

# 金融商品取引業等に関する内閣府令 Cabinet Office Order on Financial Instruments Business

(平成十九年八月六日内閣府令第五十二号)  
(Cabinet Office Order No. 52 of August 6, 2007)

金融商品取引法（昭和二十三年法律第二十五号）及び金融商品取引法施行令（昭和四十年政令第三百二十一号）の規定に基づき、並びに同法及び同令を実施するため、金融商品取引業等に関する内閣府令を次のように定める。

Pursuant to the provisions of the Financial Instruments and Exchange Act (Act No. 25 of 1948) and the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965), and for the purpose of the enforcement of that Act and that Order, the Cabinet Office Order on Financial Instruments Business is enacted as follows:

## 第一章 総則（第一条—第三条）

### Chapter I General Provisions (Articles 1 - 3)

## 第二章 金融商品取引業者等

### Chapter II Financial Instruments Business Operators

#### 第一節 総則

##### Section 1 General Provisions

###### 第一款 通則（第四条・第四条の二）

###### Subsection 1 General Rules (Articles 4 and 4-2)

###### 第二款 金融商品取引業者（第五条—第三十五条）

###### Subsection 2 Financial Instruments Business Operators (Articles 5 - 35)

###### 第三款 主要株主（第三十六条—第三十九条）

###### Subsection 3 Major Shareholders (Articles 36 - 39)

###### 第四款 登録金融機関（第四十条—第五十二条）

###### Subsection 4 Registered Financial Institutions (Articles 40 - 52)

###### 第五款 特定投資家（第五十三条—第六十四条の三）

###### Subsection 5 Professional Investors (Articles 53 - 64-3)

#### 第二節 業務

##### Section 2 Business Affairs

###### 第一款 通則（第六十五条—第一百二十五条の六）

###### Subsection 1 General Rules (Articles 65 - 125-6)

###### 第二款 投資助言業務及び投資運用業に関する特則（第一百二十六条—第一百三十五条）

###### Subsection 2 Special Provisions on Investment Advisory Business and Investment Management Business (Articles 126 - 135)

第三款 有価証券等管理業務に関する特則（第百三十六条—第百四十六条）  
Subsection 3 Special Provisions on Securities Management Business  
(Articles 136 - 146)

第四款 電子募集取扱業務に関する特則（第百四十六条の二）  
Subsection 4 Special Provisions on Electronic Public Offering Services  
(Article 146-2)

第五款 弊害防止措置等（第百四十七条—第百五十五条）  
Subsection 5 Preventive Measures against Adverse Effects (Articles 147 -  
155)

第六款 雑則（第百五十六条）  
Subsection 6 Miscellaneous Provisions (Article 156)

### 第三節 経理

#### Section 3 Accounting

第一款 第一種金融商品取引業を行う金融商品取引業者（第百五十七条—第百八  
十条）

Subsection 1 Financial Instruments Business Operators Engaged in Type-I  
Financial Instruments Business (Articles 157 - 180)

第二款 第一種金融商品取引業を行わない金融商品取引業者（第百八十一条—第  
百八十三条）

Subsection 2 Financial Instruments Business Operators Not Engaged in  
Type-I Financial Instruments Business (Articles 181 - 183)

第三款 登録金融機関（第百八十四条—第百八十九条）

Subsection 3 Registered Financial Institutions (Articles 184 - 189)

第四款 外国法人等に対する特例（第百九十条—第百九十七条）

Subsection 4 Special Rules for Foreign Corporations (Articles 190 - 197)

#### 第四節 監督（第百九十八条—第二百八条）

#### Section 4 Supervision (Articles 198 - 208)

##### 第四節の二 特別金融商品取引業者等に関する特則

#### Section 4-2 Special Provisions on Special Financial Instruments Business Operators

第一款 特別金融商品取引業者（第二百八条の二—第二百八条の十七）

Subsection 1 Special Financial Instruments Business Operators (Articles  
208-2 - 208-17)

第二款 指定親会社（第二百八条の十八—第二百八条の三十四）

Subsection 2 Designated Parent Companies (Articles 208-18 - 208-34)

第三款 雑則（第二百八条の三十五）

Subsection 3 Miscellaneous Provisions (Article 208-35)

##### 第五節 外国業者に関する特例

#### Section 5 Special Rules on Foreign Business Operators

第一款 外国証券業者（第二百八条の三十六—第二百十四条）

Subsection 1 Foreign Securities Service Providers (Articles 208-36 - 214)

第二款	引受業務の一部の許可（第二百五条—第二百七条）
Subsection 2	Permission to Engage in Part of Underwriting Operations (Articles 215 - 217)
第三款	取引所取引業務の許可（第二百八条—第二百三十二条）
Subsection 3	Permission to Engage in Transaction-at-Exchange Operations (Articles 218 - 232)
第四款	電子店頭デリバティブ取引等業務の許可（第二百三十二条の二—第二百三十二条の七）
Subsection 4	Permission to Engage in Electronic Over-the-Counter Derivatives Transactions Operations (Articles 232-2 - 232-17)
第五款	情報収集のための施設の設置（第二百三十三条）
Subsection 5	Establishment of Institution for Collecting Information (Article 233)
第六節	適格機関投資家等特例業務に関する特例（第二百三十三条の二—第二百四十六条の七）
Section 6	Special Rules on Specially-Permitted Business for Qualified Institutional Investors (Articles 233-2 - 246-7)
第七節	外務員（第二百四十七条—第二百五十六条）
Section 7	Sales Representatives (Articles 247 - 256)
第三章	金融商品仲介業者
Chapter III	Financial Instruments Intermediary Service Providers
第一節	総則（第二百五十七条—第二百六十四条）
Section 1	General Provisions (Articles 257 - 264)
第二節	業務（第二百六十五条—第二百八十一条）
Section 2	Business Affairs (Articles 265 - 281)
第三節	経理（第二百八十二条—第二百八十五条）
Section 3	Accounting (Articles 282 - 285)
第四節	監督（第二百八十六条）
Section 4	Supervision (Article 286)
第五節	雑則（第二百八十七条—第二百九十四条）
Section 5	Miscellaneous Provisions (Articles 287 - 294)
第四章	信用格付業者
Chapter IV	Credit Rating Agencies
第一節	総則（第二百九十五条—第三百五条）
Section 1	General Provisions (Articles 295 - 305)
第二節	業務（第三百六条—第三百十四条）
Section 2	Business Affairs (Articles 306 - 314)
第三節	経理（第三百十五条—第三百二十条）
Section 3	Accounting (Articles 315 - 320)
第四節	監督（第三百二十一条—第三百二十五条）
Section 4	Supervision (Articles 321 - 325)

## 第五章 高速取引行為者

### Chapter V High-Speed Traders

第一節 総則（第三百二十六条—第三百三十五条）

Section 1 General Provisions (Articles 326 - 335)

第二節 業務（第三百三十六条・第三百三十七条）

Section 2 Business Affairs (Articles 336 and 337)

第三節 経理（第三百三十八条—第三百四十条）

Section 3 Accounting (Articles 338 - 340)

第四節 監督（第三百四十一条—第三百四十六条）

Section 4 Supervision (Articles 341 - 346)

## 第六章 雑則（第三百四十七条—第三百五十条）

### Chapter VI Miscellaneous Provisions (Articles 347 - 350)

附 則

### Supplementary Provisions

#### 第一章 総則

#### Chapter I General Provisions

（定義）

(Definitions)

第一条 この府令において「有価証券」、「有価証券の募集」、「有価証券の私募」、「有価証券の売出し」、「発行者」、「引受人」、「有価証券届出書」、「金融商品取引業」、「金融商品取引業者」、「目論見書」、「金融商品仲介業」、「金融商品仲介業者」、「認可金融商品取引業協会」、「金融商品市場」、「金融商品取引所」、「取引所金融商品市場」、「取引参加者」、「デリバティブ取引」、「市場デリバティブ取引」、「店頭デリバティブ取引」、「外国市場デリバティブ取引」、「金融商品」、「金融指標」、「外国金融商品取引所」、「有価証券等清算取次ぎ」、「金融商品債務引受業」、「金融商品取引清算機関」、「外国金融商品取引清算機関」、「証券金融会社」、「特定投資家」、「信用格付」、「信用格付業」、「信用格付業者」、「高速取引行為」又は「高速取引行為者」とは、それぞれ金融商品取引法（以下「法」という。）第二条に規定する有価証券、有価証券の募集、有価証券の私募、有価証券の売出し、発行者、引受人、有価証券届出書、金融商品取引業、金融商品取引業者、目論見書、金融商品仲介業、金融商品仲介業者、認可金融商品取引業協会、金融商品市場、金融商品取引所、取引所金融商品市場、取引参加者、デリバティブ取引、市場デリバティブ取引、店頭デリバティブ取引、外国市場デリバティブ取引、金融商品、金融指標、外国金融商品取引所、有価証券等清算取次ぎ、金融商品債務引受業、金融商品取引清算機関、外国金融商品取引清算機関、証券金融会社、特定投資家、信用格付、信用格付業、信用格付業者、高速取引行為又は高速取引行為者をいう。

Article 1 (1) As used in this Cabinet Office Order, the terms "Securities", "Public Offering of Securities", "Private Placement of Securities", "Secondary Distribution of Securities", "Issuer", "Underwriter", "Registration Statement",

"Financial Instruments Business", "Financial Instruments Business Operator", "Prospectus", "Financial Instruments Intermediary Service", "Financial Instruments Intermediary Service Provider", "Authorized Financial Instruments Firms Association", "Financial Instruments Market", "Financial Instruments Exchange", "Financial Instruments Exchange Market", "Trading Participant", "Derivative Transactions", "Market Transactions of Derivatives", "Over-the-Counter Transactions of Derivatives", "Foreign Market Derivatives Transactions", "Financial Instruments", "Financial Indicator", "Foreign Financial Instruments Exchange", "Brokerage for Clearing of Securities, etc.", "Financial Instruments Obligation Assumption Service", "Financial Instruments Clearing Organization", "Foreign Financial Instruments Clearing Organizations", "Securities Finance Company", "Professional Investor", "Credit Rating", "Credit Rating Business", "Credit Rating Agency", "High-Speed Trading" or "High-Speed Trader" respectively mean the Securities, Public Offering of Securities, Private Placement of Securities, Secondary Distribution of Securities, Issuer, Underwriter, Registration Statement, Financial Instruments Business, Financial Instruments Business Operator, Prospectus, Financial Instruments Intermediary Service, Financial Instruments Intermediary Service Provider, Authorized Financial Instruments Firms Association, Financial Instruments Market, Financial Instruments Exchange, Financial Instruments Exchange Market, Trading Participant, Derivative Transactions, Market Transactions of Derivatives, Over-the-Counter Transactions of Derivatives, Foreign Market Derivatives Transactions, Financial Instruments, Financial Indicator, Foreign Financial Instruments Exchange, Brokerage for Clearing of Securities, etc., Financial Instruments Obligation Assumption Service, Financial Instruments Clearing Organization, Foreign Financial Instruments Clearing Organizations, Securities Finance Company, Professional Investor, Credit Rating, Credit Rating Business or Credit Rating Agency, High-Speed Trading or High-Speed Trader as defined in Article 2 of the Financial Instruments and Exchange Act (hereinafter referred to as the "Act").

- 2 この府令において「第一種金融商品取引業」、「第二種金融商品取引業」、「投資助言・代理業」、「投資運用業」、「有価証券等管理業務」、「投資助言業務」、「有価証券の元引受け」又は「有価証券関連業」とは、それぞれ法第二十八条に規定する第一種金融商品取引業、第二種金融商品取引業、投資助言・代理業、投資運用業、有価証券等管理業務、投資助言業務、有価証券の元引受け又は有価証券関連業をいう。
- (2) As used in this Cabinet Office Order, each of the terms "Type-I Financial Instruments Business", "Type-II Financial Instruments Business", "Investment Advisory and Agency Business", "Investment Management Business", "Securities, etc. Management Business", "Investment Advisory Business", "Wholesale Underwriting of Securities", or "Securities-Related Business"

respectively means a Type-I Financial Instruments Business, Type-II Financial Instruments Business, Investment Advisory and Agency Business, Investment Management Business, Securities, etc. Management Business, Investment Advisory Business, Wholesale Underwriting of Securities, or Securities-Related Business as defined in Article 28 of the Act.

