議決権の数

(b) share option certificates: the number of voting rights pertaining to the shares underlying the share options of share option certificates underlying the rights indicated on the Depository Receipt for Share Certificates, etc.;

ハ 新株予約権付社債券 当該株券等預託証券において表示される権利の目的である新株予約権付社債に付与されている新株予約権の目的である株式に係る議決権の数

(c) corporate bond certificates with share options: the number of voting rights pertaining to shares underlying the share options attached to corporate bond certificates with share options underlying the rights indicated on the Depository Receipt for Share Certificates, etc.;

ニ 外国の者が発行者である証券又は証書で株券の性質を有するもの 当該株券等預託証券において表示される権利の目的である株式に係る議決権の数

(d) securities or certificates whose issuer is a foreign person which have the nature of Share Certificates: the number of voting rights pertaining to shares underlying the rights indicated on the Depository Receipt for Share Certificates, etc.;

ホ 外国の者が発行者である証券又は証書で新株予約権証券又は新株予約権付社債券の性質を有するもの 内国法人が発行者である証券又は証書に準じて換算した株式に係る議決権の数

(e) securities or certificates whose issuer is a foreign person which have the nature of share option certificates or corporate bond certificates with share options: the number of voting rights pertaining to the shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation;

ヘ 投資証券等 当該株券等預託証券において表示される権利の目的である投資証券等の投資口に係る議決権の数

(f) investment securities, etc.: the number of voting rights pertaining to investment equity of the investment securities, etc. underlying the rights indicated on the Depository Receipt for Share Certificates, etc.;

ト 新投資口予約権証券等 当該株券等預託証券において表示される権利の目的である新投資口予約権証券等の新投資口予約権等の目的である投資口に係る議決権の数

(g) Investment Equity Subscription Right Certificates, etc.: the number of voting rights pertaining to investment equity underlying Investment Equity Subscription Rights, etc. for the Investment Equity Subscription Right Certificates, etc., underlying the rights indicated on the Depository Receipt for Share Certificates, etc.

4 第一項及び第二項の規定は、前項各号に掲げる数について準用する。

(4) The provisions of paragraph (1) and paragraph (2) apply mutatis mutandis to the numbers set forth in the items of the preceding paragraph.

5 前各項の議決権の数には、社債等振替法第四百七条第一項若しくは第四百八条第一項（これらの規定を社債等振替法第二百二十八条第一項において準用する場合を含む。）、第百八十一条第一項若しくは第百八十二条第一項（これらの規定を社債等振替法第二百四十七条の三第一項において準用する場合を含む。）、第二百十二条第一項又は第二百十三条第一項の規定により発行者に対抗することができない株券等に係る議決権の数を含むものとする。

(5) The number of voting rights in the preceding paragraphs includes voting rights pertaining to Share Certificates, etc. that may not be asserted against the Issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc. (including cases where those provisions are applied mutatis mutandis pursuant to Article 228, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.), Article 181, paragraph (1) or Article 182, paragraph (1) (including cases where those provisions are applied mutatis mutandis pursuant to Article 247-3, paragraph (1) of the Act on Book-Entry of Company Bonds, Shares, etc.), Article 212, paragraph (1) or Article 213, paragraph (1) of the Act on Book-Entry of Bonds, etc.

(公告の方法)

(Methods of Public Notice)

第九条 開示用電子情報処理組織による手続の特例等に関する内閣府令（平成十四年内閣府令第四十五号。以下この項において「電子手続府令」という。）第一条の規定は法第二十七条の三第一項の規定による公告を電子公告（令第九条の三第一項第一号に規定する電子公告をいう。以下同じ。）により行う者について、電子手続府令第二条の規定は法第二十七条の三第一項の規定による公告を電子公告の方法により行おうとする者について、それぞれ準用する。この場合において、電子手続府令第一条中「方式で、電子開示手続又は任意電子開示手続を文書をもって行う場合に記載すべきこととされている事項を、入力して行わなければならない。ただし、当該事項のうち押印及び署名については省略することができる」とあるのは「方式で行わなければならない」と、電子手続府令第二条第一項中「第一号様式」とあるのは「第七号様式」と、「電子開示システム届出書」とあるのは「電子公告届出書」と、「電子開示手続又は任意電子開示手続を文書をもって行う場合に」とあるのは「公開買付届出書」と、「提出しなければならない」とあるのは「提出しなければならない。ただし、既に開示用電子情報処理組織による手続の特例等に関する内閣府令第二条第一項（企業内容等の開示に関する内閣府令（昭和四十八年大蔵省令第五号）第十七条の五第一項、特定有価証券の内容等の開示に関する内閣府令（平成五年大蔵省令第二十二号）第二十七条の五第一項及び発行者による上場株券等の公開買付けの開示に関する内閣府令（平成六年大蔵省令第九十五号）第三条第一項において準用する場合を含む。）の規定による届出を行っている場合は、この限りでない」と、同条第二項中「電子開示システム届出書」とあるのは「電子公告届出書」と、「電子開示手続又は任意電子開示手続」とあるのは「電子公告」と、同条第三項から第五項までの規定中「電子開示シ

システム届出書」とあるのは「電子公告届出書」と読み替えるものとする。

Article 9 (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 public notice under Article 27-3, paragraph (1) of the Act by way of electronic public notice (meaning an electronic public notice as prescribed in Article 9-3, paragraph (1), item (i) of the Order; the same applies hereinafter) and the provisions of Article 2 of the Order on Electronic Procedures apply mutatis mutandis to a person who gives a public notice under Article 27-3, paragraph (1) of the Act by way of electronic public notice. In this case, the phrase "must input the matters to be included in the written documents in a case where an Electronic Disclosure Procedure or Discretionary Electronic Disclosure Procedure is carried out in writing with an input-output device (meaning input-output device referred to in Article 14-10, paragraph (1) of the Order; the same applies hereinafter) used by the person who carries out the Electronic Disclosure Procedures or Discretionary Electronic Disclosure Procedure, based on a method by which the input-output device and the computer referred to in Article 27-30-2 of the Act can be connected over a telecommunications line by inputting an identification number and security number, and by which input can be performed from the input-output device; provided, however, that among those matters, the signature and seal may be omitted" in Article 1 of the Order on Electronic Procedures is deemed to be replaced with "must input the matters to be included in the written documents in a case where an Electronic Disclosure Procedure or Discretionary Electronic Disclosure Procedure is carried out in writing with an input-output device (meaning input-output device referred to in Article 14-10, paragraph (1) of the Order; the same applies hereinafter) used by the person who carries out the Electronic Disclosure Procedures or Discretionary Electronic Disclosure Procedure, based on a method by which the input-output device and the computer referred to in Article 27-30-2 of the Act can be connected over a telecommunications line by inputting an identification number and security number, and by which input can be performed from the input-output device"; the phrase "must submit a document prepared using Form 1 (limited to that including the number obtained by connecting the input-output device used by the person making the notification and the computer referred to in Article 27-30-2 of the Act over a telecommunications line and by inputting matters to be included in Form 1 and other matters; hereinafter referred to as 'Electronic Disclosure System Notice') to the Director-General of the Fukuoka Local Finance Branch Bureau to whom the notification is to be submitted in a case where the Electronic Disclosure Procedure or Discretionary Electronic

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

2 令第九条の三第一項第二号の規定により日刊新聞紙に掲載する方法による公開買付開始公告をする場合には、次に掲げる日刊新聞紙の二以上を含む日刊新聞紙に掲載して行わなければならない。ただし、全国において時事に関する事項を掲載する日刊新聞紙に掲載する場合は一以上とすることができる。

(2) When a Public Notice of the Commencement of a Tender Offer is given by publication in a daily newspaper pursuant to the provisions of Article 9-3, paragraph (1), item (ii) of the Order, the public notice must be given by publication in daily newspapers including two or more of the following daily newspapers; provided, however, that in case of a publication in a daily newspaper that publishes matters on current affairs nationwide, the public notice may be given by the publication in one or more daily newspapers:

一 時事に関する事項を掲載する日刊新聞紙

(i) a daily newspaper which publishes matters on current affairs; or

二 産業及び経済に関する事項を全般的に報道する日刊新聞紙

(ii) a daily newspaper that reports on general industrial and economic matters.

3 令第九条の三第一項本文に規定する公告（法第二十七条の三第一項を除く。）は、これらの公告に係る公開買付開始公告が電子公告による公告によって行われる場合には電子公告により、日刊新聞紙に掲載する方法による公告によって行われる場合には当該公告を掲載した日刊新聞紙により行わなければならない。ただし、令第九条の三第五項において準用する令第四条の二の四第三項の規定により公告をする場合は、この限りでない。

(3) The public notice prescribed in the main clause of Article 9-3, paragraph (1) of the Order (excluding Article 27-3, paragraph (1) of the Act) must be given by way of an electronic public notice when the Public Notice of the Commencement of a Tender Offer pertaining to the public notice is given by way of an electronic public notice and must be given by publication in daily newspapers which published the public notice when the Public Notice of the Commencement of a Tender Offer pertaining to the public notice is given by publication in daily newspapers; provided, however, that this does not apply to cases where the public notice is given pursuant to the provisions of Article 4-2-4, paragraph (3) of the Order as applied mutatis mutandis pursuant to Article 9-3, paragraph (5) of the Order.

(公告をした旨の日刊新聞紙への掲載)

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

第九条の二 令第九条の三第三項の規定により日刊新聞紙に掲載する場合には、公告をした旨、電子公告アドレスその他必要な事項を全国において時事に関する事項を掲載する日刊新聞紙に掲載して行わなければならない。

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

(電子公告による公告ができない場合の承認等)

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

第九条の三 令第九条の三第五項において準用する令第四条の二の四第三項の規定による承認を得ようとする者は、次に掲げる事項を記載した書面を関東財務局長に提出しなければならない。

Article 9-3 (1) A person who intends to obtain the approval under Article 4-2-4, paragraph (3) of the Order as applied mutatis mutandis pursuant to Article 9-3,

paragraph (5) of the Order must submit a document containing the following matters to the Director-General of the Kanto Local Finance Bureau:

一 公告をする者の商号若しくは名称又は氏名

(i) the trade name or name of the person to give the public notice;

二 公告をする者の本店若しくは主たる事務所の所在地又は住所

(ii) the location or address of the head office or principal office of the person to give the public notice;

三 電子公告による公告をすることができない理由

(iii) the reason why the public notice cannot be given by way of an electronic public notice; and

四 電子公告に代えて公告する方法

(iv) the method of public notice in lieu of an electronic public notice.

2 令第九条の三第五項において準用する令第四条の二の四第三項に規定する内閣府令で定める方法は、次に掲げるものとする。

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

一 全国において時事に関する事項を掲載する日刊新聞紙に掲載する方法

(i) the publication in a daily newspaper that publishes matters on current affairs nationwide; and

二 金融庁長官が指定する方法

(ii) the method designated by the Commissioner of the Financial Services Agency.