3 この府令（第十六号に掲げる用語にあつては、第百九十九条第十三号、第二百一条第二十四号、第二百二条第十八号、次章第四節の二及び別紙様式第十七号の二から別紙様式第十七号の六までを除く。）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。

(3) In this Cabinet Office Order (in cases of the terms listed in item (xvi), excluding Article 199, item (xiii), Article 201, item (xxiv), Article 202, item (xviii), Section 4-2 of the following Chapter, and Appended Forms No. 17-2 through No. 17-6), the meanings of the terms listed in the following items are as prescribed respectively in those items:

一 オプション 法第二条第一項第十九号に規定するオプションをいう。

(i) Options: the Options defined in Article 2, paragraph (1), item (xix) of the Act;

二 出資対象事業 法第二条第二項第五号に規定する出資対象事業をいう。

(ii) Invested Business: the Invested Business defined in Article 2, paragraph (2), item (v) of the Act;

三 適格機関投資家 法第二条第三項第一号に規定する適格機関投資家をいう。

(iii) Qualified Institutional Investors: the Qualified Institutional Investors defined in Article 2, paragraph (3), item (i) of the Act;

三の二 特定投資家向け売付け勧誘等 法第二条第六項に規定する特定投資家向け売付け勧誘等をいう。

(iii)-2 Solicitation for Selling, etc. Only for Professional Investors: the Solicitation for Selling, etc. Only for Professional Investors defined in Article 2, paragraph (6) of the Act;

三の三 商品関連市場デリバティブ取引 法第二条第八項第一号に規定する商品関連市場デリバティブ取引をいう。

(iii)-3 Commodity-Related Market Transactions of Derivatives: the Commodity-Related Market Transactions of Derivatives defined in Article 2, paragraph (8), item (i) of the Act;

四 外国金融商品市場 法第二条第八項第三号ロに規定する外国金融商品市場をいう。

(iv) Foreign Financial Instruments Market: the Foreign Financial Instruments Market defined in Article 2, paragraph (8), item (iii), (b) of the Act;

五 店頭デリバティブ取引等 法第二条第八項第四号に規定する店頭デリバティブ取引等をいう。

(v) Over-the-Counter Transactions of Derivatives, etc.: the Over-the-Counter Transactions of Derivatives, etc. defined in Article 2, paragraph (8), item (iv) of the Act;

- 六 有価証券の引受け 法第二条第八項第六号に規定する有価証券の引受けをいう。  
(vi) Underwriting of Securities: the Underwriting of Securities defined in Article 2, paragraph (8), item (vi) of the Act;
- 七 店頭売買有価証券 法第二条第八項第十号ハに規定する店頭売買有価証券をいう。  
(vii) Over-the-Counter Traded Securities: the Over-the-Counter Traded Securities defined in Article 2, paragraph (8), item (x), (c) of the Act;
- 八 投資顧問契約 法第二条第八項第十一号に規定する投資顧問契約をいう。  
(viii) Investment Advisory Contract: the Investment Advisory Contract defined in Article 2, paragraph (8), item (xi) of the Act;
- 九 投資一任契約 法第二条第八項第十二号ロに規定する投資一任契約をいう。  
(ix) Discretionary Investment Contract: the Discretionary Investment Contract defined in Article 2, paragraph (8), item (xii), (b) of the Act;
- 十 登録金融機関 法第二条第十一項に規定する登録金融機関をいう。  
(x) Registered Financial Institution: the Registered Financial Institution defined in Article 2, paragraph (11) of the Act;
- 十の二 商品 法第二条第二十四項第三号の二に規定する商品をいう。  
(x)-2 Commodities: the Commodities defined in Article 2, paragraph (24), item (iii)-2 of the Act;
- 十の三 特定投資家向け有価証券 法第四条第三項に規定する特定投資家向け有価証券をいう。  
(x)-3 Securities for Professional Investors: the Securities for Professional Investors defined in Article 4, paragraph (3) of the Act;
- 十の四 特定投資家向け取得勧誘 法第四条第三項第一号に規定する特定投資家向け取得勧誘をいう。  
(x)-4 Solicitation for Acquisition Only for Professional Investors: the Solicitation for Acquisition Only for Professional Investors defined in Article 4, paragraph (3), item (i) of the Act;
- 十一 役員 法第二十一条第一項第一号に規定する役員をいう。  
(xi) Officer: the Officer defined in Article 21, paragraph (1), item (i) of the Act;
- 十二 有価証券関連デリバティブ取引 法第二十八条第八項第六号に規定する有価証券関連デリバティブ取引をいう。  
(xii) Transactions of Securities-Related Derivatives: the Transactions of Securities-Related Derivatives defined in Article 28, paragraph (8), item (vi) of the Act;
- 十二の二 第一種少額電子募集取扱業者 法第二十九条の四の二第九項に規定する第一種少額電子募集取扱業者をいう。  
(xii)-2 Type-I Small-Amount Electronic Public Offering Service Provider: the Type-I Small-Amount Electronic Public Offering Service Provider defined in Article 29-4-2, paragraph (9) of the Act;
- 十二の三 第一種少額電子募集取扱業務 法第二十九条の四の二第十項に規定する第一種少額電子募集取扱業務をいう。

- (xii)-3 Type-I Small-Amount Electronic Public Offering Service: the Type-I Small-Amount Electronic Public Offering Service defined in Article 29-4-2, paragraph (10) of the Act;  
十二の四 第二種少額電子募集取扱業者 法第二十九条の四の三第二項に規定する第二種少額電子募集取扱業者をいう。
- (xii)-4 Type-II Small-Amount Electronic Public Offering Service Provider: the Type-II Small-Amount Electronic Public Offering Service Provider defined in Article 29-4-3, paragraph (2) of the Act;  
十二の五 第二種少額電子募集取扱業務 法第二十九条の四の三第四項に規定する第二種少額電子募集取扱業務をいう。
- (xii)-5 Type-II Small-Amount Electronic Public Offering Service: the Type-II Small-Amount Electronic Public Offering Service defined in Article 29-4-3, paragraph (4) of the Act;  
十二の六 適格投資家向け投資運用業 法第二十九条の五第一項に規定する適格投資家向け投資運用業をいう。
- (xii)-6 Investment Management Business for Qualified Investors: the Investment Management Business for Qualified Investors defined in Article 29-5, item (i) of the Act;  
十二の七 適格投資家 法第二十九条の五第三項に規定する適格投資家をいう。
- (xii)-7 Qualified Investor: the Qualified Investor defined in Article 29-5, item (iii) of the Act;  
十三 親銀行等 法第三十一条の四第三項に規定する親銀行等をいう。
- (xiii) Parent Bank, etc.: the Parent Bank, etc. defined in Article 31-4, paragraph (3) of the Act;  
十四 親法人等 法第三十一条の四第三項に規定する親法人等をいう。
- (xiv) Parent Corporation, etc.: the Parent Corporation, etc. defined in Article 31-4, paragraph (3) of the Act;  
十五 子銀行等 法第三十一条の四第四項に規定する子銀行等をいう。
- (xv) Subsidiary Bank, etc.: the Subsidiary Bank, etc. defined in Article 31-4, paragraph (4) of the Act;  
十六 子法人等 法第三十一条の四第四項に規定する子法人等をいう。
- (xvi) Subsidiary Corporation, etc.: the Subsidiary Corporation, etc. defined in Article 31-4, paragraph (4) of the Act;  
十七 デリバティブ取引等 法第三十三条第三項に規定するデリバティブ取引等をいう。
- (xvii) Derivative Transactions, etc.: the Derivative Transactions, etc. defined in Article 33, paragraph (3) of the Act;  
十八 有価証券関連デリバティブ取引等 法第三十三条第三項に規定する有価証券関連デリバティブ取引等をいう。
- (xviii) Transactions of Securities-Related Derivatives, etc.: the Transactions of Securities-Related Derivatives, etc. defined in Article 33, paragraph (3) of



- the Act;
- 十九 市場デリバティブ取引等 法第三十三条第三項第一号に規定する市場デリバティブ取引等をいう。
- (xix) Market Transactions of Derivatives, etc.: the Market Transactions of Derivatives, etc. defined in Article 33, paragraph (3), item (i) of the Act;
- 二十 外国市場デリバティブ取引等 法第三十三条第三項第三号に規定する外国市場デリバティブ取引等をいう。
- (xx) Foreign Market Derivatives Transactions, etc.: the Foreign Market Derivatives Transactions, etc. defined in Article 33, paragraph (3) item (iii) of the Act;
- 二十一 登録金融機関業務 法第三十三条の三第一項第六号イに規定する登録金融機関業務をいう。
- (xxi) Registered Financial Institution Business: the Registered Financial Institution Business defined in Article 33-3, paragraph (1), item (vi), (a) of the Act;
- 二十二 金融商品取引業者等 法第三十四条に規定する金融商品取引業者等をいう。
- (xxii) Financial Instruments Business Operator, etc.: the Financial Instruments Business Operator, etc. defined in Article 34 of the Act;
- 二十三 金融商品取引行為 法第三十四条に規定する金融商品取引行為をいう。
- (xxiii) act that constitutes a Financial Instruments Transaction: the acts that constitute Financial Instruments Transactions defined in Article 34 of the Act;
- 二十四 金融商品取引契約 法第三十四条に規定する金融商品取引契約をいう。
- (xxiv) Contract for Financial Instruments Transactions: the Contract for a Financial Instruments Transaction defined in Article 34 of the Act;
- 二十五 運用財産 法第三十五条第一項第十五号に規定する運用財産をいう。
- (xxv) Investment Property: the Investment Property defined in Article 35, paragraph (1), item (xv) of the Act;
- 二十五の二 特定店頭デリバティブ取引 法第四十条の七第一項に規定する特定店頭デリバティブ取引をいう。
- (xxv)-2 Specified Over-the-Counter Derivatives Transactions: the Specified Over-the-Counter Derivatives Transactions defined in Article 40-7, paragraph (1) of the Act;
- 二十六 有価証券の売買その他の取引等 法第四十一条の二第四号に規定する有価証券の売買その他の取引等をいう。
- (xxvi) Purchase and Sale or Other Transactions of Securities, etc.: the Purchase and Sale or Other Transactions of Securities, etc. defined in Article 41-2, item (iv) of the Act;
- 二十七 権利者 法第四十二条第一項に規定する権利者をいう。
- (xxvii) Right Holders: the Right Holders defined in Article 42, paragraph (1) of the Act;

二十八 自己資本規制比率 法第四十六条の六第一項に規定する自己資本規制比率をいう。

(xxviii) Capital Adequacy Ratio: the Capital Adequacy Ratio defined in Article 46-6, paragraph (1) of the Act;

二十九 金融商品取引業等 法第五十条第一項第一号に規定する金融商品取引業等をいう。

(xxix) Financial Instruments Business, etc.: the Financial Instruments Business, etc. defined in Article 50, paragraph (1), item (i) of the Act;

二十九の二 特別金融商品取引業者 法第五十七条の二第二項に規定する特別金融商品取引業者をいう。

(xxix)-2 Special Financial Instruments Business Operators: the Special Financial Instruments Business Operators defined in Article 57-2, paragraph (2) of the Act;

二十九の三 対象特別金融商品取引業者 法第五十七条の十二第三項に規定する対象特別金融商品取引業者をいう。

(xxix)-3 Subject Special Financial Instruments Business Operator: the Subject Special Financial Instruments Business Operator defined in Article 57-12, paragraph (3) of the Act;

二十九の四 指定親会社 法第五十七条の十二第三項に規定する指定親会社をいう。

(xxix)-4 Designated Parent Company: the Designated Parent Company defined in Article 57-12, paragraph (3) of the Act;

二十九の五 最終指定親会社 法第五十七条の十二第三項に規定する最終指定親会社をいう。

(xxix)-5 Highest Designated Parent Company: the Highest Designated Parent Company defined in Article 57-12, paragraph (3) of the Act;

三十 外国証券業者 法第五十八条に規定する外国証券業者をいう。

(xxx) Foreign Securities Service Provider: the Foreign Securities Service Provider defined in Article 58 of the Act;

三十一 取引所取引許可業者 法第六十条の四第一項に規定する取引所取引許可業者をいう。

(xxxi) Authorized Transaction-at-Exchange Operator: the Authorized Transaction-at-Exchange Operator defined in Article 60-4, paragraph (1) of the Act;

三十一の二 電子店頭デリバティブ取引等業務 法第六十条の十四第一項に規定する電子店頭デリバティブ取引等業務をいう。

(xxxi)-2 Electronic Over-the-Counter Derivatives Transactions, etc. Business: the Electronic Over-the-Counter Derivatives Transactions, etc. Business defined in Article 60-14, paragraph (1) of the Act;

三十一の三 電子店頭デリバティブ取引等許可業者 法第六十条の十四第二項に規定する電子店頭デリバティブ取引等許可業者をいう。

(xxxi)-3 Authorized Electronic Over-the-Counter Derivatives Transactions, etc.

- Business Operator: the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator defined in Article 60-14, paragraph (2) of the Act;
- 三十二 適格機関投資家等 法第六十三条第一項第一号に規定する適格機関投資家等をいう。
- (xxxii) Qualified Institutional Investors, etc.: the Qualified Institutional Investors, etc. defined in Article 63, paragraph (1), item (i) of the Act;
- 三十三 適格機関投資家等特例業務 法第六十三条第二項に規定する適格機関投資家等特例業務をいう。
- (xxxiii) Specially-Permitted Business for Qualified Institutional Investors, etc.: the Specially-Permitted Business for Qualified Institutional Investors, etc. defined in Article 63, paragraph (2) of the Act;
- 三十四 特例業務届出者 法第六十三条第五項に規定する特例業務届出者をいう。
- (xxxiv) Person Notifying of Specially-Permitted Business: the Person Notifying of Specially-Permitted Business defined in Article 63, paragraph (5) of the Act;
- 三十五 外務員 法第六十四条第一項に規定する外務員をいう。
- (xxxv) Sales Representative: the Sales Representative defined in Article 64, paragraph (1) of the Act;
- 三十六 所属金融商品取引業者等 法第六十六条の二第一項第四号に規定する所属金融商品取引業者等をいう。
- (xxxvi) Entrusting Financial Instruments Business Operators, etc.: the Entrusting Financial Instruments Business Operators, etc. defined in Article 66-2, paragraph (1), (iv) of the Act;
- 三十七 金融商品仲介行為 法第六十六条の十一に規定する金融商品仲介行為をいう。
- (xxxvii) Intermediation for Financial Instruments: the Intermediation for Financial Instruments defined in Article 66-11 of the Act;
- 三十八 店頭売買有価証券市場 法第六十七条第二項に規定する店頭売買有価証券市場をいう。
- (xxxviii) Over-the-Counter Securities Market: the Over-the-Counter Securities Market defined in Article 67, paragraph (2) of the Act;
- 三十九 取扱有価証券 法第六十七条の十八第四号に規定する取扱有価証券をいう。
- (xxxix) Tradable Securities: the Tradable Securities defined in Article 67-18, item (iv) of the Act;
- 四十 認定金融商品取引業協会 法第七十八条第二項に規定する認定金融商品取引業協会をいう。
- (xl) Certified Financial Instruments Business Association: the Certified Financial Instruments Business Association defined in Article 78, paragraph (2) of the Act;
- 四十一 認定投資者保護団体 法第七十九条の十第一項に規定する認定投資者保護団体をいう。

(xli) Certified Investor Protection Organization: the Certified Investor

Protection Organization defined in Article 79-10, paragraph (1) of the Act;

四十二 投資者保護基金 法第七十九条の二十一に規定する投資者保護基金をいう。

(xlii) Investor Protection Fund: the Investor Protection Fund defined in Article 79-21 of the Act;

四十三 連携金融商品債務引受業務 法第五十六条の二十の十六第一項に規定する連携金融商品債務引受業務をいう。

(xliii) Collaborative Financial Instruments Obligation Assumption Services: the Collaborative Financial Instruments Obligation Assumption Services defined in Article 156-20-16, paragraph (1) of the Act;

四十四 連携清算機関等 法第五十六条の二十の十六第一項に規定する連携清算機関等をいう。

(xliv) Collaborating Clearing Organization, etc.: the Collaborating Clearing Organization, etc. defined in Article 156-20-16, paragraph (1) of the Act;

四十五 信用取引 法第五十六条の二十四第一項に規定する信用取引をいう。

(xlv) Margin Transaction: the Margin Transaction defined in Article 156-24, paragraph (1) of the Act;

四十六 指定紛争解決機関 法第五十六条の三十八第一項に規定する指定紛争解決機関をいう。

(xlvi) Designated Dispute Resolution Organization: the Designated Dispute Resolution Organization defined in Article 156-38, paragraph (1) of the Act;

四十七 紛争解決手続 法第五十六条の三十八第十項に規定する紛争解決手続をいう。

(xlvii) Dispute Resolution Procedures: the Dispute Resolution Procedures defined in Article 156-38, paragraph (10) of the Act;

四十八 紛争解決等業務の種別 法第五十六条の三十八第十二項に規定する紛争解決等業務の種別をいう。

(xlviii) Category for Dispute Resolution, etc.: the Category for Dispute Resolution, etc. defined in Article 156-38, paragraph (12) of the Act;

四十九 手続実施基本契約 法第五十六条の三十八第十三項に規定する手続実施基本契約をいう。

(xlix) Basic Contracts for Implementation of Dispute Resolution Procedures: the Basic Contract for Implementation of Dispute Resolution Procedures defined in Article 156-38, paragraph (13) of the Act;

五十 金融商品取引関係業者 法第五十六条の三十八第十三項に規定する金融商品取引関係業者をいう。

(l) Business Operator Involved in Financial Instruments Transactions: the Business Operator Involved in Financial Instruments Transactions defined in Article 156-38, paragraph (13) of the Act.

4 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。

- (4) As used this Cabinet Office Order, the meanings of the terms listed in the following items are as prescribed respectively in those items:
- 一 本店等 本店その他の主たる営業所又は事務所（外国法人又は外国に住所を有する個人にあつては、国内における主たる営業所又は事務所）をいう。
  - (i) Head Office, etc.: the head office or any other principal business office or principal office (in the case of a foreign corporation or an individual domiciled in a foreign state, meaning the principal business office or principal office in Japan);
  - 二 固定化されていない自己資本の額 基本的項目の額（第一百七十六条第一項第一号から第六号までに掲げるものの額の合計額をいう。以下同じ。）及び補完的項目の額（同項第七号に掲げるものの額をいう。以下同じ。）の合計額から、控除資産の額（第一百七十七条第一項各号に掲げるものの額の合計額をいう。以下同じ。）を控除した額をいう。
  - (ii) Amount of Non-fixed Equity Capital: the total of the Amount of Basic Items (meaning the total of the amount of each item listed in Article 176, paragraph (1), items (i) through (vi); the same applies hereinafter) and the Amount of Supplementary Items (meaning the amount of the items listed in item (vii) of that paragraph; the same applies hereinafter), less the Amount of Deductible Assets (meaning the total amount of each of the items listed in the items of Article 177, paragraph (1); the same applies hereinafter);
  - 三 管轄財務局長等 金融商品取引業者、登録金融機関、金融商品仲介業者若しくは高速取引行為者が現に受けている登録又は取引所取引許可業者が現に受けている許可をした財務局長又は福岡財務支局長をいう。
  - (iii) Competent Director-General of Local Finance Bureau, etc.: the Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau, who has granted a registration which is currently in effect to any Financial Instruments Business Operator, Registered Financial Institution, Financial Instruments Intermediary Service Provider or High-Speed Trader, or permission which is currently in effect to any Authorized Transaction-at-Exchange Operator;
  - 四 所管金融庁長官等 特別金融商品取引業者及び金融商品取引法施行令（以下「令」という。）第四十二条第二項、第四十三条第二項又は第四十三条の二の三第二項の規定により金融庁長官の指定を受けた者にあつては金融庁長官、それ以外の者にあつては管轄財務局長等をいう。
  - (iv) Commissioner of Financial Services Agency or Other Competent Official: the Special Financial Instruments Business Operators and the Commissioner of the Financial Service Agency, in case of a person designated by the Commissioner of the Financial Services Agency under Article 42, paragraph (2), Article 43, paragraph (2) or Article 43-2-3, paragraph (2) of the Order for Enforcement of the Financial Instruments and Exchange Act (hereinafter referred to as the "Order"); or the Competent Director-General of Local

Finance Bureau, etc., in the case of any person other than the  
aforementioned person;

五 組合契約 民法（明治二十九年法律第八十九号）第六百六十七条第一項に規定する組合契約をいう。

(v) Partnership Contract: a partnership contract defined in Article 667,  
paragraph (1) of the Civil Code (Act No. 89 of 1896);

六 匿名組合契約 商法（明治三十二年法律第四十八号）第五百三十五条に規定する匿名組合契約をいう。

(vi) Silent Partnership Contract: a silent partnership contract defined in  
Article 535 of the Commercial Code (Act No. 48 of 1899);

七 投資事業有限責任組合契約 投資事業有限責任組合契約に関する法律（平成十年法律第九十号）第三条第一項に規定する投資事業有限責任組合契約をいう。

(vii) Limited Partnership Agreement for Investment: a limited partnership  
agreement for investment defined in Article 3, paragraph (1) of the Limited  
Partnership Act for Investment (Act No. 90 of 1998);

八 有限責任事業組合契約 有限責任事業組合契約に関する法律（平成十七年法律第四十号）第三条第一項に規定する有限責任事業組合契約をいう。

(viii) Limited Liability Partnership Agreement: a limited liability partnership  
agreement defined in Article 3, paragraph (1) of the Limited Liability  
Partnership Act (Act No. 40 of 2005);

九 私設取引システム運営業務 法第二条第八項第十号に掲げる行為に係る業務をいう。

(ix) Proprietary Trading System Operation: a business operation relevant to  
the acts specified in Article 2, paragraph (8), item (x) of the Act;

十 協同組織金融機関 協同組織金融機関の優先出資に関する法律（平成五年法律第四十四号）第二条第一項に規定する協同組織金融機関をいう。

(x) Cooperative Structured Financial Institution: a cooperative structured  
financial institution defined in Article 2, paragraph (1) of the Act on  
Preferred Equity Investment by Cooperative Structured Financial  
Institutions (Act No. 44 of 1993);

十一 発行日取引 金融商品取引法第六十一条の二に規定する取引及びその保証金に関する内閣府令（昭和二十八年大蔵省令第七十五号）第一条第二項に規定する発行日取引をいう。

(xi) When-Issued Transaction: a when-issued transaction defined in Article 1,  
paragraph (2) of the Cabinet Office Order on Transactions under Article 161-  
2 of the Financial Instruments and Exchange Act and Deposits Related  
Thereto (Order of the Ministry of Finance No. 75 of 1953);

十二 非公開情報 発行者である会社の運営、業務若しくは財産に関する公表されていない重要な情報であって顧客の投資判断（法第二条第八項第十一号ロに規定する投資判断をいう。第十六条の五の二第三号及び第二百三十三条の二第一項第四号を除き、以下同じ。）に影響を及ぼすと認められるもの又は自己若しくはその親法人

等若しくは子法人等の役員（役員が法人であるときは、その職務を行うべき社員を含む。）若しくは使用人が職務上知り得た顧客の有価証券の売買その他の取引等に係る注文の動向その他の特別の情報をいう。

(xii) Undisclosed Information: undisclosed material information on the operation, business or properties of a company which is an Issuer, which is found to have an impact on customers' Investment Decisions (meaning the Investment Decisions defined in Article 2, paragraph (8), item (xi), (b) of the Act; the same applies hereinafter except in Article 16-5-2, item (iii) and Article 233-2, paragraph (1), item (iv)), or information on ordering trends in the customers' Purchase and Sale or Other Transactions of Securities, etc. and any other special information which may come to knowledge of any the Officers (in cases when an Officer is a corporation, including executive members thereof) or employees of the party itself or its Parent Corporation, etc. or Subsidiary Corporation, etc. in the course of duties;

十三 非公開融資等情報 融資業務（事業のための融資に係る業務をいう。以下この号、第二百三十三条第一項第十九号及び第二百五十条第五号において同じ。）若しくは金融機関代理業務（第六十八条第十三号に規定する金融機関代理業のうち事業のための資金の貸付け又は手形の割引を内容とする契約の締結の代理又は媒介に係る業務をいう。以下同じ。）に従事する役員（外国法人にあつては、国内における代表者を含む。次章第五節、第二百三十八条の二第一項第一号イ、第二百三十九条第二項第三号ロ（1）及び第二百四十一条第二項第一号ロを除き、以下同じ。）若しくは使用人が職務上知り得たその顧客の行う事業に係る公表されていない情報その他の特別な情報であつて金融商品取引業若しくは金融商品仲介業務（金融商品仲介行為を行う業務をいう。以下同じ。）に従事する役員若しくは使用人が勧誘する有価証券（法第三十三条第二項第一号に掲げる有価証券並びに法第二条第一項第十七号に掲げる有価証券であつて同項第一号及び第二号の性質を有する有価証券を除く。以下この号において同じ。）に係る顧客の投資判断に影響を及ぼすと認められるもの又は金融商品取引業若しくは金融商品仲介業務に従事する役員若しくは使用人が職務上知り得たその顧客の有価証券の売買その他の取引等に係る注文の動向その他の特別の情報であつて当該有価証券の発行者に係る融資業務若しくは金融機関代理業務に重要な影響を及ぼすと認められるものをいう。

(xiii) Undisclosed Loan Information, etc.: undisclosed information on the customer's business or any other special information which may come to knowledge of any of the Officers (in the case of a foreign corporation, including its representative person in Japan; the same applies hereinafter except in Section 5 of the following Chapter, Article 238-2, paragraph (1), item (i), (a), Article 239, paragraph (2), item (iii), (b), 1. and Article 241, paragraph (2), item (i), (b)) or employees engaged in a Loan Business (meaning a service related to loans for business; hereinafter the same applies in this item, Article 123, paragraph (1), item (xix) and Article 150, item (v)) or a Financial Institution Agency Service Operation (meaning a service

pertaining to agency or intermediation for the conclusion of contracts for loans or discounting negotiable instrument for business, from among the Financial Institution Agency Service prescribed in Article 68, item (xiii); the same applies hereinafter) in the course of duties, which is found to have an impact on the customer's Investment Decisions in respect of the Securities (excluding the Securities specified in Article 33, paragraph (2), item (i) of the Act and also excluding the Securities specified in Article 2, paragraph (1), item (xvii) of the Act which have the natures prescribed in items (i) and (ii) of that paragraph; hereinafter the same applies in this item) solicited by Officers or employees engaged in a Financial Instruments Business or Financial Instruments Intermediary Service Operation (meaning a service operation to conduct Intermediation for Financial Instruments; the same applies hereinafter); or information on ordering trends in the customers' Purchase and Sale or Other Transactions of Securities, etc. or any other special information which may come to knowledge of any of the Officers or employees engaged in a Financial Instruments Business or Financial Instruments Intermediary Service Operation in the course of duties, which is found to have a material impact on the Loan Business or the Financial Institution Agency Service Operation pertaining to the Issuer of the Securities;

十四 法人関係情報 法第百六十三条第一項に規定する上場会社等の運営、業務又は財産に関する公表されていない重要な情報であつて顧客の投資判断に影響を及ぼすと認められるもの並びに法第二十七条の二第一項に規定する公開買付け（同項本文の規定の適用を受ける場合に限る。）、これに準ずる株券等（同項に規定する株券等をいう。）の買集め及び法第二十七条の二十二の二第一項に規定する公開買付け（同項本文の規定の適用を受ける場合に限る。）の実施又は中止の決定（法第百六十七条第二項ただし書に規定する基準に該当するものを除く。）に係る公表されていない情報をいう。

(xiv) Corporate Information: undisclosed important information on the operation, business or properties of Listed Companies, etc. set forth in Article 163, paragraph (1) of the Act, which is found to have an impact on customers' Investment Decisions; and undisclosed information on a decision about the launch or suspension (excluding those corresponding to standards prescribed in the proviso to Article 167, paragraph (2) of the Act) of a Tender Offer as prescribed in Article 27-2, paragraph (1) of the Act (limited to cases when the provisions of the main clause of that paragraph apply), the buying-up equivalent thereto in regard to the Share Certificates, etc. (meaning the Share Certificates, etc. prescribed in that paragraph), and a Tender Offer as prescribed in Article 27-22-2, paragraph (1) of the Act (limited to cases when the provisions of the main clause of that paragraph apply);

十五 商品関連業務 金融商品取引業のうち、法第二十八条第一項第一号の二に掲げ



る行為のいずれかを業として行うことをいう。

(xv) **Commodity-Related Business: a Financial Instruments Business for conducting any of the acts specified in Article 28, paragraph (1), item (i)-2 of the Act in the course of trade;**

十六 電子取引基盤運營業務 金融商品取引業者等が、その店頭デリバティブ取引等の業務の用に供する電子情報処理組織を使用して特定店頭デリバティブ取引又はその媒介、取次ぎ（有価証券等清算取次ぎを除く。）若しくは代理を業として行うことをいう。