(公告の中断の内容の公告)

(Public Notice on Details of Interruption of Public Notice)

第九条の四 令第九条の三第五項において準用する令第四条の二の四第四項第三号の規定により公告の中断の内容の公告をする場合には、中断が生じた当該公告に次に掲げる事項を公告するものとする。

Article 9-4 In cases of giving the public notice on the details of the interruption of a public notice pursuant to the provisions of Article 4-2-4, paragraph (4), item (iii) of the Order as applied mutatis mutandis pursuant to Article 9-3, paragraph (5) of the Order, public notice of the following matters are given in the public notice in which the interruption occurred:

一 公告の中断の期間

(i) the period of the interruption of the public notice; and

二 公告の中断の原因

(ii) the cause of the interruption of the public notice.

(公開買付開始公告の訂正公告等の方法等)

(Methods of Public Notice of Amendment to Public Notice of Commencement of

Tender Offer)

第九条の五 法第二十七条の七第一項及び第二項（法第二十七条の八第十二項において準用する場合を含む。）、法第二十七条の八第八項並びに法第二十七条の十第五項及び第六項の規定による公告（以下この条において「公開買付開始公告の訂正公告等」という。）は、これらの公告に係る公開買付開始公告又は期間延長請求公告（法第二十七条の十第五項に規定する期間延長請求公告をいう。）が電子公告による公告をする場合には電子公告により、日刊新聞紙に掲載する方法により公告をする場合には当該公告を掲載した日刊新聞紙により行わなければならない。

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

2 公開買付開始公告の訂正公告等を電子公告により行う者は、当該公告をした後、遅滞なく、次に掲げる事項を、全国において時事に関する事項を掲載する日刊新聞紙に掲載して行わなければならない。

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

一 公告をした日

(i) the date on which the public notice was given;

二 電子公告アドレス

(ii) the Internet Address for Electronic Public Notices; and

三 その他必要な事項

(iii) any other necessary matters.

3 公開買付開始公告の訂正公告等を行う者は、電気通信回線の故障その他の事由により当該電子公告による公告をすることができない場合には、第九条の三第一項各号に掲げる事項を記載した書面を関東財務局長に提出しなければならない。

(3) If a person who gives a public notice of amendment, etc. to a public notice of the commencement of a tender offer is unable to give the public notice by way of an electronic public notice due to a fault in the telecommunications line or any other cause, then the person must submit a document containing the



matters set forth in the items of Article 9-3, paragraph (1) to the Director-General of the Kanto Local Finance Bureau.

4 公開買付開始公告の訂正公告等を電子公告により行う者は、公開買付期間の末日までの間、継続して電子公告をしなければならない。

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

5 前項の規定にかかわらず、同項の規定により電子公告による公告をしなければならない期間（第二号において「公告期間」という。）中公告の中断（不特定多数の者が提供を受けることができる状態に置かれた情報がその状態に置かれないこととなったこと又はその情報がその状態に置かれた後改変されたことをいう。以下この項において同じ。）が生じた場合において、次のいずれにも該当するときは、その公告の中断は、当該公告の効力に影響を及ぼさない。

(5) Notwithstanding the provisions of the preceding paragraph, if an interruption of a public notice (meaning that the information that was being made available to many and unspecified persons is no longer being made available or that the information has been altered after having been made available to many and unspecified persons; hereinafter the same applies in this paragraph) occurs during the period in which public notice by way of an electronic public notice is to be given pursuant to the provisions of that paragraph (the period is referred to as the "public notice period" in item (ii)), if all of the following conditions are met, the interruption of a public notice does not affect the validity of the public notice:

一 公告の中断が生ずることにつき電子公告による公告をする者が善意でかつ重大な過失がないこと又は電子公告による公告をする者に正当な理由があること。

(i) the person who gives the public notice by way of an electronic public notice has acted in good faith and without gross negligence, or the person has justifiable grounds with regard to the occurrence of the interruption of a public notice;

二 公告の中断が生じた時間の合計が公告期間の十分の一を超えないこと。

(ii) the total time during which the interruption of a public notice occurred does not exceed one-tenth of the public notice period; and

三 電子公告による公告をする者が公告の中断が生じたことを知った後速やかにその旨、公告の中断の期間並びに公告の中断の原因を公告したこと。

(iii) after learning about the occurrence of the interruption of a public notice, the person who gives the public notice by way of electronic public notice promptly gave a public notice to that effect, including of the period in which the interruption of a public notice occurred and the cause of the interruption of a public notice.

(株券等の数)

(The Number of Share Certificates)

第九条の六 法第二十七条の三第一項に規定する内閣府令で定める数は、次に掲げる数とする。

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

一 新株予約権証券については、新株予約権の目的である株式の数

(i) with regard to share option certificates, the number of shares underlying the share options;

二 新株予約権付社債券については、当該新株予約権付社債券に付与されている新株予約権の目的である株式の数

(ii) with regard to corporate bond certificates with share options, the number of shares underlying the share options attached to the corporate bond certificates with share options;

三 外国の者が発行者である証券又は証書で株券の性質を有するものについては、株式の数

(iii) with regard to securities or certificates whose issuer is a foreign person which have the nature of Share Certificates, the number of shares;

四 外国の者が発行者である証券又は証書で新株予約権証券又は新株予約権付社債券の性質を有するものについては、内国法人が発行者である証券又は証書に準じて株式に換算した数

(iv) with regard to securities or certificates whose issuer is a foreign person which have the nature of share option certificates or corporate bond certificates with share options, the number of shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation;

五 投資証券等については、投資口の数

(v) with regard to investment securities, etc., the number of units of investment equity;

五の二 新投資口予約権証券等については、新投資口予約権等の目的である投資口の数

(v)-2 with regard to Investment Equity Subscription Right Certificates, etc., the number of units of investment equity underlying Investment Equity Subscription Rights, etc.;

六 株券等信託受益証券については、次に掲げる受託有価証券の区分に応じ、それぞれ次に定める数

(vi) with regard to Beneficiary Certificates of Share Certificates, etc. in Trust, the number set forth in the following, respectively, according to the following categories of entrusted securities:

イ 株券 当該株券等信託受益証券に表示される受益権の内容である株式の数

(a) Share Certificates: the number of shares of a beneficial interest indicated

- on the Beneficiary Certificates of Share Certificates, etc. in Trust;
- ロ 新株予約権証券 当該株券等信託受益証券に表示される受益権の内容である新株予約権証券の新株予約権の目的である株式の数
- (b) share option certificates: the number of shares underlying the share options of the share option certificates of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;
- ハ 新株予約権付社債券 当該株券等信託受益証券に表示される受益権の内容である新株予約権付社債に付与されている新株予約権の目的である株式の数
- (c) corporate bond certificates with share options: the number of shares underlying the share options attached to corporate bond certificates with share options of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;
- ニ 外国の者が発行者である証券又は証書で株券の性質を有するもの 当該株券等信託受益証券に表示される受益権の内容である株式の数
- (d) securities or certificates whose issuer is a foreign person which have the nature of Share Certificates: the number of shares of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;
- ホ 外国の者が発行者である証券又は証書で新株予約権証券又は新株予約権付社債券の性質を有するもの 内国法人が発行者である証券又は証書に準じて株式に換算した数
- (e) securities or certificates whose issuer is a foreign person which have the nature of share option certificates or corporate bond certificates with share options: the number of shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation;
- ヘ 投資証券等 当該株券等信託受益証券に表示される受益権の内容である投資証券等の投資口の数
- (f) investment securities, etc.: the number of units of investment equity of investment securities, etc. of a beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;
- ト 新投資口予約権証券等 当該株券等信託受益証券に表示される受益権の内容である新投資口予約権証券等の新投資口予約権等の目的である投資口の数
- (g) Investment Equity Subscription Right Certificates, etc.: the number of units of investment equity underlying Investment Equity Subscription Rights, etc. for the Investment Equity Subscription Right Certificates, etc., underlying beneficial interest indicated on the Beneficiary Certificates of Share Certificates, etc. in Trust;
- 七 株券等預託証券については、次に掲げる当該株券等預託証券において表示される権利に係る有価証券の区分に応じ、それぞれ次に定める数
- (vii) with regard to Depository Receipt for Share Certificates, etc., the number

specified as follows, respectively, according to the following categories of Securities pertaining to the rights indicated on the Depository Receipt for Share Certificates, etc.:

- イ 株券 当該株券等預託証券において表示される権利の目的である株式の数  
(a) Share Certificates: the number of shares underlying the rights indicated on the Depository Receipt for Share Certificates, etc.;
- ロ 新株予約権証券 当該株券等預託証券において表示される権利の目的である新株予約権証券の新株予約権の目的である株式の数  
(b) share option certificates: the number of shares underlying the share options of the share option certificates underlying the rights indicated on the Depository Receipt for Share Certificates, etc.;
- ハ 新株予約権付社債券 当該株券等預託証券において表示される権利の目的である新株予約権付社債に付与されている新株予約権の目的である株式の数  
(c) corporate bond certificates with share options: the number of shares underlying the share options attached to corporate bond certificates with share options underlying the rights indicated on the Depository Receipt for Share Certificates, etc.;
- ニ 外国の者が発行者である証券又は証書で株券の性質を有するもの 当該株券等預託証券において表示される権利の目的である株式の数  
(d) securities or certificates whose issuer is a foreign person which have the nature of Share Certificates: the number of shares underlying the rights indicated on the Depository Receipt for Share Certificates, etc.;
- ホ 外国の者が発行者である証券又は証書で新株予約権証券又は新株予約権付社債券の性質を有するもの 内国法人が発行者である証券又は証書に準じて株式に換算した数  
(e) securities or certificates whose issuer is a foreign person which have the nature of share option certificates or corporate bond certificates with share options: the number of shares into which the securities or certificates have been converted in a way equivalent to the securities or certificates issued by a domestic corporation;
- ヘ 投資証券等 当該株券等預託証券において表示される権利の目的である投資証券等の投資口の数  
(f) investment securities, etc.: the number of units of investment equity of the investment securities, etc. underlying the rights indicated on the Depository Receipt for Share Certificates, etc.;
- ト 新投資口予約権証券等 当該株券等預託証券において表示される権利の目的である新投資口予約権証券等の新投資口予約権等の目的である投資口の数  
(g) Investment Equity Subscription Right Certificates, etc.: the number of units of investment equity underlying Investment Equity Subscription Rights, etc. for the Investment Equity Subscription Right Certificates, etc., underlying rights indicated on the Depository Receipts for Share

Certificates, etc.