(xvi) **Electronic Trading Platform Management Service: services provided by a Financial Instruments Business Operator, etc. for Specified Over-the-Counter Derivatives Transactions or intermediary, brokerage (excluding Brokerage for Clearing of Securities, etc.) or agency services therefor in the course of trade, using an electronic data processing system to be used for the business of Over-the-Counter Derivatives Transactions, etc.**

（訳文の添付）

**(Attachment of Japanese Translations)**

第二条 法（第三章から第三章の三まで及び第百八十八条（金融商品取引業者等、指定親会社、金融商品仲介業者又は信用格付業者に係るものに限る。）に限る。次条において同じ。） 、 令（第四章から第四章の三までに限る。次条において同じ。）又はこの府令（第二百三十六条、第二百三十八条の二、第二百三十九条から第二百四十一条まで、第二百四十二条から第二百四十三条まで、第二百四十六条の三、第二百四十六条の四、第二百四十六条の六（特例業務届出者に係るものに限る。）及び第五章を除く。）の規定により金融庁長官、財務局長又は福岡財務支局長（以下「金融庁長官等」という。）に提出する書類で、特別の事情により日本語をもって記載することができないものがあるときは、その訳文を付さなければならない。ただし、当該書類が定款又は株主総会若しくは役員会等（第二百二十一条第一号に規定する役員会等をいう。）の議事録であって、かつ、英語で記載されたものであるときは、その概要の訳文を付すことをもって足りるものとする。

**Article 2 In cases when, due to any special circumstance, there is any document to be submitted to the Commissioner of Financial Services Agency, Director-General of a Local Finance Bureau or Director-General of the Fukuoka Local Finance Branch Bureau (hereinafter referred to as the "Commissioner of Financial Services Agency or Other Official") pursuant to the provisions of the Act (limited to Chapter III through Chapter III-3 and Article 188 of the Act (limited to the provisions pertaining to Financial Instruments Business Operators, etc., Designated Parent Company, Financial Instruments Intermediary Service Providers or Credit Rating Agencies; the same applies in the following Article)), the Order (limited to Chapters IV through IV-3; the same applies in the following Article) or this Cabinet Office Order (excluding Article 236, Article 238-2, Articles 239 through 241, Articles 242 through 243,**

Article 246-3, Article 246-4, Article 246-6 (limited to the provisions relating to a Person Notifying of Specially-Permitted Business) and Chapter V) that cannot be prepared in Japanese, a Japanese translation thereof must be attached thereto; provided, however, that if the documents to be submitted are the articles of incorporation, or the minutes of a shareholders meeting or a Board of Officers, etc. (meaning a Board of Officers, etc. as prescribed in Article 221, item (i)) prepared in English, attaching a Japanese translation of the outline thereof is considered sufficient.

(外国通貨の換算)

(Conversion of Foreign Currency)

第三条 法、令又はこの府令の規定により金融庁長官等に提出する書類中、外国通貨をもって金額を表示するものがあるときは、当該金額を本邦通貨に換算した金額及びその換算に用いた標準を付記しなければならない。

Article 3 In cases when the documents to be submitted to the Commissioner of Financial Services Agency or Other Official under the Act, the Order or this Cabinet Office Order contains any document indicating the amount in a foreign currency, a supplementary note on the amount after conversion into the Japanese currency and the criteria used for such conversion must be stated therein.

## 第二章 金融商品取引業者等

### Chapter II Financial Instruments Business Operators

#### 第一節 総則

#### Section 1 General Provisions

##### 第一款 通則

##### Subsection 1 General Rules

(幹事会社となる有価証券の元引受け)

(Wholesale Underwriting of Securities Constituting a Managing Underwriter)

第四条 令第十五条に規定する内閣府令で定めるものは、元引受契約（同条に規定する元引受契約をいう。以下この条及び第四百四十七条第三号において同じ。）の締結に際し、有価証券の発行者又は所有者と当該元引受契約の内容を確定するための協議を行うものであって、次に掲げるもの以外のものとする。

Article 4 The Wholesale Underwriting of Securities to be specified by Cabinet Office Order as referred to in Article 15 of the Order is the wholesale underwriting for which discussions with the Issuer or owner of the Securities are to be held upon the execution of the Wholesale Underwriting Contract (meaning the Wholesale Underwriting Contract defined in that Article; hereinafter the same applies in this Article and Article 147, item (iii)), in order to fix the contents thereof, other than the following wholesale underwriting:

一 当該元引受契約に係る有価証券の発行価額又は有価証券の売出し若しくは特定投資家向け売付け勧誘等の価額の総額（当該元引受契約が令第十五条第三号に掲げる契約である場合にあっては、同号に規定する新株予約権の行使に際して払い込むべき金額の合計額を含む。）のうち金融商品取引業者等及び外国証券業者の行う有価証券の引受けに係る部分の金額（以下この条において「引受総額」という。）が百億円を超える場合において他の者（資本金の額、基金の総額又は出資の総額が三十億円以上である者に限る。）と共同して当該協議を行うものであって、当該引受総額のうち自己の行う有価証券の引受けに係る部分の金額が百億円以下であるもの

(i) the Wholesale Underwriting of Securities for which the discussion is to be held jointly with another party (limited to a party whose amount of stated capital, total amount of funds or total amount of contribution is not less than three billion yen), in cases when, out of either of the total issue value of the Securities under the Wholesale Underwriting Contract or of the total value of the Secondary Distribution of Securities or the Solicitation for Selling, etc. Only for Professional Investors (in cases when such Wholesale Underwriting Contract is the contract listed in Article 15, item (iii) of the Order, including the total amount to be paid upon the exercise of the share options prescribed in that item), the amount of the portion pertaining to the Underwriting of Securities by Financial Instruments Business Operators, etc. and Foreign Securities Service Providers (hereinafter referred to as the "Total Amount of Underwriting" in this Article) exceeds ten billion yen, provided that the amount of the portion pertaining to the Underwriting of Securities by the such party out of the Total Amount of Underwriting is ten billion yen or less; and

二 引受総額が百億円以下である場合において当該協議を行うもの

(ii) cases when the Total Amount of Underwriting is ten billion yen or less, and about which the discussion is held.

（新株予約権証券に準ずる有価証券等）

(Securities Equivalent to Share Option Certificates)

第四条の二 法第二十八条第七項第三号に規定する内閣府令で定める有価証券は、次に掲げる有価証券とする。

Article 4-2 (1) Securities provided for by Cabinet Office Order as prescribed in Article 28, paragraph (7), item (iii) of the Act are the following Securities:

一 新株予約権付社債券

(i) bonds with share options;

二 外国の者の発行す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

(ii) instruments or certificates issued by a foreign person, and which have the nature of share option certificates or bonds with share options;

三 新投資口予約権証券（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

- 百九十八号) 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。)
- (iii) Certificates of Investment Equity Subscription Rights (meaning certificates of investment equity subscription rights defined in Article 2, paragraph (18) of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951); the same applies hereinafter); and
- 四 外国投資証券 (投資信託及び投資法人に関する法律第二百二十条第一項に規定する外国投資証券をいう。以下同じ。) で新投資口予約権証券に類する証券
- (iv) Foreign Investment Securities (meaning Foreign Investment Securities provided in Article 220, paragraph (1) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter) and are similar to Certificates of Investment Equity Subscription Rights.
- 2 法第二十八条第七項第三号に規定する内閣府令で定める権利は、次に掲げるものとする。

- (2) The right provided for by Cabinet Office Order as prescribed in Article 28, paragraph (7), item (iii) of the Act are as set forth in the following:
- 一 外国の者に対する権利で新株予約権の性質を有するもの
- (i) rights which are claimable against a foreign national which have the nature of share options;
- 二 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。以下同じ。)
- (ii) Investment Equity Subscription Rights (meaning investment equity subscription rights defined in Article 2, paragraph (17) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter); and
- 三 外国投資法人 (投資信託及び投資法人に関する法律第二条第二十五項に規定する外国投資法人をいう。) に対する権利で新投資口予約権の性質を有するもの
- (iii) rights which are claimable against a Foreign Investment Corporation (meaning a Foreign Investment Corporation provided in Article 2, paragraph (25) of the Act on Investment Trusts and Investment Corporations) which have the nature of Investment Equity Subscription Rights.

## 第二款 金融商品取引業者

### Subsection 2 Financial Instruments Business Operators

(登録の申請)

(Application for Registration)

第五条 法第二十九条の登録を受けようとする者は、別紙様式第一号により作成した法第二十九条の二第一項の登録申請書に、当該登録申請書の写し及び同条第二項又は第三項の規定により当該登録申請書に添付すべき書類又は電磁的記録 (法第十三条第五項に規定する電磁的記録をいう。以下同じ。) を添付して、その者の本店等の所在地を管轄する財務局長 (当該所在地が福岡財務支局の管轄区域内にある場合) については

福岡財務支局長、国内に営業所又は事務所を有しない場合にあつては関東財務局長)に提出しなければならない。

Article 5 A person that intends to obtain the registration under Article 29 of the Act must submit to the Director-General of a Local Finance Bureau with jurisdiction over the location of such person's Head Office, etc. (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when the person has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau) a written application for registration under Article 29-2, paragraph (1) of the Act prepared in accordance with Appended Form No. 1, attaching a copy thereof and the documents or an Electronic or Magnetic Record (meaning an Electronic or Magnetic Record as defined in Article 13, paragraph (5) of the Act; the same applies hereinafter) to be attached thereto pursuant to the provisions of Article 29-2, paragraph (2) or (3) of the Act.

(登録の申請又は届出に係る使用人)

(Employees to Be Indicated in an Application for Registration or Notification)

第六条 令第十五条の四第一号に規定する内閣府令で定める者は、部長、次長、課長その他いかなる名称を有する者であるかを問わず、同号に規定する業務を統括する者の権限を代行し得る地位にある者とする。

Article 6 (1) The person to be specified by Cabinet Office Order as referred to in Article 15-4, item (i) of the Order is a person that holds position whereby the person may exercise authority on behalf of a supervisor of the operation as prescribed in that item, such as a general manager, vice-chief, section manager or any other person, irrespective of the job title.

2 令第十五条の四第二号に規定する内閣府令で定める者は、金融商品の価値等（法第二条第八項第十一号ロに規定する金融商品の価値等をいう。以下同じ。）の分析に基づく投資判断を行う者とする。

(2) The person to be specified by Cabinet Office Order as referred to in Article 15-4, item (ii) of the Order is a person that makes Investment Decisions based on analysis of the Values, etc. of Financial Instruments (meaning the Values, etc. of Financial Instruments defined in Article 2, paragraph (8), item (xi), (b) of the Act; the same applies hereinafter).

(情報通信の技術を利用する募集の取扱い等の方法)

(The Handling Public Offerings Using Information and Communications Technology)

第六条の二 法第二十九条の二第一項第六号に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 6-2 The means to be specified by Cabinet Office Order as referred to in

Article 29-2, paragraph (1), item (vi) of the Act are as follows:

一 金融商品取引業者等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情報の内容を電気通信回線を通じて相手方の閲覧に供する方法

(i) to make the contents of information recorded into the files stored on the computer used by a Financial Instruments Business Operator, etc. available for other parties via a telecommunications line; and

二 前号に掲げる方法による場合において、金融商品取引業者等の使用に係る電子計算機と相手方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又はこれに類する方法により通信文その他の情報を送信する方法（音声の送受信による通話を伴う場合を除く。）

(ii) in the case of using the means specified in the preceding item, to transmit messages or other information via a telecommunications line connecting a computer used by a Financial Instruments Business Operator, etc. and a computer used by the other party or any means similar thereto (excluding cases when communication through audio transmission is made).

（登録申請書の記載事項）

(Matters to Be Stated in a Written Application for Registration)

第七条 法第二十九条の二第一項第十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 7 The matters to be specified by Cabinet Office Order as referred to in Article 29-2, paragraph (1), item (x) of the Act are the matters listed in the following:

一 法第三十七条の七第一項第一号イ、第二号イ、第三号イ又は第四号イに定める業務に係る手続実施基本契約を締結する措置を講ずる当該手続実施基本契約の相手方である指定紛争解決機関の商号又は名称並びに加入する金融商品取引業協会（認可金融商品取引業協会又は認定金融商品取引業協会をいう。以下同じ。）及び対象事業者（法第七十九条の十一第一項に規定する対象事業者をいう。以下同じ。）となる認定投資者保護団体の名称

(i) the trade name or name of the Designated Dispute Resolution Organization with which a Basic Contract for Implementation of Dispute Procedures is concluded for the purpose of taking the measures to conclude such Contract for Implementation of Dispute Procedures pertaining to the business specified in Article 37-7, paragraph (1), item (i), (a), item (ii), (a), item (iii), (a) or item (iv), (a) of the Act and the name of the Financial Instruments Firms Association (meaning the Authorized Financial Instruments Firms Association or Certified Financial Instruments Business Association; the same applies hereinafter) of which the applicant for registration intends to become a member; and the name of the Certified Investor Protection Organization of which the applicant for registration intends to become a Target Business Operator (meaning a Target Business Operator as defined in