(公開買付開始公告の掲載事項)

(Matters to Be Published in Public Notice of Commencement of Tender Offer)

第十条 法第二十七条の三第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

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

一 公開買付者の氏名又は名称及び住所又は所在地

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

二 公開買付けにより株券等の買付け等を行う旨

(ii) a statement to the effect that the Purchase, etc. of Share Certificates, etc. is to be conducted through a Tender Offer;

三 公開買付けの目的

(iii) the purpose of the Tender Offer;

四 公開買付けの内容に関する事項のうち次に掲げるもの

(iv) the matters concerning the contents of the Tender Offer which are set forth as follows:

イ 対象者の名称

(a) the name of the Target Company;

ロ 買付け等を行う株券等の種類

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

ハ 買付け等の期間、買付け等の価格及び買付予定の株券等の数

(c) the period of Purchase, etc., Price for Purchase, etc., and the number of Share Certificates, etc. planned to be purchased;

ニ 買付予定の株券等に係る議決権の数が当該発行者の総株主等の議決権の数に占める割合

(d) the ratio of the number of voting rights pertaining to the Share Certificates, etc. planned to be purchased to the total number of the voting rights held by all the shareholders, etc. of the Issuer;

ホ 法第二十七条の三第一項に規定する公告を行う日における公開買付者の所有に係る株券等の株券等所有割合（法第二十七条の二第八項に規定する株券等所有割合をいう。以下この号において同じ。）及び当該公告を行う日における特別関係者の株券等所有割合並びにこれらの合計

(e) ownership ratio of share certificates, etc. (meaning ownership ratio of share certificates, etc. as prescribed in Article 27-2, paragraph (8) of the Act; hereinafter the same applies in this item) for the Share Certificates, etc. held by the Tender Offeror as of the date on which the public notice prescribed in Article 27-3, paragraph (1) of the Act is to be given and ownership ratio of share certificates, etc. of Specially Related Parties as of the date on which the public notice is to be given and the total thereof;

へ 買付け等の後における公開買付者の所有に係る株券等の株券等所有割合並びに当該株券等所有割合及び当該公告を行う日における特別関係者の株券等所有割合の合計

(f) ownership ratio of share certificates, etc. of Share Certificates, etc. held by the Tender Offeror after Purchase, etc. and the total of the ownership ratio of share certificates, etc. and the ownership ratio of share certificates, etc. of Specially Related Parties as of the date on which the public notice is to be given;

ト 買付け等の申込みに対する承諾又は売付け等の申込みの方法及び場所

(g) the method and place of acceptance of offer for Purchase, etc. or offer for Sales, etc.;

チ 買付け等の決済をする金融商品取引業者又は銀行等の名称、決済の開始日、方法及び場所並びに株券等の返還方法

(h) the name of the Financial Instruments Business Operator or Bank, etc. which settles the Purchase, etc. and the commencement date, the method, and the place of settlement as well as the method of returning Share Certificates, etc.; and

リ その他買付け等の条件及び方法

(i) other conditions and methods of Purchase, etc.;

五 対象者又はその役員との当該公開買付けに関する合意の有無

(v) whether the Tender Offer is agreed upon with the Target Company or an officer thereof or not;

六 公開買付届出書の写しを縦覧に供する場所

(vi) the place where the copy of the Tender Offer Statement is to be made available for public inspection; and

七 次に掲げる場合の区分に従い当該各号に定める事項

(vii) the matters set forth as follows according to the following categories:

イ 公開買付者が会社である場合 当該会社の目的、事業の内容及び資本金の額

(a) when the Tender Offeror is a company: the purpose, contents of business, and amount of stated capital of the company;

ロ 公開買付者が会社以外の法人等である場合 当該法人等の目的、事業の内容及び出資若しくは寄付又はこれらに類するものの額

(b) when the Tender Offeror is a corporation, etc. other than a company: the purpose, contents of business, and amount of investment or donation or anything similar thereto of the corporation, etc.; and

ハ 公開買付者が個人である場合 職業

(c) when the Tender Offeror is an individual: the occupation thereof.

(公開買付者が非居住者である場合の代理人)

(Agent When Tender Offeror Is Non-Resident)

第十一条 非居住者（外国為替及び外国貿易法（昭和二十四年法律第二百二十八号）第

六条第一項第六号に規定する非居住者をいう。以下同じ。)である公開買付者が、法第二十七条の三第二項の規定により公開買付届出書を提出する場合には、本邦内に住所又は事務所を有する者であって、当該公開買付けに係る書類の提出に関する一切の行為につき、当該公開買付者を代理する権限を有するものを定めなければならない。

Article 11 When a Tender Offeror who is a non-resident (meaning a non-resident as prescribed in Article 6, paragraph (1), item (vi) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949); the same applies hereinafter) submits the Tender Offer Statement pursuant to the provisions of Article 27-3, paragraph (2) of the Act, the Tender Offeror must appoint a person who has an address or office in Japan and who has the authority to represent the Tender Offeror for any acts concerning the submission of documents pertaining to the Tender Offer.

(公開買付届出書の記載内容等)

(Contents of Tender Offer Statement)

第十二条 法第二十七条の三第二項の規定により公開買付届出書を提出すべき公開買付者は、第二号様式により公開買付届出書を三通作成し、関東財務局長に提出しなければならない。

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

(公開買付届出書の添付書類)

(Documents Attached to Tender Offer Statement)

第十三条 法第二十七条の三第二項に規定する内閣府令で定める添付書類は、次に掲げる書類とする。

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

一 当該公開買付者が法人等である場合には、定款又はこれに準ずる書面

(i) when the Tender Offeror is a corporation, etc., the articles of incorporation or documents equivalent thereto;

二 当該公開買付者が法第二十四条第一項の規定により有価証券報告書を提出しなければならない会社以外の法人等である場合には、設立されたことを知るに足る書面

(ii) when the Tender Offeror is a corporation, etc. other than a company which is to submit an Annual Securities Report pursuant to the provisions of Article 24, paragraph (1) of the Act, documents sufficiently showing its establishment;

三 当該公開買付者が個人である場合には、住民票の抄本又はこれに代わる書面

(iii) when the Tender Offeror is an individual, extracts of a residence certificate

or any alternative document;

四 当該公開買付者が非居住者である場合には、その者が当該公開買付けに係る書類の提出に関する一切の行為につき、当該公開買付者を代理する権限を付与したことを証する書面

(iv) when the Tender Offeror is a non-resident, a document proving that the Non-Resident has granted a person the authority to represent the Tender Offeror for any acts concerning the submission of documents pertaining to the Tender Offer;

五 当該公開買付者が金融商品取引業者又は銀行等と法第二十七条の二第四項に規定する事務につき締結した契約の契約書の写し

(v) a copy of the contract which the Tender Offeror has concluded with a Financial Instruments Business Operator or Bank, etc. with regard to the affairs prescribed in Article 27-2, paragraph (4) of the Act;

六 公開買付者を代理して公開買付けによる株券等の買付け等を行う者がいる場合には、代理につき締結した契約の契約書の写し

(vi) if there is a person who conducts a Purchase, etc. of Share Certificates, etc. through a Tender Offer on behalf of the Tender Offeror, a copy of the contract which the person has concluded with regard to the agency service;

七 公開買付者の銀行等への預金の残高その他の公開買付けに要する資金（有価証券等をもって買付け等の対価とする場合には、当該有価証券等）の存在を示すに足る書面

(vii) documents sufficiently showing the balance of the Tender Offeror's deposit in a Bank, etc. or the existence of funds necessary for the Tender Offer (if Securities, etc. are to be delivered as the consideration for the Purchase, etc., the Securities, etc.);

八 買付け等の価格の算定に当たり参考とした第三者による評価書、意見書その他これらに類するものがある場合には、その写し（公開買付者が対象者の役員、対象者の役員の依頼に基づき当該公開買付けを行う者であって対象者の役員と利益を共通にする者又は対象者を子会社（会社法第二条第三号に規定する子会社をいう。以下同じ。）とする会社その他の法人である場合に限る。）

(viii) if there has been any written appraisal, written opinion, or documents similar thereto which have been prepared by a third party and have been referred to for calculating the Price for Purchase, etc., a copy thereof (limited to cases where the Tender Offeror is an officer of the Target Company, a person who conducts the Tender Offer based on the request of an officer of the Target Company and has a common interest with the officer of the Target Company, or a company or other corporation which holds the Target Company as its subsidiary company (meaning a subsidiary company as prescribed in Article 2, item (iii) of the Companies Act; the same applies hereinafter));

九 株券等の取得につき他の法令に基づく行政庁の許可、認可、承認その他これらに



類するもの（以下この号において「許可等」という。）を必要とする場合には、当該許可等があったことを知るに足る書面（当該許可等を既に得ている場合に限る。）

(ix) if permission, authorization, approval, or anything similar thereto (hereinafter collectively referred to as "permission, etc." in this item) from an administrative agency under other laws and regulations is required for the acquisition of Share Certificates, etc., documents sufficiently showing that the permission, etc. has been granted (limited to cases where the permission, etc. has been already obtained); and

十 公開買付開始公告の内容を記載した書面

(x) a document including the contents of the Public Notice of the Commencement of a Tender Offer;

十一 第二号様式のうち「第2 公開買付者の状況」の「1 会社の場合」の（1）及び（2）の記載事項に相当する事項が記載された書面（当該公開買付届出書に当該記載事項が記載されている場合を除く。）

(xi) a document containing the matters equivalent to information to be included in (1) and (2) of "1. In case of a company" of "II. Description of Tender Offeror" of Form 2 (excluding the cases where the information is included in the Tender Offer Statement);

十二 第二号様式のうち「第5 対象者の状況」の「1 最近3年間の損益状況等」及び「3 株主の状況」の記載事項に相当する事項が記載された書面（当該公開買付届出書に当該記載事項が記載されている場合を除く。）

(xii) a document containing the matters equivalent to information to be included in "1. Profit and Loss, etc. for Latest Three Years" and "3. Description of Shareholders" of "V. Description of Target Company" in Form 2 (excluding the cases where the information is included in the Tender Offer Statement);

十三 第二号様式記載上の注意（5）dに規定する第三者について第二号様式のうち「第2 公開買付者の状況」の「1 会社の場合」の（1）の記載事項と同一の事項に相当する事項が記載された書面（当該第三者について当該公開買付届出書に当該記載事項と同一の事項が記載されている場合を除く。）

(xiii) a document containing the matters equivalent to information to be included in (1) of "1. In case of a company" of "II. Description of Tender Offeror" in Form 2 in relation to a third party prescribed in (5) d. of Points in Attention Concerning Preparation of Form 2 (excluding the cases where the same information in relation to the third party is contained in the Tender Offer Statement).

2 前項に掲げる書類が日本語をもって記載したものでないときは、その訳文を付さなければならない。

(2) When the documents set forth in the preceding paragraph have not been written in Japanese, a translation thereof must be attached.

(日曜日その他の日)

**(Sundays and Other Days)**

第十四条 法第二十七条の三第二項ただし書に規定する内閣府令で定める日は、次に掲げる日とする。

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

一 土曜日

(i) Saturdays; or

二 行政機関の休日に関する法律（昭和六十三年法律第九十一号）に規定する休日（以下「行政機関の休日」という。）のうち、日曜日及び前号に掲げる日を除く日

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

(売付け等の申込みの勧誘等の行為)

**(Solicitation of Offers for Sales and Other Acts)**

第十五条 法第二十七条の三第三項、法第二十七条の四第一項及び第二項並びに法第二十七条の八第七項に規定する内閣府令で定める行為は、次に掲げる行為とする。

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

一 買付け等の申込み又は売付け等の申込みの勧誘

(i) the solicitation of offers for Purchase, etc. or offers for Sales, etc.;

二 公開買付説明書の交付

(ii) the delivery of a Tender Offer Explanation;

三 買付け等の申込みの承諾を受け付けること又は売付け等の申込みを受け付けること

(iii) receiving the acceptance of offers to Purchase, etc. or receiving the offers for Sales, etc.; or

四 応募株券等の受入れ

(iv) the acceptance of Tendered Share Certificates, etc.