- Article 79-11, paragraph (1) of the Act; the same applies hereinafter);
- 二 会員又は取引参加者（以下「会員等」という。）となる金融商品取引所の名称又は商号
- (ii) the name or trade name of the Financial Instruments Exchange of which the applicant for registration intends to become a Member or Trading Participant (hereinafter referred to as the "Members, etc.");
- 三 有価証券関連業を行う場合には、次に掲げる事項
- (iii) in cases when the applicant for registration intends to conduct Securities-Related Business, the following:
- イ その旨
- (a) to that effect;
- ロ 第一種金融商品取引業を行う場合（第一種少額電子募集取扱業務のみを行う場合であって、投資者保護基金にその会員として加入しないときを除く。）には、加入する投資者保護基金（法第七十九条の四十九第四項の規定による定款の定めがあるものを除く。）の名称
- (b) in cases when the applicant for registration intends to conduct a Type-I Financial Instruments Business (excluding cases when the applicant for registration only conducts a Type-I Small-Amount Electronic Public Offering Service and is not to become a member of any Investor Protection Fund), the name of the Investor Protection Fund of which the applicant for registration intends to become a member (excluding an Investor Protection Fund which has a provision of articles of incorporation under Article 79-49, paragraph (4) of the Act);
- 三の二 電子取引基盤運営業務を行う場合には、その旨
- (iii)-2 in cases when the applicant for registration intends to conduct an Electronic Trading Platform Management Service, to that effect;
- 三の三 商品関連業務を行う場合には、次に掲げる事項
- (iii)-3 in cases when the applicant for registration intends to conduct a Commodity-Related Business, the following matters:
- イ その旨
- (a) to that effect; and
- ロ 商品デリバティブ取引関連業務（法七十九条の二十第一項に規定する商品デリバティブ取引関連業務をいう。以下同じ。）を行う場合には、加入する投資者保護基金（法第七十九条の四十九第二項の規定による定款の定めがあるものを除く。）の名称
- (b) in cases when the applicant for registration intends to conduct a Commodity Derivatives Transaction-Related Business (meaning the Commodity Derivatives Transaction-Related Business provided in Article 79-20, paragraph (1) of the Act; the same applies hereinafter), an Investor Protection Fund to which it becomes a member (excluding an Investor Protection Fund which has a provision of articles of incorporation under

Article 79-49, paragraph (2) of the Act);

四 商品投資関連業務（令第三十七条第二項に規定する商品投資関連業務をいう。以下同じ。）を行う場合には、次に掲げる事項

(iv) in cases when the applicant for registration intends to conduct a Business Related to Commodities Investment (meaning the Business Related to Commodities Investment defined in Article 37, paragraph (2) of the Order; the same applies hereinafter), the following matters:

イ その旨

(a) to that effect; and

ロ その行う商品投資関連業務が令第三十七条第一項第二号ロに掲げる物品又は農林水産関係商品等（商品投資に係る事業の規制に関する法律施行令（平成四年政令第四十五号）第十一条第二項第一号に規定する農林水産関係商品等をいう。第四十四条第七号ロにおいて同じ。）のみに係るものである場合には、その旨

(b) in cases when the Business Related to Commodities Investment to be conducted by the applicant for registration only pertains to the goods specified in Article 37, paragraph (1), item (ii), (b) of the Order or the Agriculture, Forestry and Fisheries Goods (meaning the Goods, etc. Related to Agriculture, Forestry and Fishery defined in Article 11, paragraph (2), item (i) of the Order for Enforcement of Act on Control for Business Pertaining to Commodity Investment (Cabinet Order No. 45 of 1992); the same applies in Article 44, item (vii), (b)), to that effect;

ハ その行う商品投資関連業務が令第三十七条第一項第二号ハからホまでに掲げる物品又は経済産業関係商品等（商品投資に係る事業の規制に関する法律施行令第十一条第一項ただし書に規定する経済産業関係商品等をいう。第四十四条第七号ハにおいて同じ。）のみに係るものである場合には、その旨

(c) in cases when the Business Related to Commodities Investment to be conducted by the applicant for registration only pertains to the goods listed in Article 37, paragraph (1), item (ii), (c) through (e) of the Order or the Economy, Trade and Industry Goods, etc. (meaning the Economy, Trade and Industry Goods, etc. defined in the proviso to Article 11, paragraph (1) of the Order for Enforcement of Act on Control for Business Pertaining to Commodity Investment; the same applies in Article 44, item (vii), (c)), to that effect;

ニ 競走用馬投資関連業務（次のいずれかに掲げる権利に係る法第九十四条の六第一項各号に掲げる行為を行う業務をいう。以下同じ。）を行う場合には、その旨

(d) in cases when the applicant for registration intends to conduct a Business Related to Investment in Racehorses (meaning a business to conduct the acts listed in the items of Article 194-6, paragraph (1) of the Act, in regard to any of the rights listed in the following; the same applies hereinafter), to that effect;



- (1) 匿名組合契約に基づく権利であつて、当該権利を有する者から出資を受けた金銭（令第一条の三第一号から第三号までに掲げるものを含む。）の全部を充てて競走用馬（競馬法（昭和二十三年法律第百五十八号）第十四条（同法第二十二条において準用する場合を含む。）の登録を受け、又は受けようとするものに限る。以下同じ。）を取得し、当該競走用馬を、（2）に掲げる権利に係る匿名組合契約に基づきその相手方（特定の一の者に限る。）に出資し、競走（同法第一条第五項に規定する中央競馬又は地方競馬の競走に限る。（2）において同じ。）に出走させることを目的とするもの

1. a right under a Silent Partnership Contract, the purpose of which is to acquire racehorses (limited to the racehorses that are or will be registered under Article 14 of the Horse Racing Act (Act No. 158 of 1948) (including cases when it is applied mutatis mutandis pursuant to Article 22 of that Act); the same applies hereinafter), using all the monies (including the things similar to money as listed in Article 1-3, items (i) through (iii) of the Order) invested by the holders of such right, to invest such racehorses to the counterparty (limited to a specific party) under the Silent Partnership Contract pertaining to the right specified in 2. below, and to run such racehorses in races (limited to races held by the Japan Racing Association or the National Association of Racing as prescribed in Article 1, paragraph (5) of the Horse Racing Act; the same applies in 2. below);

- (2) 匿名組合契約に基づく権利であつて、当該権利を有する（1）に掲げる権利に係る匿名組合契約の営業者（特定の一の者に限る。）から出資を受けた競走用馬を競走に出走させることを目的とするもの

2. a right under a Silent Partnership Contract, the purpose of which is to run a racehorse invested in by the proprietor (limited to a specific party) under the Silent Partnership Contract which pertains to the right specified in 1. above that is entitled to such right;

五 法第百九十四条の六第二項各号に掲げる行為を業として行う場合には、その旨 (v) in cases when the applicant for registration intends to conduct any of the acts listed in the items of Article 194-6, paragraph (2) of the Act in the course of trade, to that effect;

六 不動産信託受益権等売買等業務（宅地（宅地建物取引業法（昭和二十七年法律第百七十六号）第二条第一号に掲げる宅地をいう。以下同じ。）若しくは建物に係る法第二条第二項第一号に掲げる権利（以下「不動産信託受益権」という。）又は組合契約、匿名組合契約若しくは投資事業有限責任組合契約に基づく権利のうち当該権利に係る出資対象事業が主として不動産信託受益権に対する投資を行うものの売買その他の取引に係る業務をいう。以下同じ。）を行う場合には、その旨

(vi) in cases when the applicant for registration intends to conduct the Business of Transaction, etc. of Beneficial Interest in Real Property Trust (meaning a business related to the purchase and sale or any other

transaction of the rights specified in Article 2, paragraph (2), item (i) of the Act which relate to Building Lots (meaning Building Lots as defined in Article 2, item (i) of the Building Lots and Buildings Transaction Business Act (Act No. 176 of 1952); the same applies hereinafter) or buildings (hereinafter referred to as the "Beneficial Interest in Real Property Trust"), or a business related to the purchase and sale of or any other transaction of the rights under a Partnership Contract, Silent Partnership Contract or Limited Partnership Agreement for Investment whose Invested Business is primarily intended for investment in a Beneficial Interest in Real Property Trust; the same applies hereinafter), to that effect;

七 不動産関連特定投資運用業（投資運用業（法第二条第八項第十二号イに掲げる契約に係る同号に掲げる行為及び同項第十四号に掲げる行為を行う業務を除く。）のうち、不動産信託受益権又は組合契約、匿名組合契約若しくは投資事業有限責任組合契約に基づく権利のうち当該権利に係る出資対象事業が主として不動産信託受益権に対する投資を行うものを投資の対象とするものをいう。以下同じ。）を行う場合には、その旨

(vii) in cases when the applicant for registration intends to conduct Specified Investment Management Business Related to Real Property (meaning an Investment Management Business (excluding a business to conduct the act specified in Article 2, paragraph (8) item (xii) of the Act pertaining to the contract specified in (a) of that item, or to conduct the act specified in item (xiv) of that paragraph) intended for investment in a Beneficial Interest in Real Property Trust, or in the rights under a Partnership Contract, Silent Partnership Contract or Limited Partnership Agreement for Investment whose Invested Business is primarily intended for investment in a Beneficial Interest in Real Property Trust; the same applies hereinafter), to that effect;

八 特定引受行為（金融商品取引法第二条に規定する定義に関する内閣府令（平成五年大蔵省令第十四号）第十六条第一項第五号に掲げる行為をいう。）を行う場合には、その旨

(viii) in cases when the applicant for registration intends to conduct Specific Underwriting (meaning the act specified in Article 16, paragraph (1), item (v) of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act (Order of the Ministry of Finance No. 14 of 1993)), to that effect;

九 特定有価証券等管理行為（金融商品取引法第二条に規定する定義に関する内閣府令第十六条第一項第十四号及び第十四号の二に掲げる行為をいう。第四百九条第一号イ及び第八十一条第一項第二号ロにおいて同じ。）を行う場合には、その旨

(ix) in cases when the applicant for registration intends to conduct an Act of Management of Specified Securities, etc. (meaning the act specified in Article 16, paragraph (1), items (xiv) and (xiv)-2 of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act;

the same applies in Article 149, item (i), (a) and Article 181, paragraph (1), item (ii), (b)), to that effect;

十 金融商品取引業として高速取引行為を行う場合において、外国に住所を有する個人であるときは、国内における代理人の氏名、商号又は名称

(x) in cases when the applicant for registration intends to conduct High-Speed Trading as part of its Financial Instruments Business, and if the applicant for registration is an individual domiciled in a foreign state, the name or trade name of the agent in Japan; and

十一 本店等の名称及び所在地

(xi) the names and locations of its head office, etc.

(業務の内容及び方法)

(Contents and Means of Business)

第八条 法第二十九条の二第二項第二号に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 8 The content and means of business to be specified by Cabinet Office Order as referred to in Article 29-2, paragraph (2), item (ii) of the Act are as follows:

一 業務運営に関する基本原則

(i) the basic principles of business operation;

二 業務執行の方法

(ii) the means of execution of business;

三 業務分掌の方法

(iii) the means of allocation of business operations;

四 業として行う金融商品取引行為の種類

(iv) the types of acts that constitute Financial Instruments Transactions to be conducted in the course of trade;

五 苦情の解決のための体制（法第三十七条の七第一項第一号ロ、第二号ロ、第三号ロ又は第四号ロに定める業務に関する苦情処理措置及び紛争解決措置の内容を含む。）

(v) the system for handling complaints (including the contents of the Complaint Processing Measures and Dispute Resolution Measures concerning the business specified in Article 37-7, paragraph (1), item (i), (b), item (ii), (b), item (iii), (b) or item (iv), (b) of the Act);

六 第一種金融商品取引業を行う場合には、次に掲げる事項（第一種少額電子募集取扱業務のみを行う場合には、ロからニまでに掲げる事項を除く。）

(vi) in cases when the applicant for registration intends to conduct a Type-I Financial Instruments Business, the following matters (in cases of conducting only a Type-I Small-Amount Electronic Public Offering Service, excluding the matters specified in (b) through (e)):

イ 取り扱う有価証券及び業として行うデリバティブ取引の種類（商品関連業務を

- 行う場合にあっては、取引の対象とする商品又は商品に係る金融指標を含む。)
- (a) the types of the Securities to be handled, and the types of the Derivative Transactions to be conducted in the course of trade (in cases of conducting Commodity-Related Business, including Commodities for transactions or indicators pertaining to the Commodities);
- ロ 損失の危険の管理方法に関する次に掲げる事項
- (b) the following matters in regard to means of risk management concerning loss:
- (1) 損失の危険相当額（第一百七十八条第一項第一号に規定する市場リスク相当額、同項第二号に規定する取引先リスク相当額及び同項第三号に規定する基礎的リスク相当額を含む。以下この号において同じ。）の算定方法
    1. the means of calculating the Value of Loss Risk Equivalent (including the Market Risk Equivalent defined in Article 178, paragraph (1), item (i), the Counterparty Risk Equivalent defined in item (ii) of that paragraph and the Basic Risk Equivalent defined in item (iii) of that paragraph; hereinafter the same applies in this item);
    - (2) 損失の危険相当額の限度枠の設定及び適用方法
    2. the means of establishment and application of a ceiling on the Value of Loss Risk Equivalent;
    - (3) 損失の危険相当額の算定及び限度枠の管理を行う部署の名称及び体制
    3. the name and structure of the section in charge of calculating the Value of Loss Risk Equivalent and managing of the ceiling thereof;
    - (4) 損失の危険相当額の算定の基礎となる資料の作成及び保存の方法
    4. the means of preparation and preservation of materials which would serve as the basis of the calculation of the Value of Loss Risk Equivalent;
    - (5) 損失の危険相当額及びその限度枠の適用状況について、検査を行う頻度、部署の名称及び体制
    5. the frequency of inspection of the Value of Loss Risk Equivalent and the status of the application of the ceiling thereof, and the name and structure of the section in charge of such inspection;
    - (6) その他損失の危険の管理に関する重要な事項
  6. any other important matters related to the risk management concerning loss;
- ハ 店頭デリバティブ取引等に係る業務（電子取引基盤運營業務を除く。）を行う場合には、次に掲げる事項
- (c) in cases when the applicant for registration intends to conduct a business in relation to Over-the-Counter Transactions of Derivatives, etc. (excluding Electronic Trading Platform Management Service), the following matters:
- (1) 当該業務を管理する責任者の氏名及び役職名
    1. the name and job title of the person responsible for the management of