(公開買付届出書の写しの送付)

**(Sending Copies of Tender Offer Statement)**

第十六条 法第二十七条の三第四項（法第二十七条の八第六項において準用する場合を含む。）の規定により公開買付届出書（その訂正届出書を含む。）の写しを送付する場合には、第三十三条第四項の規定により公衆の縦覧に供しないこととされた事項及び添付書類を当該公開買付届出書の写しから削除して送付するものとする。

Article 16 When sending a copy of a Tender Offer Statement (including amended

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

(有価証券届出書等が提出される公開買付けの場合の記載の特例)

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

第十七条 法第二十七条の四第三項に規定する記載及び添付を省略することができるものとして内閣府令で定めるものは、買付け等の対価とする有価証券の発行者が公開買付け者である場合における次に掲げるものとする。

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

一 第二号様式のうち「第1 公開買付要項」の「9 買付け等の対価とする有価証券の発行者の状況」の(1)から(5)までの記載事項

(i) the matters to be included in (1) to (5) in "9. Status of the Issuer of the Securities Which Are the Consideration for Purchase, etc." in "1. Outline of Tender Offer" in Form 2; and

二 定款

(ii) the articles of incorporation.

(別途買付け禁止の特例)

(Special Provisions for Prohibition of Separate Purchase)

第十八条 法第二十七条の二第七項第一号に掲げる者（同項第二号に掲げる者に該当するものを除く。）が法第二十七条の五第二号（法第二十七条の八第十項において準用する場合を含む。）に規定する申出をしようとする場合には、第三号様式により申出書を作成し、関東財務局長に提出しなければならない。

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

(買付条件等の変更の公告の掲載事項)

(Matters to Be Published in Public Notice of Changes to Terms of Purchase)

第十九条 法第二十七条の六第一項第一号に規定する内閣府令で定める基準は、同条第二項の規定により変更される前の買付け等の価格に、次の各号に掲げる区分に応じ、当該各号に定める算式により算定した率を乗じて得た価格を下限とする方法とする。

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

一 株式又は投資口の分割

(i) the split of shares or investment equity:

$1 \div$  (当該分割前の一株又は一口に係る当該分割後の株式又は投資口の数)

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

二 株主に対する株式若しくは新株予約権の割当て（新たに払込みをさせないで行うものに限る。）又は投資主（投資信託及び投資法人に関する法律第二条第十六項に規定する投資主をいう。）に対する新投資口予約権の割当て

(ii) allotment of shares or share options to shareholders (limited to those made without requiring them to make additional payment), or allotment of Investment Equity Subscription Rights to Investors (meaning an Investor prescribed in Article 2, paragraph (16) of the Act on Investment Trusts and Investment Corporations):

$1 \div$  {  $1 +$  (これらの割当てにより一株に対して割り当てる株式の数（新株予約権の割当ての場合にあっては、株式に換算した数）又は一投資口に対して割り当てる新投資口予約権を投資口に換算した数) }

$1/\{1 +$  (the number of shares to be allotted to one share through the allotment (in cases of allotment of share options, the number of share options converted into shares) or the number of Investment Equity Subscription Rights to be allotted to one investment equity, converted into investment equity)}

2 法第二十七条の六第二項に規定する内閣府令で定める事項は、次に掲げるものとする。

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

一 公開買付者の氏名又は名称及び住所又は所在地

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

二 公開買付けの内容に関する事項のうち次に掲げるもの

(ii) the matters concerning the contents of the Tender Offer which are set forth as follows:

イ 対象者の名称

(a) the name of the Target Company;

- ロ 買付け等を行う株券等の種類
- (b) the class of Share Certificates, etc. for which the Purchase, etc. is to be made; and
- ハ 公開買付期間
- (c) the Tender Offer Period;
- 三 買付条件等を変更する旨及びその理由
- (iii) the fact that the Terms of Purchase, etc. are changed and the reason therefor;
- 四 変更前の買付条件等の内容と変更後の買付条件等の内容との比較
- (iv) a comparison between the contents of the Terms of Purchase, etc. before the change and contents of the Terms of Purchase, etc. after the change;
- 五 当該公告を行う日以前に既に公開買付けに応じて株券等の売付け等をした者の取扱い
- (v) the treatment of the person who has conducted Sales, etc. of Share Certificates, etc. in response to the Tender Offer before the date on which the public notice is to be given; and
- 六 買付条件等の変更により公開買付期間が延長される場合には、延長後の公開買付期間の末日及び延長後の買付け等に係る決済の開始日
- (vi) if the Tender Offer Period is extended due to a change in the Terms of Purchase, etc., the last day of the extended Tender Offer Period and commencement date of the settlement pertaining to the Purchase, etc. after the extension thereof.

(公表の方法)

**(Methods of Public Announcement)**

第二十条 法第二十七条の六第三項、法第二十七条の七第一項及び第二項（法第二十七条の八第十二項において準用する場合を含む。）、法第二十七条の八第八項及び第十一項並びに法第二十七条の十一第二項の規定により公表を行う場合には、公表すべき内容及び事項を次に掲げる報道機関の二以上を含む報道機関に対して公開することにより行わなければならない。

Article 20 In giving a public announcement pursuant to the provisions of Article 27-6, paragraph (3) of the Act, 27-7, paragraphs (1) and (2) of the Act (including cases where it is applied mutatis mutandis pursuant to Article 27-8, paragraph (12) of the Act), Article 27-8, paragraphs (8) and (11) of the Act, and Article 27-11, paragraph (2) of the Act, the public announcement must be given by disclosing the contents and matters to be publicly announced to journalistic organizations including two or more of the following journalistic organizations:

- 一 時事に関する事項を掲載する日刊新聞紙（産業及び経済に関する事項を掲載する日刊新聞紙を含む。）の販売を業とする新聞社
- (i) news publishers engaged in the sale of daily newspapers that publish matters on current affairs in the course of trade (including daily newspapers

that publish industrial and economic matters);

二 前号に掲げる新聞社に時事に関する事項を総合して伝達することを業とする通信社

(ii) communications agencies engaged in the comprehensive transmission of matters on current affairs to the news publishers set forth in the preceding item in the course of trade; and

三 日本放送協会及び基幹放送事業者（放送法（昭和二十五年法律第百三十二号）第二条第二十三号に規定する基幹放送事業者をいい、日本放送協会及び放送大学学園（放送大学学園法（平成十四年法律第百五十六号）第三条に規定する放送大学学園をいう。）を除く。）

(iii) NHK (Japan Broadcasting Corporation) and basic broadcaster (meaning a basic broadcaster as prescribed in Article 2, item (xxiii) of the Broadcast Act (Act No. 132 of 1950), and excluding NHK and the Open University of Japan (meaning the Open University of Japan prescribed in Article 3 of the Act on the Open University of Japan (Act No. 156 of 2002))).

（訂正届出書又は訂正報告書の提出）

(Submission of Amended Statements or Amendment Reports)

第二十一条 公開買付者又は対象者は、法第二十七条の八第一項若しくは第二項（これらの規定を法第二十七条の十三第三項において準用する場合を含む。）、法第二十七条の八第三項若しくは第四項（これらの規定を法第二十七条の十第八項及び第十二項並びに第二十七条の十三第三項において準用する場合を含む。以下この項において同じ。）又は第二十七条の十三第二項（同条第三項において準用する場合を含む。）の規定により訂正届出書又は訂正報告書を提出する場合には、訂正届出書又は訂正報告書を三通作成し、関東財務局長（金融庁長官による法第二十七条の八第三項又は第四項の規定による訂正届出書又は訂正報告書の提出命令に応じて提出する訂正届出書又は訂正報告書については、金融庁長官。次項において同じ。）に提出しなければならない。

Article 21 (1) When a Tender Offeror or Target Company submits an amended statement or an amendment report pursuant to the provisions of Article 27-8, paragraph (1) or (2) of the Act (including cases where those provisions are applied mutatis mutandis pursuant to Article 27-13, paragraph (3) of the Act), Article 27-8, paragraph (3) or (4) of the Act (including cases where those provisions are applied mutatis mutandis pursuant to Article 27-10, paragraphs (8) and (12) and Article 27-13, paragraph (3) of the Act; hereinafter the same applies in this paragraph), or Article 27-13, paragraph (2) (including cases where it is applied mutatis mutandis pursuant to paragraph (3) of that Article), the Tender Offeror or Target Company must prepare three copies of the amended statement or amendment report and must submit them to the Director-General of the Kanto Local Finance Bureau (in cases of an amended statement or an amendment report submitted in response to an order by the

Commissioner of the Financial Services Agency for submission of an amended statement or an amendment report under Article 27-8, paragraph (3) or (4) of the Act, the Commissioner of the Financial Services Agency; the same applies in the following paragraph).

2 対象者は、法第二十七条の十第八項又は第十二項において準用する法第二十七条の八第一項及び第二項の規定により訂正報告書を提出する場合には、訂正報告書を三通作成し、関東財務局長に提出しなければならない。

(2) When a Target Company submits an amendment report pursuant to the provisions of Article 27-8, paragraphs (1) and (2) of the Act which are applied mutatis mutandis pursuant to Article 27-10, paragraph (8) or (12) of the Act, the Target Company must prepare three copies of the amendment report and must submit them to the Director-General of the Kanto Local Finance Bureau.

3 法第二十七条の八第二項（法第二十七条の十第八項又は第十二項において準用する場合を含む。）に規定する内閣府令で定める事情は、次に掲げるものとする。

(3) The circumstances specified by Cabinet Office Order, prescribed in Article 27-8, paragraph (2) of the Act (including cases where it is applied mutatis mutandis pursuant to Article 27-10, paragraph (8) or (12) of the Act), are any of the following circumstances:

一 公開買付届出書、意見表明報告書又は対質問回答報告書（その訂正届出書又は訂正報告書を含む。この項において「公開買付届出書等」という。）を提出した日前に発生した当該公開買付届出書等に記載すべき重要な事実で、当該公開買付届出書等を提出する時にはその内容を記載することができなかつたものにつき、記載することができる状態になったこと。

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

二 公開買付届出書等に記載すべき事項に関し重要な事実が発生したこと。

(ii) that a material fact concerning the matters to be included in the tender offer statement, etc. has occurred.

（買付け等の期間の延長を要しない訂正届出書等）

(Amended Statements Not Requiring Extension of Period of Purchase)

第二十二條 法第二十七条の八第八項に規定する内閣府令で定める場合は、公開買付届出書（その訂正届出書を含む。次条において同じ。）に形式上の不備があることにより訂正届出書を提出する場合とする。

Article 22 (1) The cases specified by Cabinet Office Order, prescribed in Article

27-8, paragraph (8) of the Act, are the cases where an amended statement is submitted on the grounds that the Tender Offer Statement (including an amended statement thereto; the same applies in the following Article) contains deficiencies in formalities.

- 2 法第二十七条の八第八項に規定する内閣府令で定める期間は、当該公開買付届出書に係る公開買付期間の末日の翌日から、訂正届出書を提出する日より起算して十日（行政機関の休日の日数は、算入しない。）を経過した日までの期間とする。ただし、買付条件等のうち買付け等の期間を延長する場合であつて他の買付条件等に変更がないときは、当該延長する買付け等の期間とする。

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

(訂正の公告又は公表を要しない訂正届出書)

(Amended Statements Not Requiring Public Notice or Public Announcement of Amendment)

第二十三条 法第二十七条の八第十一項に規定する内閣府令で定めるものは、公開買付届出書に形式上の不備があることにより提出された訂正届出書とする。

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

(公開買付説明書の作成等)

(Preparation of Tender Offer Explanation)

第二十四条 法第二十七条の九第一項に規定する公開買付届出書に記載すべき事項で内閣府令で定めるものは、次に掲げる事項とする。

Article 24 (1) The matters to be included in a Tender Offer Statement which are specified by Cabinet Office Order, prescribed in Article 27-9, paragraph (1) of the Act, are the matters set forth as follows:

- 一 当該公開買付届出書に記載すべき事項から第三十三条第四項の規定により公衆の縦覧に供しないこととされた事項を除いたもの

(i) matters to be included in the Tender Offer Statement, excluding those not to be made available for public inspection pursuant to the provisions of Article 33, paragraph (4);

- 二 公開買付者に係る事業内容の概要及び主要な経営指標等の推移の的確かつ簡明な



説明（当該公開買付届出書に第二号様式のうち「第2 公開買付者の状況」の「1 会社の場合」の（1）及び（2）の記載事項が記載されている場合を除く。）

(ii) an accurate and concise description of business overview and transition of major management indicators, etc. of the Tender Offeror (excluding the case where the Tender Offer Statement contains information to be included in (1) and (2) of "1. In case of a company" of "II. Description of Tender Offeror" in Form 2);

三 対象者に係る主要な経営指標等の推移の的確かつ簡明な説明（当該公開買付届出書に第二号様式のうち「第5 対象者の状況」の「1 最近3年間の損益状況等」及び「3 株主の状況」の記載事項が記載されている場合を除く。）

(iii) an accurate and concise description of transition of major management indicators, etc. of the Target Company (excluding the case where the Tender Offer Statement contains information to be included in "1. Profit and Loss, etc. for the Latest Three Years" and "3. Description of Shareholders" of "V. Description of Target Company") in Form 2; and

四 第二号様式記載上の注意（5）dに規定する第三者に係る事業内容の概要の的確かつ簡明な説明（当該第三者について当該公開買付届出書に第二号様式のうち「第2 公開買付者の状況」の「1 会社の場合」の（1）の記載事項と同一の事項に相当する事項が記載されている場合を除く。）

(iv) an accurate and concise description of a business overview of the third party prescribed in (5) d. of Points of Attention Concerning Preparation of Form 2 (excluding the case where the Tender Offer Statement contains information equivalent to information to be included in (1) of "1. In case of a company" of "II. Description of Tender Offeror" in Form 2 in relation to the third party).

2 法第二十七条の九第一項に規定する内閣府令で定める事項は、次に掲げるものとする。

(2) The matters specified by Cabinet Office Order, prescribed in Article 27-9, paragraph (1) of the Act, are the following matters:

一 当該公開買付けが法第二章の二第一節の規定の適用を受ける公開買付けである旨

(i) the fact that the Tender Offer is one to which the provisions of Chapter II-2, Section 1 of the Act apply; and

二 当該公開買付説明書が法第二十七条の九の規定による公開買付説明書である旨

(ii) the fact that the Tender Offer Explanation is the Tender Offer Explanation under Article 27-9 of the Act.

3 法第二十七条の九第一項の規定により公開買付説明書を作成する場合には、前項各号に掲げる事項については、公開買付説明書の表紙又はその他の見やすい箇所に記載しなければならない。

(3) In preparing a Tender Offer Explanation pursuant to the provisions of Article 27-9, paragraph (1) of the Act, the matters set forth in the items of the preceding paragraph must be included on the front page or in some other

conspicuous place in the Tender Offer Explanation.

4 法第二十七条の九第二項の規定により公開買付説明書を交付する公開買付者は、株券等の売付け等を行おうとする者に対し、あらかじめ又は同時に公開買付説明書を交付しなければならない。

(4) A Tender Offeror who delivers the Tender Offer Explanation pursuant to the provisions of Article 27-9, paragraph (2) of the Act must deliver the Tender Offer Explanation to the person who intends to conduct Sales, etc. of Share Certificates, etc. in advance of or at the same time.

5 法第二十七条の九第三項の規定により既に公開買付説明書を交付している者に対し訂正をした公開買付説明書を交付する公開買付者は、当該訂正の範囲が小範囲に止まる場合には、訂正の理由、訂正した事項及び訂正後の内容を記載した書面を作成し、当該書面を交付する方法によることができる。

(5) A Tender Offeror who delivers the amended Tender Offer Explanation to the person to whom the Tender Offer Explanation has already been delivered pursuant to the provisions of Article 27-9, paragraph (3) of the Act may deliver the explanation by preparing a document containing the reason for the amendment, the amended matters, and the contents after amendment, if the amendment is limited to a small scope.

(対象者の意見表明等)

(Target Company's Position Statement)

第二十五条 法第二十七条の十第一項に規定する内閣府令で定める事項は、次に掲げるものとする。

Article 25 (1) The matters specified by Cabinet Office Order, prescribed in Article 27-10, paragraph (1) of the Act, are the following matters:

一 公開買付者の氏名又は名称及び住所又は所在地

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

二 当該公開買付けに関する意見の内容及び根拠

(ii) the contents of and grounds for the opinions on the Tender Offer;

三 当該意見を決定した取締役会の決議（監査等委員会設置会社において会社法第三百九十九条の十三第五項若しくは第六項の取締役会の決議による委任に基づく取締役の決定があつたときは当該取締役会の決議及び当該取締役の決定とし、指名委員会等設置会社において同法第四百十六條第四項の規定による取締役会の決議による委任に基づく執行役の決定があつたときは当該取締役会の決議及び当該執行役の決定とする。）又は役員会（投資信託及び投資法人に関する法律第百十二条に規定する役員会をいう。）の決議の内容

(iii) the details of a resolution of the board of directors that determined the opinion (or, the details of a resolution of the relevant board of directors and decision of directors, if a decision is made by directors of a company with audit and supervisory committee based on the delegation by a resolution of the board of directors under Article 399-13, paragraph (5) or (6) of the

Companies Act; or the details of a resolution of the relevant board of directors and decision of executive officers, if a decision is made by executive officers of a company with nominating committee, etc. based on the delegation by a resolution of the board of directors under Article 416, paragraph (4) of that Act), or the details of the a resolution of the board of officers (meaning the board of officers prescribed in Article 112 of the Act on Investment Trusts and Investment Corporations);

四 当該発行者の役員が所有する当該公開買付けに係る株券等の数及び当該株券等に係る議決権の数

(iv) the number of Share Certificates, etc. related to the Tender Offer which are held by an officer of the issuer and the number of voting rights pertaining to the Share Certificates, etc.;

五 当該発行者の役員に対し公開買付者又はその特別関係者（法第二十七条の五第二号の規定による申出を金融庁長官に行つた者を除く。）が利益の供与を約した場合には、その利益の内容

(v) if the Tender Offeror or Specially Related Parties of the Tender Offeror (excluding persons who has given the notification under Article 27-5, item (ii) of the Act to the Commissioner of the Financial Services Agency) promise to provide profit to an officer of the issuer, the details of the profit;

六 当該発行者の財務及び事業の方針の決定を支配する者の在り方に関する基本方針に照らして不適切な者によって当該発行者の財務及び事業の方針の決定が支配されることを防止するための取組みを行っている場合には、その内容

(vi) if efforts are made to prevent the decision of financial and business policies of the issuer from being controlled by any inappropriate person in light of the basic policy concerning the requirements for the person controlling the decision of the financial and business policies of the issuer, the details of the efforts; and

七 法第二十七条の十第二項各号に掲げる事項があるときは、当該事項

(vii) if there are any of the matters set forth in the items of Article 27-10, paragraph (2) of the Act, those matters.

2 法第二十七条の十第一項の規定により意見表明報告書を提出すべき対象者は、第四号様式により意見表明報告書を三通作成し、関東財務局長に提出しなければならない。

(2) The Target Company which is to submit a Target Company's Position Statement pursuant to the provisions of Article 27-10, paragraph (1) of the Act must prepare three copies of the Target Company's Position Statement using Form 4 and must submit them to the Director-General of the Kanto Local Finance Bureau.

3 法第二十七条の十第十一項に規定する内閣府令で定める事項は、次に掲げるものとする。

(3) The matters specified by Cabinet Office Order, prescribed in Article 27-10, paragraph (11) of the Act, are the following matters:

- 一 法第二十七条の十第二項第一号の質問に対する回答  
(i) responses to the questions under Article 27-10, paragraph (2), item (i) of the Act;
  - 二 前号の回答をする必要がないと認めた場合には、その旨及びその理由  
(ii) when it is found to be unnecessary to answer the questions under the preceding item, a statement to that effect and the reason therefor.
- 4 法第二十七条の十第十一項の規定により対質問回答報告書を提出すべき公開買付者は、第八号様式により対質問回答報告書を三通作成し、関東財務局長に提出しなければならない。
- (4) A Tender Offeror who is to submit a Tender Offeror's Answer pursuant to the provisions of Article 27-10, paragraph (11) of the Act must prepare three copies of Tender Offeror's Answer using Form 8 and must submit them to the Director-General of the Kanto Local Finance Bureau.