- the business;
- (2) 当該業務を行う部署の名称及び組織の体制
2. the name and organizational structure of the section in charge of the business;
- (3) 当該業務に係る顧客との取引開始基準
3. the Conditions for Starting Transactions with the customers pertaining to the business;
- (4) 当該業務に係る損失の危険相当額の算定方法及び算定の頻度（取引所金融商品市場における相場、金利、通貨の価格その他の指標の変動により発生し得る損失の危険、取引の相手方の契約不履行その他の理由により発生し得る損失の危険及びこれらの理由以外の理由により発生し得る損失の危険ごとに記載すること。）
4. the means and frequency of calculating the Value of Loss Risk Equivalent pertaining to the business (such information is itemized by the risk of loss which may accrue due to fluctuations in indicators such as quotations on the Financial Instruments Exchange Market, interest rates or value of currencies, the risk of loss which may accrue due to a default in the performance of contracts by counterparties to the transactions and on any other reason, and the risk or loss which may accrue due to reasons other than on the aforementioned reasons);
- (5) 当該業務に係る損失の危険相当額の限度枠の設定及び適用方法並びに取引の種類及び顧客の属性別の当該限度枠の設定及び適用方法
5. the means of the establishment and application of a ceiling on the Value of Loss Risk Equivalent pertaining to the business; and the means of the establishment and application for such ceiling classified in accordance with the types of transactions and categories of the customers;
- (6) 当該業務に係る損失の危険相当額の算定及び限度枠の管理を行う部署の名称及び体制
6. the name and structure of the section in charge of calculating the Value of Loss Risk Equivalent pertaining to the business, and management of the ceiling thereof;
- (7) 当該業務に係る損失の危険相当額及びその限度枠の適用状況について、代表権を有する取締役又は執行役（外国法人にあっては、国内における営業所若しくは事務所に駐在する取締役若しくは執行役若しくはこれらに準ずる者又は国内における代表者）に報告する頻度
7. the frequency of reporting the Value of Loss Risk Equivalent pertaining to the business and the status of the application of the ceiling thereof to directors or executive officers with authority of representation (in the case of a foreign corporation, its directors, executive officers or any other person holding a position equivalent thereto that are stationed at

- a business office or other office in Japan, or its representative person in Japan);
- (8) 当該業務に係る損失の危険相当額の算定の基礎となる資料の作成及び保存の方法
8. the means of the preparation and preservation of material which would serve as the basis of the calculation of the Value of Loss Risk Equivalent pertaining to the business;
- (9) 当該業務の執行並びに損失の危険相当額及びその限度枠の適用状況について、検査を行う頻度、部署の名称及び体制
9. the frequency of inspection on the execution of the business, the Value of Loss Risk Equivalent and the status of the application of the ceiling thereof, and the name and structure of the section in charge of such inspection; and
- (10) その他当該業務に係る損失の危険の管理に関する重要な事項
10. any other important matter related to the risk management concerning loss pertaining to the business;
- ニ 有価証券の元引受けに係る業務を行う場合には、次に掲げる事項
- (d) in cases when the applicant for registration intends to conduct a business pertaining to the Wholesale Underwriting of Securities, the following matters:
- (1) 当該業務を管理する責任者の氏名及び役職名
1. the name and title of the person responsible for the management of the business;
- (2) 当該業務を行う部署の名称及び組織の体制
2. the name and organizational structure of the section in charge of the business;
- (3) 当該業務に係る損失の危険相当額の算定方法
3. the means of calculating the Value of Loss Risk Equivalent pertaining to the business;
- (4) 当該業務に係る損失の危険相当額の限度枠の設定及び適用方法
4. the means of the establishment and application of a ceiling on the Value of Loss Risk Equivalent pertaining to the business;
- (5) 当該業務に係る損失の危険相当額の算定及び限度枠の管理を行う部署の名称及び体制
5. the name and structure of the section in charge of the calculation of the Value of Loss Risk Equivalent pertaining to the business, and management of the ceiling thereof;
- (6) 当該業務の執行並びに損失の危険相当額及びその限度枠の適用状況について、検査を行う頻度、部署の名称及び体制
6. the frequency of inspection on the execution of the business, the Value of Loss Risk Equivalent and status of the application of the ceiling

thereof, and the name and structure of the section in charge of such inspection; and

(7) その他当該業務に係る損失の危険の管理に関する重要な事項

7. any other important matter related to the risk management concerning loss pertaining to the business;

ホ 有価証券等管理業務を行う場合には、法第四十三条の二から第四十三条の三までの規定による管理の方法

(e) in cases when the applicant for registration intends to conduct a Securities, etc. Management Business, the management means set forth in Article 43-2 through Article 43-3 of the Act;

ヘ 有価証券関連業を行う場合には、第七十条の四第一項各号に掲げる措置に関する次に掲げる事項

(f) in cases when the applicant for registration intends to conduct a Securities-Related Business, the following matters concerning the measures listed in the respective items of Article 70-4, paragraph (1):

(1) 当該措置の実施の方法

1. the means for carrying out such measures; and

(2) 当該措置の実施を所掌する組織及びその人員の配置

2. the organization in charge of carrying out such measures and the positions of the personnel therefor; and

ト 電子取引基盤運営業務を行う場合には、次に掲げる事項

(g) in cases when the applicant for registration intends to conduct an Electronic Trading Platform Management Service, the following matters:

(1) 電子取引基盤運営業務において行う特定店頭デリバティブ取引の種類及びその具体的内容

1. the types and specific details of the Specified Over-the-Counter Derivatives Transactions to be conducted in relation to the Electronic Trading Platform Management Service;

(2) 電子取引基盤運営業務を管理する責任者の氏名及び役職名

2. the name and job title of the person responsible for the management of the Electronic Trading Platform Management Service;

(3) 電子取引基盤運営業務を行う部署及び法第四十条の七第二項の規定に基づく公表に係る業務を行う部署（電子取引基盤運営業務の一部又は同項の規定に基づく公表に係る業務の一部を他の者に委託する場合にあっては、その者を含む。）の名称及び組織の体制

3. the name and organizational structure of the section in charge of the Electronic Trading Platform Management Service and the section in charge of the business relating to the publication under Article 40-7, paragraph (2) of the Act (in cases when a part of the Electronic Trading Platform Management Service or a part of the business relating to the publication under that paragraph is to be entrusted to

- any other person, including such person);
- (4) 電子取引基盤運營業務に係る顧客との取引開始基準及び顧客の管理方法
4. the Conditions for Starting Transactions with customers pertaining to the Electronic Trading Platform Management Service, and the means of management of the customers;
- (5) 料金に関する事項
5. the matters relating to the fees;
- (6) 売付け及び買付けの気配その他価格情報を顧客に公表する方法（電子情報処理組織の使用その他の電子的方法に限る。）
6. the means of publicizing quotes for sale or purchase, and other pricing information to customers (limited to means of using an electronic data processing system or other electronic means);
- (7) 取引価格の決定方法（特定店頭デリバティブ取引において当事者が想定元本として定めた金額が、第二百五条の八第二項各号に掲げる特定店頭デリバティブ取引の効力が生じる日から当該効力が消滅する日までの期間の区分に応じ、当該各号に定める金額以下である場合には、次の（i）に掲げるもの又は次の（i）若しくは（ii）に掲げるもののいずれかを顧客が選択することができるものに限る。）及び取引の成立の時期
7. the method for deciding the transaction price (for a Specified Over-the-Counter Derivatives Transactions, if the amount designated by the party as a notional principal does not exceed the amount specified in the items of Article 125-8, paragraph (2) according to the categories of periods from the day when the Specified Over-the-Counter Derivatives Transaction takes effect to the day when such transaction ceases to be in effect as respectively specified in these items, limited to the means enabling customers to choose either the means specified in the following i., or the means specified in the following i. or ii.), as well as the time when the transaction takes effect:
- (i) (6)の規定により公表された自己又は顧客の売付け及び買付けの気配に基づく価格を用いる方法
- i. the means of using a price based on quotes for the sale or purchase of itself or customers publicized pursuant to 6.;
- (ii) 顧客の間の交渉（顧客の指定に基づき三以上の他の顧客に対して売付け又は買付けの気配の提示を求め、当該求めに応じ当該他の顧客が提示した売付け又は買付けの気配、（6）の規定により公表された売付け又は買付けの気配及び自己が売付け又は買付けの気配を提示する場合における当該気配を当該顧客に通知した上で行うものに限る。）に基づく価格を用いる方法
- ii. the means of using a price determined based on a negotiation among customers (limited to a negotiation conducted after requesting three or more other customers designated by the customer to present quotes for the sale or purchase, and notifying the customer of the quotes for sale or



- purchase presented by the other customers in response to the request, the quotes for sale or purchase publicized pursuant to 6., and the quotes in cases when the applicant for registration presents the quotes for sale or purchase);
- (8) 法第四十条の七第二項の規定に基づく公表を行う方法
8. the means of the publication under Article 40-7, paragraph (2) of the Act;
- (9) 電子取引基盤運營業務において使用する電子情報処理組織の概要、設置場所、容量及び保守の方法並びに当該電子情報処理組織に異常が発生した場合の対処方法
9. the outline, location, volume and maintenance means of the electronic data processing system to be used for the Electronic Trading Platform Management Service, and the means of handling of cases when there occurs any malfunction of such electronic data processing system;
- (10) 電子取引基盤運營業務に係る決済の方法（法第一百五十六条の六十二第一号又は第二号に掲げる取引に基づく債務を金融商品取引清算機関（当該金融商品取引清算機関が連携金融商品債務引受業務を行う場合には、連携清算機関等を含む。）又は外国金融商品取引清算機関に適切かつ迅速に負担させるための方法を含む。）及び顧客の契約不履行が生じた場合の対処方法
10. the means of settlement for the Electronic Trading Platform Management Service (including the means of ensuring that the obligations arising from the transactions specified in Article 156-62, item (i) or (ii) of the Act are assumed by a Financial Instruments Clearing Organization (including a Collaborating Clearing Organization, etc., in cases when the Financial Instruments Clearing Organization conducts Collaborative Financial Instruments Obligation Assumption Service) or a Foreign Financial Instruments Clearing Organization in an appropriate and swift manner), and the means of handling of cases when there arises any customer's default in the performance of contracts;
- (11) 電子取引基盤運營業務に係る取引記録の作成及び保存の方法
11. the means for the preparation and preservation of the transaction records for the Electronic Trading Platform Management Service;
- (12) 電子取引基盤運營業務の執行状況について、検査を行う頻度、部署の名称及び体制
12. the frequency of the inspection on the status of the execution of the Electronic Trading Platform Management Service, and the name and structure of the section in charge of such inspection;
- (13) 不公正な取引の防止の方法その他の取引の公正の確保に関する事項
13. the means of the prevention of unfair transactions, and any other matters relating to the securing of fair transactions; and

(14) その他電子取引基盤運営業務に係る損失の危険の管理に関する重要な事項

14. other important matters in regard to means of management of risks of loss relating to the Electronic Trading Platform Management Service;

チ 第二百二十三条第一項第十八号ホ及び第二十四号ニ並びに第一百五十三条第一項第七号ト及びリに規定する場合において情報を受領し、又は提供するときは、電子情報処理組織の保守及び管理に関する業務並びに同条第三項に規定する内部の管理及び運営に関する業務に関する次に掲げる事項

(h) in cases when the applicant for registration intends to receive or supply information in the cases referred to in Article 123, paragraph (1), item (xviii), (e) and item (xxiv), (d), and Article 153, paragraph (1), item (vii), (g) and (i), the following matters concerning affairs related to the maintenance and management of an Electronic data processing system and concerning affairs related to internal management and operation prescribed in paragraph (3) of that Article:

(1) 当該情報を受領し、又は提供する登録金融機関又は親法人等若しくは子法人等の商号又は名称

1. the trade name or name of the Registered Financial Institution, Parent Corporation, etc. or Subsidiary Corporation, etc. that receives or supplies the information;

(2) 業務執行の方法

2. the means for execution of the affairs; and

(3) 当該業務を所掌する組織及びその人員の配置

3. the organization in charge of such affairs and the positions of the personnel therefor;

七 第二種金融商品取引業を行う場合には、次に掲げる事項

(vii) in cases when the applicant for registration intends to conduct a Type-II Financial Instruments Business, the following matters:

イ 取り扱う有価証券及び業として行うデリバティブ取引の種類

(a) the type of the Securities to be handled, and the type of the Derivative Transactions to be conducted in the course of trade;

ロ 法第二条第二項第一号又は第二号に掲げる権利を取り扱うときは、当該権利に係る信託財産の種類

(b) in cases when the applicant for registration intends to handle the rights specified in Article 2, paragraph (2), item (i) or (ii) of the Act, the type of the trust property pertaining to such rights;

ハ 法第二条第二項第五号又は第六号に掲げる権利を取り扱うときは、当該権利に係る出資対象事業の概要

(c) in cases when the applicant for registration intends to handle the rights specified in Article 2, paragraph (2), item (v) or (vi) of the Act, the outline of the Invested Business pertaining to the rights; and

ニ 法第二十九条の五第二項に規定する業務を行う場合には、その旨

(d) in cases of implementing the operations defined in Article 29-5, paragraph (2) of the Act, to that effect;

八 投資助言・代理業を行う場合には、次に掲げる事項

(viii) in cases when the applicant for registration intends to conduct an Investment Advisory and Agency Business, the following matters:

イ 投資助言・代理業の種別（法第二条第八項第十一号及び第十三号に掲げる行為に係る業務の種別をいう。）

(a) the types of the Investment Advisory and Agency Business (meaning the types of business pertaining to the acts specified in Article 2, paragraph (8), items (xi) and (xiii) of the Act);

ロ 助言を行う有価証券及びデリバティブ取引に係る権利の種類

(b) the type of the Securities and rights pertaining to Derivative Transactions regarding which the applicant for registration intends to give advice;

ハ 法第二条第二項第一号又は第二号に掲げる権利に関し助言を行うときは、当該権利に係る信託財産の種類

(c) in cases when the applicant for registration intends to give advice in relation to the rights specified in Article 2, paragraph (2), item (i) or (ii) of the Act, the type of trust property pertaining to such rights;

ニ 法第二条第二項第五号又は第六号に掲げる権利に関し助言を行うときは、当該権利に係る出資対象事業の概要

(d) in cases when the applicant for registration intends to give advice in relation to the rights specified in Article 2, paragraph (2), item (v) or (vi) of the Act, the outline of the Invested Business pertaining to such rights;

九 投資運用業を行う場合には、次に掲げる事項

(ix) in cases when the applicant for registration intends to conduct Investment Management Business, the following matters:

イ 投資運用業の種別（法第二条第八項第十二号イに掲げる契約に係る同号に掲げる行為、同号ロに掲げる契約に係る同号に掲げる行為、同項第十四号に掲げる行為及び同項第十五号イからハマまでに掲げる権利に係る同号に掲げる行為に係る業務の種別をいい、適格投資家向け投資運用業を行う場合には、その旨を含む。）

(a) the types of the Investment Management Business (meaning the types of business pertaining to the act specified in Article 2, paragraph (8), item (xii) of the Act which pertains to the contract specified in (a) of that item, the act specified in that item which pertains to the contract specified in (b) of that item, the act specified in item (xiv) of that paragraph, and the act specified in item (xv) of that paragraph which pertains to any of the rights listed in (a) through (c) of that item; in cases of engaging in an Investment Management Business for Qualified Investors, including to that effect);

ロ 投資の対象とする有価証券及びデリバティブ取引に係る権利の種類

- (b) the type of the Securities and type of the rights pertaining to the Derivative Transactions for which the investment is to be made;  
 ハ 法第二条第二項第一号又は第二号に掲げる権利を投資の対象とするときは、当該権利に係る信託財産の種類
- (c) in cases when any of the rights specified in Article 2, paragraph (2), item (i) or (ii) of the Act is to become the subject of investment, the type of trust property pertaining to such right;  
 ニ 法第二条第二項第五号又は第六号に掲げる権利を投資の対象とするときは、当該権利に係る出資対象事業の概要
- (d) in cases when any of the rights specified in Article 2, paragraph (2), item (v) or (vi) of the Act is to become the subject of investment, the outline of the Invested Business pertaining to such right; and  
 ホ 有価証券又はデリバティブ取引に係る権利以外の資産を投資の対象とするときは、当該資産の種類
- (e) in cases when the any asset other than the Securities or the rights pertaining to the Derivative Transactions is to become the subject of investment, the type of such assets;
- 十 電子募集取扱業務（法第二十九条の二第一項第六号に規定する電子募集取扱業務をいい、法第三条各号に掲げる有価証券又は金融商品取引所に上場されていない有価証券（令第十五条の四の二各号に掲げるものを除く。）について行うものに限る。以下同じ。）を行う場合には、次に掲げる事項
- (x) in cases when the applicant for registration intends to conduct Electronic Public Offering Services (meaning the Electronic Public Offering Services provided in Article 29-2, paragraph (1), item (vi) of the Act, and limited to services conducted in relation to the Securities specified in the items of Article 3 of the Act or the Securities not listed on any Financial Instruments Exchange (excluding the Securities specified in the items of Article 15-4-2 of the Order; the same applies hereinafter)), the following matters:  
 イ 取り扱う有価証券の種類
- (a) the types of Securities to be handled;  
 ロ 第一種金融商品取引業のうち第一種少額電子募集取扱業務のみを行う場合には、その旨（その業務に関して顧客から金銭の預託を受ける場合にあっては、その旨を含む。）
- (b) in cases when the applicant for registration intends to conduct only a Type-I Small-Amount Electronic Public Offering Service among the Type-I Financial Instruments Business, to that effect (including the effect that the applicant for registration intends to receive money deposited by customers in relation to that business, if the applicant for registration has such intention);  
 ハ 第二種金融商品取引業のうち第二種少額電子募集取扱業務のみを行う場合には、その旨

(c) in cases when the applicant for registration intends to conduct only a Type-II Small-Amount Electronic Public Offering Service among the Type-II Financial Instruments Business, to that effect;

ニ 電子申込型電子募集取扱業務（第七十条の二第三項に規定する電子申込型電子募集取扱業務をいう。第百四十九条第一号ハ及び第百五十条第一号ハにおいて同じ。）を行う場合には、その旨

(d) in cases when the applicant for registration intends to conduct Electronic-based Application Type Electronic Public Offering Services (meaning the Electronic-based Application Type Electronic Public Offering Services provided in Article 70-2, paragraph (3); the same applies in Article 149, item (i), (a) and Article 150, item (i), (c)), to that effect;

十一 金融商品取引業として高速取引行為を行う場合には、次に掲げる事項

(xi) in cases when the applicant for registration intends to conduct High-Speed Trading as part of its Financial Instruments Business, the following matters:

イ 取引戦略ごとに、当該取引戦略の概要（次に掲げる事項を含む。）

(a) the outline of each of the transaction strategies (including the matters specified in the following):

(1) 取引戦略の種類

1. the categories of transaction strategies;

(2) 高速取引行為に係る金融商品取引所等（金融商品取引法第二条に規定する定義に関する内閣府令第二十六条第一項に定める者をいう。以下同じ。）の名称又は商号

2. the name or trade name of the Financial Instruments Exchange, etc. (meaning a person provided in Article 26, paragraph (1) of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act; the same applies hereinafter) pertaining to the High-Speed Trading;

(3) 高速取引行為の対象とする有価証券又は市場デリバティブ取引の種類

3. the types of Securities or Market Derivatives Transactions subject to the High-Speed Trading;

ロ 高速取引行為に係る業務を管理する責任者（法第二条第四十一項の判断並びに高速取引行為に係るプログラム（電子計算機に対する指令であって、一の結果を得ることができるように組み合わせられたものをいう。以下同じ。）の作成及び電子情報処理組織その他の設備の管理の責任者を含む。以下同じ。）の氏名及び役職名

(b) the name and job title of the person responsible for the management of the business pertaining to the High-Speed Trading (including the person responsible for making a decision under Article 2, paragraph (41) of the Act and the creation of programs (meaning a series of instructions given to a computer which is combined so as to obtain a certain result; the same applies hereinafter) for the High-Speed Trading and the management of an

electronic data processing systems and other facilities; the same applies hereinafter);

ハ 高速取引行為に係る電子情報処理組織その他の設備の概要、設置場所及び保守の方法

(c) the outline, location and means of maintaining the electronic data processing system and other facilities for the High-Speed Trading; and

ニ 高速取引行為に係る電子情報処理組織その他の設備の管理を十分に行うための措置の内容

(d) the details of the measures to ensure sufficient management of the electronic data processing systems and other facilities for the High-Speed Trading.

(登録申請書の添付書類)

(Documents to Be Attached to Written Applications for Registration)

第九条 法第二十九条の二第二項第二号に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 9 The documents to be specified by Cabinet Office Order as referred to in Article 29-2, paragraph (2), item (ii) of the Act are as follows:

一 業務に係る人的構成及び組織等の業務執行体制を記載した書面

(i) the documents stating the applicant for registration's system for conducting business, such as its personnel structure and the organizational structure;

二 法人であるときは、次に掲げる書類

(ii) in cases when the applicant for registration is a corporation, the following documents:

イ 役員（相談役、顧問その他いかなる名称を有する者であるかを問わず、当該法人に対し取締役、執行役又はこれらに準ずる者と同様以上の支配力を有するものと認められる者を含む。以下この号、第十三条第一号、第二号及び第四号、第四十七条第一項第二号、第四十九条第一号、第二号及び第四号、第九十九条第二号、第二百一条第九号、第二百二条第八号、第二百八条の二十第二号から第六号まで、第二百八条の二十二第二号ハ、第二百八条の三十一第一項第四号及び第二項第四号、第二百八条の三十二第二号、第二百三十八条の二第一項第一号、第二百四十一条第一項第五号及び第二項第一号、第二百四十一条の二第二号、第二百四十二条第一項第四号、第二百四十二条の二第一項第二号、第三百二十九条第一項第二号、第三百三十二条各号、第三百四十一条第二号、第三百四十二条第一項第五号並びに第三百四十三条第一項第四号において同じ。）及び令第十五条の四に規定する使用人（第四十七条第一項第二号、第五十一条第一項第四号、第九十一条第一項第四号、第二百三十八条の二第一項第一号及び第二号、第二百三十九条第二項第三号、第二百四十一条第一項第六号並びに第二項第一号及び第二号、第二百四十一条の二第一号及び第二号、第二百四十二条第一項第三号及び第四号並びに第二百四十二条の二第一項第二号を除き、以下「重要な使用人」という。）の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）

- (a) the resumes of the Officers (including those that are found to have the same or a higher authority over the corporation as directors, executive officers or any persons holding position equivalent thereto, irrespective of their job title such as advisor, consultant or others; hereinafter the same applies in this item, Article 13, items (i), (ii) and (iv), Article 47, paragraph (1), item (ii), Article 49, items (i), (ii) and (iv), Article 199, item (ii), Article 201, item (ix), Article 202, item (viii), Article 208-20, items (ii) through (vi), Article 208-22, item (ii), (c), Article 208-31, paragraph (1), item (iv), and paragraph (2), item (iv), Article 208-32, item (ii), Article 238-2, paragraph (1), item (i), Article 241, paragraph (1), item (v), Article 241, paragraph (2), item (i), Article 241-2, item (ii), Article 242, paragraph (1), item (iv), Article 242-2, paragraph (1), item (ii), Article 329, paragraph (1), item (ii), the items of Article 332, Article 341, item (ii), Article 342, paragraph (1), item (v) and Article 343, paragraph (1), item (iv)) (in cases when an Officer is a corporation, the document describing the background of the Officer); and the resumes of the employees defined in Article 15-4 of the Order (hereinafter referred to as the "Major Employees", except in Article 47, paragraph (1), item (ii), Article 51, paragraph (1), item (iv), Article 91, paragraph (1), item (iv), Article 238-2, paragraph (1), items (i) and (ii), Article 239, paragraph (2), item (iii), Article 241, paragraph (1), item (vi), Article 241, paragraph (2), items (i) and (ii), Article 241-2, items (i) and (ii), Article 242, paragraph (1), items (iii) and (iv) and Article 242-2, paragraph (1), item (ii));
- ロ 役員及び重要な使用人の住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面
- (b) the extracts of the certificates of residence of the Officers and the Major Employees (in cases when an Officer is a corporation, the certificate of registered matters of the Officer), or any document in lieu thereof;
- ハ 役員及び重要な使用人の婚姻前の氏名を当該役員及び重要な使用人の氏名に併せて法第二十九条の二第一項の登録申請書に記載した場合において、ロに掲げる書類が当該役員及び重要な使用人の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- (c) if the name of the Officer or Major Employee that was used before marriage is stated together with the current name of the Officer or Major Employee in a written application for registration under Article 29-2, paragraph (1) of the Act, and the document specified in (b) is not a document certifying the name of the Officer or Major Employee used before marriage, a document certifying the name before marriage;
- ニ 役員及び重要な使用人が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
- (d) the certificate issued by the public agency evidencing that none of the

- Officers or Major Employees falls under Article 29-4, paragraph (1), item (ii), (a) or (b) of the Act, or any other document in lieu thereof;
- ホ 役員及び重要な使用人が法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員及び重要な使用人が誓約する書面
- (e) the document in which each of the Officers and the Major Employees pledges that they do not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act;
- 三 個人であるときは、次に掲げる書類
- (iii) in cases when the applicant for registration is an individual, the following documents:
- イ 登録申請者及び重要な使用人の履歴書
- (a) the resumes of the applicant for registration and the Major Employees;
- ロ 登録申請者及び重要な使用人の住民票の抄本又はこれに代わる書面
- (b) the extracts of the certificates of residence of the applicant for registration and the Major Employees, or any other documents in lieu thereof;
- ハ 登録申請者及び重要な使用人の婚姻前の氏名を当該登録申請者及び重要な使用人の氏名に併せて法第二十九条の二第一項の登録申請書に記載した場合において、ロに掲げる書類が当該登録申請者及び重要な使用人の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- (c) if the name of the applicant for registration or Major Employee that was used before marriage is stated together with the current name of the applicant for registration or the Major Employee in a written application for registration under Article 29-2, paragraph (1) of the Act, and the document specified in (b) is not a document certifying the name of the applicant for registration or the Major Employee used before marriage, a document certifying the name before marriage;
- ニ 登録申請者及び重要な使用人が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
- (d) the certificate issued by a public agency evidencing that none of the applicant for registration or the Major Employees falls under Article 29-4, paragraph (1), item (ii), (a) or (b) of the Act, or any other document in lieu thereof; and
- ホ 重要な使用人が法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該重要な使用人が誓約する書面
- (e) the document in which each of the Major Employees pledges that they do not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (g) of the Act;
- 四 特定関係者（親法人等、子法人等及び持株会社（法第二十九条の四第三項に規定する持株会社をいう。第百九十八条を除き、以下同じ。）をいい、第一種金融商品取引業を行う場合には、関係会社（第百七十七条第六項に規定する関係会社をいう。



へにおいて同じ。)を含む。ホにおいて同じ。)の状況として次に掲げる事項を記載した書類

(iv) the document stating the status of the Persons in Specified Relationships (meaning the Parent Corporation, etc., Subsidiary Corporation, etc. and Holding Company (meaning the Holding Company defined in Article 29-4, paragraph (3) of the Act; the same applies hereinafter except in Article 198); and in cases when the applicant for registration intends to conduct a Type-I Financial Instruments Business, Associated Company (meaning a Related Company as prescribed in Article 177, paragraph (6); the same applies in (f)); the same applies in (e)), as listed in the following items:

イ 商号又は名称

(a) the trade name or name;

ロ 資本金の額、基金の総額又は出資の総額

(b) the amount of stated capital, the total amount of funds or the total amount of investment;