(期間延長請求公告の掲載事項)

(Matters to Be Published in Public Notice of Request for Period Extension)

第二十五条の二 法第二十七条の十第四項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 25-2 The matters specified by Cabinet Office Order, prescribed in Article 27-10, paragraph (4) of the Act, are the following matters:

一 対象者の名称及び所在地

(i) the name and location of the Target Company;

二 法第二十七条の十第二項の規定により意見表明報告書に同項第二号の規定による請求をする旨の記載をした旨

(ii) a statement to the effect that the Target Company's Position Statement contains, under the provisions of Article 27-10, paragraph (2) of the Act, the fact that the request is made pursuant to the provisions of item (ii) of that paragraph;

三 法第二十七条の十第三項の規定による延長後の買付け等の期間が三十日（行政機関の休日の日数は、算入しない。）となる旨

(iii) a statement to the effect that the extended period of Purchase, etc. under the provisions of Article 27-10, paragraph (3) of the Act is to become 30 days (not including the number of Holidays of Administrative Organs);

四 延長後の公開買付期間の末日

(iv) the last day of the extended Tender Offer Period;

五 公開買付けに関する事項のうち次に掲げるもの

(v) the matters concerning the Tender Offer which are set forth as follows:

イ 公開買付者の氏名又は名称及び住所又は所在地

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

ロ 買付け等を行う株券等の種類

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

(撤回条件から除外される場合)

**(Cases Excluded from Conditions of Withdrawal)**

第二十六条 令第十四条第一項に規定する軽微なものとして内閣府令で定める基準のうち同項第一号に掲げる事項に係るものは、次の各号に掲げる事項の区分に従い当該各号に掲げるものとする。

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

一 令第十四条第一項第一号イに掲げる事項 対象者又はその子会社が株式交換完全親会社（会社法第七百六十七条に規定する株式交換完全親会社をいう。）となるものであって、当該株式交換により株式交換完全子会社（同法第七百六十八条第一項第一号に規定する株式交換完全子会社をいう。）となる会社の最近事業年度の末日における総資産の帳簿価額が対象者又はその子会社の最近事業年度の末日における総資産の帳簿価額の百分の十未満であるもの

**(i) the matters set forth in Article 14, paragraph (1), item (i), (a) of the Order: that the share exchange is the one in which, when the Target Company or its subsidiary company becomes a wholly owning parent company resulting from a share exchange (meaning a wholly owning parent company resulting from a share exchange as prescribed in Article 767 of the Companies Act), the book value of the total assets of the company which becomes a wholly owned subsidiary company resulting from a share exchange (meaning a wholly owned subsidiary company resulting from a share exchange as prescribed in Article 768, paragraph (1), item (i) of the Companies Act) as a result of the share exchange as of the last day of its most recent business year is less than ten percent of the book value of the total assets of the Target Company or its subsidiary company as of the last day of the most recent business year thereof;**

二 令第十四条第一項第一号ハに掲げる事項 次に掲げるもののいずれかに該当すること。

**(ii) the matters set forth in Article 14, paragraph (1), item (i), (c) of the Order: that the company split falls under either of the following cases:**

イ 当該分割により事業の全部又は一部を承継させる場合であって、最近事業年度の末日における当該分割に係る資産の帳簿価額が同日における総資産の帳簿価額の百分の十未満であり、かつ、当該分割の予定日の属する事業年度及び翌事業年度の各事業年度においていずれも当該分割による売上高の減少額が最近事業年度の売上高の百分の十に相当する額未満であると見込まれるもの

**(a) cases where having the business assumed in whole or in part through a company split, the book value of assets related to the split as of the last**

day of the most recent business year is less than ten percent of the book value of the total assets as of that day, and both in the business year that includes the scheduled date of the split and the following business year, the amount of reduction in net sales as a result of the split is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year; or

ロ 当該分割により事業の全部又は一部を承継する場合であつて、当該分割による資産の増加額が最近事業年度の末日における総資産の帳簿価額の百分の十に相当する額未満であると見込まれるもの

(b) cases where assuming the business in whole or in part through a company split, the amount of increase in assets as a result of the split is expected to be less than the amount equivalent to ten percent of the book value of the total assets as of the last day of the most recent business year;

三 令第十四条第一項第一号ニに掲げる事項 次に掲げるもののいずれかに該当すること

(iii) the matters set forth in Article 14, paragraph (1), item (i), (d) of the Order: that the merger falls under either of the following mergers:

イ 吸収合併であつて、合併による資産の増加額が最近事業年度の末日における総資産の帳簿価額の百分の十未満であると見込まれるもの

(a) an absorption-type merger whose amount of increase in assets as a result of the merger is expected to be less than ten percent of the book value of the total assets as of the last day of the most recent business year; or

ロ 発行済株式、投資口若しくは持分の全部を所有する子会社又は子法人（投資信託及び投資法人に関する法律第七十七条の二第一項に規定する子法人をいい、これに類する外国投資法人の子法人を含む。第五号ハにおいて同じ。）との合併（合併により解散する場合を除く。）

(b) a merger (excluding the cases where the Target Company or its subsidiary company have dissolved as a result of the merger) with a subsidiary company or subsidiary corporation (meaning a subsidiary corporation as prescribed in Article 77-2, paragraph (1) of the Act on Investment Trusts and Investment Corporations and including a subsidiary corporation of a foreign investment corporation similar thereto; the same applies in item (v), (c) of which the Target Company or its subsidiary company holds all of the issued shares, investment equity, or equity;

四 令第十四条第一項第一号トに掲げる事項 減資の額が最近事業年度の末日における資本金の額の百分の十未満であるもの

(iv) the matters set forth in Article 14, paragraph (1), item (i), (g) of the Order: that the reduction of the amount of stated capital is one in which the amount of reduction of the stated capital is less than ten percent of the amount of stated capital as of the last day of the most recent business year;

五 令第十四条第一項第一号チに掲げる事項 次に掲げるもののいずれかに該当すること

(v) the matters set forth in Article 14, paragraph (1), item (i), (h) of the Order: that the transfer, acceptance, suspension, or abolition of the business in whole or in part falls under either of the following cases:

イ 事業の全部又は一部を譲渡する場合であつて、最近事業年度の末日における当該事業の譲渡に係る資産の帳簿価額が同日における総資産の帳簿価額の百分の十未満であり、かつ、当該事業の譲渡の予定日の属する事業年度及び翌事業年度の各事業年度においていずれも当該事業の譲渡による売上高の減少額が最近事業年度の売上高の百分の十に相当する額未満であると見込まれるもの

(a) cases where transferring business in whole or in part, the book value of assets subject to the transfer of business as of the last day of the most recent business year is less than ten percent of the book value of the total assets as of that day, and both in the business year that includes the scheduled date of the transfer of business and the following business year, the amount of reduction in net sales as a result of the transfer of business is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year;

ロ 事業の全部又は一部を譲り受ける場合であつて、当該事業の譲り受けによる資産の増加額が最近事業年度の末日における総資産の帳簿価額の百分の十に相当する額未満であると見込まれるもの

(b) cases where accepting the assignment of business in whole or in part, the amount of increase in assets as a result of the acceptance of the transfer of business is expected to be less than the amount equivalent to ten percent of the book value of the total assets as of the last day of the most recent business year;

ハ 発行済株式、投資口若しくは持分の全部を所有する子会社又は子法人からの事業の全部又は一部の譲り受け

(c) the acceptance of assignment of business in whole or in part from a subsidiary company or subsidiary corporation of which the Target Company or its subsidiary company holds all of the issued shares, investment equity, or equity; or

ニ 事業の全部又は一部の休止又は廃止の予定日の属する事業年度開始の日から三年以内に開始する各事業年度においていずれも当該休止又は廃止による売上高の減少額が最近事業年度の売上高の百分の十に相当する額未満であると見込まれるもの

(d) the amount of reduction in net sales as a result of the suspension or abolition of business in whole or in part is expected to be less than the amount equivalent to ten percent of the net sales for the most recent business year in each business year which commences within three years from the commencement date of the business year which includes the

scheduled date of the suspension or abolition of the business in whole or in part;

六 令第十四条第一項第一号ヲに掲げる事項 当該分割が行われた場合に、当該分割後における買付予定の株券等の数（法第二十七条の三第一項に規定する買付予定の株券等の数をいう。）に係る議決権の数の第四条の二第一項第二号に掲げる数に対する割合（以下この項において「議決権割合」という。）を当該分割前における議決権割合で除して得た数が百分の九十以上のもの

(vi) the matters set forth in Article 14, paragraph (1), item (i), (l) of the Order: that when the split is conducted, the split is one in which the number obtained by dividing the ratio of the number of voting rights pertaining to the number of share certificates, etc. planned to be purchased (meaning the number of share certificates, etc. planned to be purchased as prescribed in Article 27-3, paragraph (1) of the Act) to the number set forth in Article 4-2, paragraph (1), item (ii) (hereinafter referred to as "ratio of voting rights" in this paragraph) after the split by the ratio of voting rights before the split is not less than 90 percent;

七 令第十四条第一項第一号ワに掲げる事項 当該割当てが行われた場合に、当該割当て後における議決権割合を当該割当て前における議決権割合で除して得た数が百分の九十以上のもの

(vii) the matters set forth in Article 14, paragraph (1), item (i), (m) of the Order: that when the allotment is conducted, the allotment is one in which the number obtained by dividing the ratio of voting rights after the allotment by the ratio of voting rights before the allotment is not less than 90 percent;

八 令第十四条第一項第一号カに掲げる事項 当該発行が行われた場合に、当該発行後における議決権割合を当該発行前における議決権割合で除して得た数が百分の九十以上のもの

(viii) the matters set forth in Article 14, paragraph (1), item (i), (n) of the Order: that when the issuance is conducted, the issuance is one in which the number obtained by dividing the ratio of voting rights after the issuance by the ratio of voting rights before the issuance is not less than 90 percent;

九 令第十四条第一項第一号ヨに掲げる事項 当該処分が行われた場合に、当該処分後における議決権割合を当該処分前における議決権割合で除して得た数が百分の九十以上のもの

(ix) the matters set forth in Article 14, paragraph (1), item (i), (o) of the Order: that when the disposal is conducted, the disposal is one in which the number obtained by dividing the ratio of voting rights after the disposal by the ratio of voting rights before the disposal is not less than 90 percent;

十 令第十四条第一項第一号ソに掲げる事項 総資産の帳簿価額の百分の十に相当する額未満の借財

(x) the matters set forth in Article 14, paragraph (1), item (i), (r) of the Order: that the borrowing is a borrowing in an amount less than the amount



equivalent to ten percent of the book value of the total assets; and

十一 令第十四条第一項第一号に掲げる子会社 当該子会社の最近事業年度の末日における総資産の帳簿価額が対象者の最近事業年度の末日における総資産の帳簿価額の百分の十未満であるもの（同号ホ、へ、リ、ヌ、ル及びタに掲げる事項に限る。）

(xi) the subsidiary company set forth in Article 14, paragraph (1), item (i) of the Order: that the book value of the total assets of the subsidiary company as of the last day of its most recent business year is less than ten percent of the book value of the total assets of the Target Company as of the last day of its most recent business year (limited to the matters set forth in (e), (f), (i), (j), (k), and (p) of that item).

2 令第十四条第一項第二号イに規定する内閣府令で定める割合は、百分の十とする。

(2) The proportion specified by Cabinet Office Order, prescribed in Article 14, paragraph (1), item (ii), (a) of the Order, is one-tenth.

3 令第十四条第一項に規定する軽微なものとして内閣府令で定める基準のうち同項第三号に掲げる事実に係るものは、次の各号に掲げる事実の区分に従い当該各号に掲げるものとする。

(3) The criteria specified by Cabinet Office Order as being minor, prescribed in Article 14, paragraph (1) of the Order, which are related to the facts set forth in item (iii) of that paragraph, is those set forth in the following items according to the category of facts set forth in the respective items:

一 令第十四条第一項第三号イに掲げる事実 仮処分命令が仮処分命令の申立て後直ちに申立てのとおり発せられたとした場合、当該申立ての日の属する事業年度開始の日から三年以内に開始する各事業年度においていずれも当該仮処分命令による売上高の減少額が最近事業年度の売上高の百分の十に相当する額未満であると見込まれること。

(i) the fact set forth in Article 14, paragraph (1), item (iii), (a) of the Order: that, if a provisional disposition order was issued immediately after the filing of a petition for the provisional disposition order as filed in the petition, in each business year that commences within three years from the commencement date of the business year that includes the date of the petition, the amount of reduction in net sales as a result of the provisional disposition order is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year;

二 令第十四条第一項第三号ロに掲げる事実 法令に基づく処分を受けた日の属する事業年度開始の日から三年以内に開始する各事業年度においていずれも当該処分による売上高の減少額が最近事業年度の売上高の百分の十に相当する額未満であると見込まれること。

(ii) the fact set forth in Article 14, paragraph (1), item (iii), (b) of the Order: that in each business year which commences within three years from the commencement date of the business year that includes the disposition date

under laws and regulations, the amount of reduction in net sales as a result of the disposition is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year;

三 令第十四条第一項第三号ホに掲げる事実 主要取引先（同号に規定する主要取引先をいう。）との取引の停止の日の属する事業年度開始の日から三年以内に開始する各事業年度においていずれも当該取引の停止による売上高の減少額が最近事業年度の売上高の百分の十に相当する額未満であると見込まれるもの

(iii) the fact set forth in Article 14, paragraph (1), item (iii), (e) of the Order: that in each business year that commences within three years from the commencement date of the business year that includes the date of suspension of a transaction with a major trading partner (meaning a major trading partner as prescribed in that item), the amount of reduction in net sales as a result of the suspension of the transaction is expected to be less than the amount equivalent to ten percent of the net sales in the most recent business year;

四 令第十四条第一項第三号へに掲げる事実 災害に起因する損害の額が最近事業年度の末日における総資産の帳簿価額の百分の一に相当する額未満であると見込まれるもの

(iv) the fact set forth in Article 14, paragraph (1), item (iii), (f) of the Order: that the amount of damage resulting from a disaster is expected to be less than the amount equivalent to one percent of the book value of the total assets as of the last day of the most recent business year;

五 令第十四条第一項第三号トに掲げる事実 訴訟の目的の価額が最近事業年度の末日における総資産の帳簿価額の百分の五に相当する額未満であるもの

(v) the fact set forth in Article 14, paragraph (1), item (iii), (g) of the Order: that the value of the subject-matter of suit is less than the amount equivalent to five percent of the book value of the total assets as of the last day of the most recent business year.

4 令第十四条第一項第五号に規定する内閣府令で定めるものは、公開買付けの後において公開買付者及びその特別関係者が株主総会において議決権を行使することができない事項を変更させることとなる株式の交付その他の行為（当該公開買付けに係る買付け等の期間の末日後に行うものに限る。）を行うことがある旨の決定を対象者の業務執行を決定する機関が行っており、かつ、当該決定の内容を公表している場合であつて、当該機関が当該決定を維持する旨の決定（公開買付開始公告を行った日以後に公表されたものに限る。）をした場合とする。

(4) The circumstances specified by Cabinet Office Order, prescribed in Article 14, paragraph (1), item (v) of the Order, are if the organ of the Target Company which is responsible for making decisions on the execution of the operations has made a decision that it may conduct delivery of shares which may change the matters for which the Tender Offeror and Specially Related Parties with the Tender Offeror may exercise their voting rights at the shareholders

meeting after the Tender Offer or any other acts (limited to those conducted after the last day of the period of Purchase, etc. related to the Tender Offer) and has publicly announced the details of the decision, and the organ has made a decision (limited to a decision publicly announced on or after the date on which a Public Notice of the Commencement of a Tender Offer had been given) to maintain the former decision.

(公開買付けの撤回等の公告の掲載事項)

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

第二十七条 法第二十七条の十一第二項に規定する内閣府令で定める事項は、次に掲げる事項とする。

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

一 公開買付者の氏名又は名称及び住所又は所在地

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

二 公開買付けの内容に関する事項のうち次に掲げるもの

(ii) the matters concerning the contents of the Tender Offer which are set forth as follows:

イ 対象者の名称

(a) the name of the Target Company;

ロ 買付け等に係る株券等の種類

(b) the class of Share Certificates, etc. pertaining to the Purchase, etc.; and

ハ 公開買付期間

(c) the Tender Offer Period;

三 公開買付けの撤回等（法第二十七条の十一第一項に規定する公開買付けの撤回等をいう。）を行う旨及びその理由

(iii) a statement to the effect of the implementation of withdrawal, etc. of tender offer (meaning the withdrawal, etc. of tender offer prescribed in Article 27-11, paragraph (1) of the Act) and the reason thereof;

四 応募株券等の返還の開始日、方法及び場所

(iv) the commencement date, method, and place of returning Tendered Share Certificates, etc.; and

五 公開買付撤回届出書の写しを縦覧に供する場所

(v) the place where the copy of the Written Tender Offer Withdrawal Notice is to be made available for public inspection.

(公開買付撤回届出書の記載事項等)

(Matters to Be Included in Written Tender Offer Withdrawal Notice)

第二十八条 法第二十七条の十一第三項の規定により公開買付撤回届出書を提出すべき公開買付者は、第五号様式により公開買付撤回届出書を三通作成し、関東財務局長に提出しなければならない。

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

(契約の解除書面の交付又は送付を受ける者の指定)

(Designation of Persons to Whom Written Cancellation of Contract Is to Be Delivered or Sent)

第二十九条 令第十四条の二に規定する内閣府令で定める者は、当該公開買付者及び令第十条に定める当該公開買付者の関係者で、本邦内に住所、居所、営業所又は事務所を有する者とする。

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

(公開買付けの結果の公告の掲載事項)

(Matters to Be Published in Public Notice of Results of Tender Offer)

第三十条 法第二十七条の十三第一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

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

一 公開買付者の氏名又は名称及び住所又は所在地

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

二 公開買付けの内容に関する事項のうち次に掲げるもの

(ii) the matters concerning the contents of the Tender Offer which are set forth as follows:

イ 対象者の名称

(a) the name of the Target Company;

ロ 買付け等に係る株券等の種類

(b) the class of Share Certificates, etc. pertaining to the Purchase, etc.; and

ハ 公開買付け期間

(c) the Tender Offer Period;

三 公開買付け届出書において法第二十七条の十三第四項第一号に掲げる条件を付した場合における当該条件の成否

(iii) if the conditions set forth in Article 27-13, paragraph (4), item (i) of the Act are imposed in the Tender Offer Statement, whether or not the conditions are fulfilled;

四 応募株券等の数及び買付け等を行う株券等の数

(iv) the number of Tendered Share Certificates, etc. and the number of Share

Certificates, etc. for which a Purchase, etc. is to be conducted;

五 決済の方法及び開始日

(v) the method and commencement date of settlement; and

六 公開買付報告書の写しを縦覧に供する場所

(vi) the place where the copy of the Tender Offer Report is made available for public inspection.

2 公開買付者は、法第二十七条の十三第一項の規定により公告又は公表を行うに当たり、あん分比例方式により買付け等をする株券等の数の公告又は公表を行うことが困難である場合には、当該株券等の数以外の事項の公告又は公表を行った後、遅滞なく、当該株券等の数の公告又は公表を行うものとする。

(2) When it is difficult to give public notice or make a public announcement on the number of Share Certificates, etc. for which a Purchase, etc. is to be made by the Pro Rata Method in giving public notice or making a public announcement pursuant to the provisions of Article 27-13, paragraph (1) of the Act, the Tender Offeror is to give public notice or make a public announcement on the number of the Share Certificates, etc. without delay after giving public notice or making a public announcement on matters other than the number of the Share Certificates, etc.

(応募株券の数等の公表)

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

第三十条の二 令第九条の四の規定により公表を行う場合には、公表すべき内容及び事項を同条各号に掲げる報道機関の二以上を含む報道機関に対して公開することにより行わなければならない。

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

(公開買付報告書の記載事項等)

(Matters to Be Included in Tender Offer Report)

第三十一条 法第二十七条の十三第二項の規定により公開買付報告書を提出すべき公開買付者は、第六号様式により公開買付報告書を三通作成し、関東財務局長に提出しなければならない。

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

(あん分比例の方式)

(Pro Rata Method)

第三十二条 法第二十七条の十三第五項に規定する内閣府令で定めるあん分比例の方式は、当該応募株主等の応募株券等の数に応募株券等に係る議決権の数の合計のうちに占める買付け等をする株券等に係る議決権の数の合計の割合を乗じ、当該計算によって得た数に一株又は一投資口未満の端数があるときは、当該端数を四捨五入する方法とする。

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

2 前項に掲げる方法により計算した数の合計と買付け等をする株券等の数の合計とが異なるときは、その異なる数の処理は、公開買付届出書に記載した方法により行わなければならない。

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

3 第一項において一株又は一投資口とは、会社法第百八十八条第一項の規定により一単元の株式の数を定めた会社の株券にあっては当該一単元の株式の数とし、新株予約権証券にあっては当該新株予約権証券の権利行使により発行し、又は移転すべき株式の数とし、新株予約権付社債券にあっては券面額につき新株予約権の行使により発行し、又は移転すべき株式の数とし、外国の者が発行者である証券又は証書で新株予約権証券又は新株予約権付社債券の性質を有するものにおいて内国法人が発行者である証券又は証書に準じて株式に換算した数とし、新投資口予約権証券等にあっては当該新投資口予約権証券等の権利行使により発行すべき投資口の数とする。

(3) In paragraph (1), one share or one unit of investment equity means: with regard to Share Certificates of a company which fixes the number of shares for one unit of shares pursuant to the provisions of Article 188, paragraph (1) of the Companies Act, the number of shares for one unit of shares; with regard to share option certificates, the number of shares which are issued or required to be transferred through an exercise of rights of the share option certificates; with regard to corporate bond certificates with share options, the number of shares which are issued or required to be transferred through an exercise of share options with regard to the face value; with regard to securities or certificates whose issuer is a foreign person having the nature of a share option certificate or corporate bond certificate with share options, the number

converted into the number of shares in a way equivalent to the securities or certificates issued by a domestic corporation; or with regard to Investment Equity Subscription Right Certificates, etc., the number of the unit of investment equity to be issued by the exercise of the Investment Equity Subscription Right Certificates, etc.

(公衆縦覧の方法)

(Methods of Public Inspection)

第三十三条 公開買付届出書（その訂正届出書を含む。第四項において同じ。）及び公開買付撤回届出書並びに公開買付報告書、意見表明報告書及び対質問回答報告書（これらの訂正報告書を含む。）は、関東財務局及びこれらの書類に係る株券等の発行者の本店又は事務所の所在地を管轄する財務局（当該所在地が福岡財務支局の管轄区域内にある場合にあっては、福岡財務支局）に備え置き、公衆の縦覧に供する。

Article 33 (1) The Tender Offer Statement (including the amended statement thereto; the same applies in paragraph (4)) and Written Tender Offer Withdrawal Notice, the Tender Offer Report, and the Target Company's Position Statement and Tender Offeror's Answer (including the amendment reports thereto) are kept and made available for public inspection at the Kanto Local Finance Bureau and finance bureaus which have jurisdiction over the location of the head office or office of the issuer of the Share Certificates, etc. related to the documents (when the location is within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, at the Fukuoka Local Finance Branch Bureau).

2 法第二十七条の十四第二項の規定により前項に規定する書類の写しを公衆の縦覧に供しなければならない場合には、当該書類を提出した法人等は、当該法人等の本店又は主たる事務所（当該法人等が外国の法人等である場合には、当該法人等の本邦内にある主要な支店又は事務所）においてその業務時間中公衆の縦覧に供する方法によらなければならない。

(2) When a copy of the documents prescribed in the preceding paragraph is required to be made available for public inspection pursuant to the provisions of Article 27-14, paragraph (2) of the Act, the corporation, etc. who has submitted the documents must do so by making them available for public inspection at the head office or principal office of the corporation, etc. (when the corporation, etc. is a foreign corporation, etc., at the principal branch office or office of the corporation, etc. in Japan) during its business hours.

3 金融商品取引所及び認可金融商品取引業協会（法第二条第十三項に規定する認可金融商品取引業協会をいう。）は、法第二十七条の十四第三項の規定により、その業務時間中第一項に規定する書類の写しを公衆の縦覧に供しなければならない。

(3) A financial instruments exchange and Authorized Financial Instruments Firms Association (meaning an Authorized Financial Instruments Firms Association as prescribed in Article 2, paragraph (13) of the Act) must make

copies of the documents prescribed in paragraph (1) available for public inspection during their business hours pursuant to the provisions of Article 27-14, paragraph (3) of the Act.

- 4 公開買付届出書に記載された買付け等の資金に関する事項について、当該資金が銀行等からの借入れによる場合には、財務局長又は福岡財務支局長は、第一項の規定にかかわらず、当該銀行等の名称及び当該借入れに係る契約書の写しを公衆の縦覧に供しないものとし、当該公開買付届出書を提出した者は、第二項の規定にかかわらず、これらの事項及び添付書類を削除して当該公開買付届出書の写しを公衆の縦覧に供するものとする。ただし、当該公開買付届出書を提出した者が、当該銀行等からの借入れを行う際に当該借入れを当該資金に充てることを当該銀行等に対して明らかにしたときであって、その旨を当該公開買付届出書に記載した場合は、この限りでない。

- (4) With regard to the matters concerning funds for Purchase, etc. included in the Tender Offer Statement, if the funds have been borrowed from a Bank, etc., the Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau is not to, notwithstanding the provisions of paragraph (1), make the name of the Bank, etc., nor a copy of the contract for the borrowings available for public inspection, and the person who has submitted the Tender Offer Statement is to, notwithstanding the provisions of paragraph (2), delete those matters and attached documents and make the copy of the Tender Offer Statement available for public inspection; provided, however, that this does not apply to cases where the person who has submitted the Tender Offer Statement clearly indicates to the Bank, etc. that the person is allocating the borrowings to the funds when borrowing from the Bank, etc., and includes to that effect in the Tender Offer Statement.

(公開買付説明書の交付についての情報通信の技術を利用する方法に係る企業内容等の開示に関する内閣府令の準用等)

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

- 第三十三条の二 企業内容等の開示に関する内閣府令第二十三条の二の規定は、法第二十七条の三十の九第二項において同条第一項の規定を準用する場合について準用する。この場合において、同令第二十三条の二中「目論見書」とあるのは、「公開買付説明書」と読み替えるものとする。

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

- 2 公開買付者は、前項において準用する企業内容等の開示に関する内閣府令第二十三



条の二第二項各号に掲げる方法（次項及び第四項において「電磁的方法」という。）により法第二十七条の九第二項の規定する公開買付説明書の交付に代えて当該説明書に記載すべき事項を提供するときは、株券等の売付け等を行おうとする者に対し、第二十四条第二項各号に掲げる事項が表示された画像を閲覧させることその他の方法により当該事項に関して注意を促さなければならない。

- (2) When a Tender Offeror provides the matters to be included in the Tender Offer Explanation in lieu of the delivery thereof prescribed in Article 27-9, paragraph (2) of the Act, by the methods set forth in the items of Article 23-2, paragraph (2) of the Cabinet Office Order on Disclosure of Corporate Affairs (the methods are referred to as "electronic or magnetic means" in the following paragraph and paragraph (4)) as applied mutatis mutandis pursuant to the preceding paragraph, the Tender Offeror must remind the person who intends to conduct Sales, etc. of Share Certificates, etc. of the matters set forth in the items of Article 24, paragraph (2) by having the person inspect the images showing those matters or by any other method.
- 3 公開買付者は、株券等の売付け等を行おうとする者に対し、あらかじめ又は同時に電磁的方法により公開買付説明書に記載すべき事項を提供しなければならない。
- (3) A Tender Offeror must provide the matters to be included in the Tender Offer Explanation to the person who intends to conduct Sales, etc. of Share Certificates, etc. by electronic or magnetic means in advance or at the same time of the Sales, etc.
- 4 法第二十七条の九第三項の規定により既に公開買付説明書を交付している者に対し訂正をした公開買付説明書を交付しなければならない公開買付者は、当該訂正の範囲が小範囲に止まる場合において、第一項において準用する企業内容等の開示に関する内閣府令第二十三条の二第一項の同意をしている者に対しては、第二十四条第五項に規定する書面を交付する方法に代えて、訂正の理由、訂正した事項及び訂正後の内容を電磁的方法により提供する方法によることができる。
- (4) A Tender Offeror who is to deliver an amended Tender Offer Explanation to the person to whom a Tender Offer Explanation has been already delivered pursuant to the provisions of Article 27-9, paragraph (3) of the Act may, if the amendment is limited to a small scope, deliver the explanation by providing the reason for the amendment, the amended matters, and the contents after amendment to the person who gives the consent set forth in Article 23-2, paragraph (1) of the Cabinet Office Order on Disclosure of Corporate Affairs as applied mutatis mutandis pursuant to paragraph (1) by electronic or magnetic means in lieu of delivering the document prescribed in Article 24, paragraph (5).

(公開買付届出書等の写しの送付についての情報通信の技術を利用する方法)

(Methods of Sending of Copies of Tender Offer Statement by Using Information and Communications Technology)

第三十三条の三 法第二十七条の三十の十一第一項に規定する内閣府令で定める場合は、公開買付者において、第五項で定めるところにより、あらかじめ、株券等の発行者に対し、次項各号に掲げる方法（以下この条において「電磁的方法」という。）の種類及び内容を示し、書面又は電磁的方法による承諾を得ている場合とする。

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

2 法第二十七条の三十の十一第一項に規定する内閣府令で定める方法は、次に掲げる方法とする。

(2) The methods specified by Cabinet Office Order, prescribed in Article 27-30-11, paragraph (1) of the Act, are the following methods:

一 電子情報処理組織を使用する方法のうちイ又はロに掲げるもの

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

イ 公開買付者の使用に係る電子計算機と株券等の発行者の使用に係る電子計算機とを接続する電気通信回線を通じて送信し、受信者の使用に係る電子計算機に備えられたファイルに記録する方法

(a) by transmitting the matters via a telecommunications line that links the computer used by a Tender Offeror to the computer used by an issuer of the Share Certificates, etc. and recording them on a file stored in the computer used by the recipient; or

ロ 公開買付者の使用に係る電子計算機に備えられたファイルに記録された書類に記載すべき事項を電気通信回線を通じて株券等の発行者の閲覧に供し、当該株券等の発行者の使用に係る電子計算機に備えられたファイルに当該事項を記録する方法（電磁的方法による提供を受ける旨の承諾又は受けない旨の申出をする場合にあっては、公開買付者の使用に係る電子計算機に備えられたファイルにその旨を記録する方法）

(b) by offering the matters to be included in documents that are recorded on a file stored in the computer used by the Tender Offeror to the issuer of Share Certificates for inspection via a telecommunications line and recording the matters on a file stored in the computer used by the issuer of the Share Certificates, etc. (when the issuer gives consent to receive the provision of the matters by electronic or magnetic means or gives notice to the effect that the issuer does not receive the provision of the matters by the relevant means, by recording to that effect on a file stored in the computer used by the Tender Offeror);

二 磁気ディスク、シー・ディー・ロムその他これらに準ずる方法により一定の事項

を確実に記録しておくことができる物をもって調製するファイルに書類に記載すべき事項を記録したものを交付する方法

(ii) the method of provision by delivering a file recording the matters to be included in the documents 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 前項各号に掲げる方法は、株券等の発行者がファイルへの記録を出力することによる書面を作成することができるものでなければならない。

(3) The methods set forth in the items of the preceding paragraph must be those that enable the issuer of Share Certificates, etc. to prepare the documents by outputting the records in the file.

4 第二項第一号の「電子情報処理組織」とは、公開買付者の使用に係る電子計算機と、株券等の発行者の使用に係る電子計算機とを電気通信回線で接続した電子情報処理組織をいう。

(4) The term "Electronic Data Processing System" as used in paragraph (2), item (i) means an electronic data processing system that links the computer used by a Tender Offeror and the computer used by an issuer of the Share Certificates, etc. via a telecommunications line.

5 第一項の規定により示すべき方法の種類及び内容は、次に掲げる事項とする。

(5) The types and contents of the method to be indicated pursuant to the provisions of paragraph (1) are the following matters:

一 第二項各号に規定する方法のうち公開買付者が使用するもの

(i) among the methods prescribed in the items of paragraph (2), the method used by the Tender Offeror; and

二 ファイルへの記録の方式

(ii) the method of recording into a file.

6 第一項に規定する承諾を得た公開買付者は、当該株券等の発行者から書面又は電磁的方法により電磁的方法による提供を受けない旨の申出があったときは、当該株券等の発行者に対し、当該書類に記載すべき事項の提供を電磁的方法によってしてはならない。ただし、当該株券等の発行者が再び同項に規定する承諾をした場合は、この限りでない。

(6) When the issuer of the Share Certificates, etc. states, in writing or by electronic or magnetic means, to the effect that issuer does not receive the provision of the matters by electronic or magnetic means, the Tender Offeror who had obtained the consent prescribed in paragraph (1) must not provide the matters to be included in the documents to the issuer of the Share Certificates, etc. by electronic or magnetic means; provided, however, that this does not apply to cases where the issuer of the Share Certificates, etc. again gives the consent prescribed in that paragraph.

(意見表明報告書の写しの送付についての情報通信の技術を利用する方法)

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

第三十三条の四 前条の規定は、法第二十七条の三十の十一第三項の規定による意見表  
明報告書に記載すべき事項の提供について準用する。

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