ハ 本店又は主たる事務所の所在地

(c) the location of the head office or principal office;

ニ 事業の種類

(d) the type of business;

ホ 登録申請者と特定関係者との間の資本関係、人的関係及び最近一年間の業務上の関係

(e) the capital relationship and personal relationship between the applicant for registration and the Persons in Specified Relationship, as well as their business relationship over the past year;

ヘ 親法人等、子法人等又は持株会社（第一種金融商品取引業を行う場合には、親法人等、子法人等、持株会社又は関係会社）のいずれに該当するかを別

(f) information as to whether the Persons in Specified Relationship falls under the category of Parent Corporation, etc., Subsidiary Corporation, etc., or Holding Company (in cases when the applicant for registration intends to conduct a Type-I Financial Instruments Business, information as to whether the Persons in Specified Relationship falls under the category of Parent Corporation, Subsidiary Corporation, etc., Holding Company or Associated Company);

五 競走用馬に係る商品投資関連業務を行う場合には、第十三条第三号に掲げる基準に該当しないことを証する書面

(v) in cases when the applicant for registration intends to conduct a Business Related to Commodities Investment which pertains to racehorses, a document evidencing that the applicant for registration does not fall under the criteria specified in Article 13, item (iii);

六 不動産信託受益権等売買等業務を行う場合には、第十三条第四号に掲げる基準に該当しないことを証する書面

(vi) in cases when the applicant for registration intends to conduct a Business of Transaction, etc. of Beneficial Interest in Real Property Trust, a document evidencing that the applicant for registration does not fall under the criteria specified in Article 13, item (iv);

七 不動産関連特定投資運用業を行う場合における業務遂行能力に関する事項を記載した書面

(vii) a document stating the matters related to the applicant for registration's ability to carry out the business, in cases when the applicant for registration intends to conduct a Specified Investment Management Business Related to Real Property;

八 金融商品取引業として高速取引行為を行う場合には、次に掲げる書類

(viii) in cases when the applicant for registration intends to conduct High-Speed Trading as part of its Financial Instruments Business, the following documents:

イ 外国に住所を有する個人であるときは、次に掲げる書類

(a) if the applicant for registration is an individual domiciled in a foreign state, the following documents:

(1) 国内における代理人の住民票の抄本（国内における代理人が法人であるときは、当該国内における代理人の登記事項証明書）又はこれに代わる書面

1. an extract copy of the certificate of residence of the agent in Japan (or, in cases when the agent in Japan is a corporation, a certificate of registered information of the agent in Japan), or a document in lieu thereof;

(2) 国内における代理人の婚姻前の氏名を当該国内における代理人の氏名に併せて法第二十九条の二第一項の登録申請書に記載した場合において、(1)に掲げる書類が当該国内における代理人の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

2. if the name of the agent in Japan that was used before marriage is stated together with the current name of the agent in Japan in a written application for registration under Article 29-2, paragraph (1) of the Act, and the document specified in 1. is not a document certifying the name of the agent in Japan used before marriage, a document certifying the name before marriage;

ロ 個人であるときは、別紙様式第一号の二により作成した書面

(b) if the applicant for registration is an individual, a document prepared using Appended Form 1-2;

ハ 高速取引行為に係る業務を管理する責任者の履歴書

(c) the resume of the person responsible for the management of the business pertaining to the High-Speed Trading; and

ニ 第二種金融商品取引業として高速取引行為を行う場合（第一種金融商品取引業又は投資運用業を行う場合を除く。）には、純財産額（法第六十六条の五十三第

七号に規定する純財産額をいう。第二百一条第二十七号ロ、第二百二条第十九号及び第五章において同じ。)を算出した書面

- (d) in cases when the applicant for registration intends to conduct High-Speed Trading as part of the Type-II Financial Instruments Business (excluding cases when the applicant for registration intends to conduct a Type-I Financial Instruments Business or Investment Management Business), a document calculating the net assets (meaning the net assets provided in Article 66-53, item (vii) of the Act; the same applies in Article 201, item (xxvii), (b), Article 202, item (xix) and Chapter V).

第十条 法第二十九条の二第二項第三号に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 10 (1) The documents to be specified by Cabinet Office Order as referred to in Article 29-2, paragraph (2), item (iii) of the Act are as follows:

一 最終の貸借対照表（関連する注記を含む。）及び損益計算書（関連する注記を含む。）

(i) the latest balance sheet (including notes in reference thereto) and the latest profit and loss statement (including notes in reference thereto);

二 第一種金融商品取引業、第二種金融商品取引業又は投資運用業を行う場合であつて、金融商品取引業協会（登録申請者が行う業務を行う者を主要な協会員又は会員とするものに限る。）に加入しないときは、当該業務に関する社内規則

(ii) in cases when the applicant for registration intends to conduct Type-I Financial Instruments Business, Type-II Financial Instruments Business or Investment Management Business, and if it is not to become a member of any Financial Instruments Firms Association (limited to an association having principal association members or members that are persons conducting the business implemented by the applicant for registration), the internal rules concerning the business;

三 第一種金融商品取引業又は投資運用業を行う場合には、次に掲げる書類

(iii) in cases when the applicant for registration intends to conduct Type-I Financial Instruments Business or Investment Management Business, the following documents:

イ 純財産額（法第二十九条の四第一項第五号ロに規定する純財産額をいう。以下この章（第二百一条第二十七号ロ及び第二百二条第十九号を除く。）において同じ。）を算出した書面

(a) a document stating the calculated Net Assets (meaning the Net Assets prescribed in Article 29-4, paragraph (1), item (v), (b) of the Act; hereinafter the same applies in this Chapter (excluding Article 201, item (xxvii), (b) and Article 202, item (ix));

ロ 主要株主（法第二十九条の四第二項に規定する主要株主をいう。以下この号、第三十八条の二、第三十八条の五、第九十九条第十一号ハ、第二百一条第二十

号、第二百二条第五号ロ及び第十六号、第二百八条の三十一第一項第十一号及び第二項第八号並びに第二百八条の三十二第九号において同じ。)の商号、名称又は氏名及び本店又は主たる事務所の所在地(個人にあっては、住所又は居所)並びに当該主要株主が保有する対象議決権(法第二十九条の四第二項に規定する対象議決権をいい、同条第五項の規定により保有しているものとみなされるものを含む。)の数を記載した書面

(b) a document stating the Major Shareholders' (meaning the Major Shareholders defined in Article 29-4, paragraph (2) of the Act; hereinafter the same applies in this item, Article 38-2, Article 38-5, Article 199, item (xi), (c), Article 201, item (xx), Article 202, item (v), (b), and item (xvi), Article 208-31, paragraph (1), item (xi) and paragraph (2), item (viii), and Article 208-32, item (ix)) trade names or names, and the locations of their head offices or principal offices (in cases when a Major Shareholder is an individual, the domicile or residence), as well as the number of the Subject Voting Rights held by the Major Shareholders (meaning the Subject Voting Rights defined in Article 29-4, paragraph (2) of the Act, and including those deemed to be held pursuant to the provisions of paragraph (5) of that Article);

ハ 外国法人であるときは、主要株主に準ずる者について法第二十九条の四第一項第五号へに規定する確認が行われていることを証する書面又はこれに準ずる書面

(c) in cases of a foreign corporation, a document evidencing that a confirmation under Article 29-4, paragraph (1) item (v), (f) of the Act has been made with regard to a person equivalent to a Major Shareholder, or any document equivalent thereto;

四 第一種金融商品取引業を行う場合には、次に掲げる書類(第一種少額電子募集取扱業務のみを行う場合には、ロ及びハに掲げる書類を除く。)

(iv) in cases when the applicant for registration intends to conduct a Type-I Financial Instruments Business, the following documents (in cases of conducting only Type-I Small-Amount Electronic Public Offering Service, excluding the documents specified in (b) and (c)):

イ 外国法人であるときは、外国の法令に準拠し、当該外国において第一種金融商品取引業と同種類の業務を行っている者(令第十五条の八に規定する者を含む。)であることを証する書面

(a) in cases when the applicant for registration is a foreign corporation, a document evidencing that the applicant for registration is a person conducting the same type of business as the Type-I Financial Instruments Business in a foreign state in accordance with the laws and regulations of the foreign state (including a person prescribed in Article 15-8 of the Order);

ロ 法第二十九条の四第一項第六号イに規定する比率を算出した書面

(b) a document stating the calculated ratio prescribed in Article 29-4,

paragraph (1), item (vi), (a) of the Act;

ハ 店頭デリバティブ取引等に係る業務（電子取引基盤運營業務を除く。）を行う場合又は有価証券の元引受けに係る業務を行う場合には、次に掲げる書類

(c) in cases when the applicant for registration intends to conduct any business pertaining Over-the-Counter Derivatives Transactions, etc. (excluding an Electronic Trading Platform Management Service) or any business pertaining to the Wholesale Underwriting of Securities, the following documents:

- (1) 当該業務を管理する責任者の履歴書
1. the resume of the person in charge of the management of the business;
- (2) 当該業務に関する社内規則
2. the internal rules regarding the business;
- (3) 当該業務に関し顧客と取引を行う際に使用する契約書類
3. the contracts to be used in transactions with customers in connection with the business;

ニ 電子取引基盤運營業務を行う場合には、次に掲げる書類

(d) in cases when the applicant for registration intends to conduct an Electronic Trading Platform Management Service, the following matters:

- (1) 電子取引基盤運營業務を管理する責任者の履歴書
1. the resume of the person responsible for the management of the Electronic Trading Platform Management Service;
- (2) 電子取引基盤運營業務に関する社内規則
2. the internal rules concerning the Electronic Trading Platform Management Service;
- (3) 電子取引基盤運營業務に関し顧客と取引を行う際に使用する契約書類及びその添付書類
3. contracts to be used for the transactions with customers in relation to the Electronic Trading Platform Management Service and their attachments; and
- (4) 第八条第六号ト（9）に掲げるものに関する登録申請者と特別の利害関係のない者の評価書
4. an appraisal report issued by a person having no special interest relationship with the registration application in relation to the matters specified in Article 8, item (vi), (g), 9.

2 前項第一号に掲げる書類を添付する場合において、貸借対照表（関連する注記を含む。）が電磁的記録で作成されているとき、又は損益計算書（関連する注記を含む。）について書面に代えて電磁的記録の作成がされているときは、書類に代えて電磁的記録（次条に定めるものに限る。）を添付することができる。

(2) In cases when the applicant for registration attaches the documents specified in item (i) of the preceding paragraph, if the balance sheet (including notes in reference thereto) has been prepared by means of an Electronic or Magnetic

Record, or if a profit and loss statement (including notes in reference thereto) has been prepared by means of an Electronic or Magnetic Record, instead of as written documents, such applicant for registration may attach the Electronic or Magnetic Record (limited to those specified in the following Article) in lieu of documents.

(電磁的記録)

(Electronic or Magnetic Records)

第十一条 法第二十九条の二第三項及び第三十三条の三第三項に規定する内閣府令で定める電磁的記録は、次に掲げる構造のいずれかに該当するものとする。

Article 11 (1) The Electronic or Magnetic Record to be specified by Cabinet Office Order as referred to in Article 29-2, paragraph (3) and Article 33-3, paragraph (3) of the Act must have a structure specified in the following:

一 工業標準化法（昭和二十四年法律第百八十五号）に基づく日本工業規格（以下「日本工業規格」という。）X六二二三に適合する九十ミリメートルフレキシブルディスクカートリッジ

(i) a 90mm flexible magnetic disc cartridge which complies with X6223 of the Japanese Industrial Standards under the Industrial Standardization Act (Act No. 185 of 1949) (hereinafter referred to as the "JIS"); or

二 日本工業規格X〇六〇六及びX六二八二に適合する直径百二十ミリメートルの光ディスク

(ii) a 120mm optical disc conforming to JIS X0606 and X6282.

2 前項第一号の電磁的記録への記録は、次に掲げる方式に従ってしなければならない。

(2) Entry onto an Electronic or Magnetic Record as set forth in item (i) of the preceding paragraph must be completed by the following means:

一 トラックフォーマットについては、日本工業規格X六二二五に規定する方式

(i) with regard to the track format, the means designated by the JIS X6225;  
and

二 ボリューム及びファイル構成については、日本工業規格X〇六〇五に規定する方式

(ii) with regard to volume and file configuration, the means designated by the JIS X0605.

3 第一項の電磁的記録には、次に掲げる事項を記載しなければならない。

(3) With regard to the Electronic or Magnetic Record set forth in paragraph (1), a document containing the following matters must be affixed:

一 登録申請者の商号又は名称

(i) the trade name or name of the applicant for registration; and

二 申請年月日

(ii) the date of application.

(金融商品取引業者登録簿の縦覧)

(Public Inspection of the Registry of Financial Instruments Business Operators)

第十二条 管轄財務局長等は、その登録をした金融商品取引業者に係る金融商品取引業者登録簿を当該金融商品取引業者の本店等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、国内に営業所又は事務所を有しない場合にあっては関東財務局）に備え置き、公衆の縦覧に供するものとする。

Article 12 A Competent Director-General of Local Finance Bureau, etc. is to keep the registry of Financial Instruments Business Operators containing information on the Financial Business Operators to which such person has granted registrations, at the local finance bureau with jurisdiction over the location of the relevant Financial Instruments Business Operator's Head Office, etc. (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, at the Fukuoka Local Finance Branch Bureau; or in cases when the Financial Instruments Business Operator has no business office or other office in Japan, at the Kanto Finance Bureau), and make it available for public inspection.

(人的構成の審査基準)

(Criteria for Examination of the Structure of Personnel)

第十三条 法第二十九条の四第一項第一号ホ（法第三十一条第五項において準用する場合を含む。）に規定する金融商品取引業を適確に遂行するに足りる人的構成を有しない者であるかどうかの審査をするときは、登録申請者が次に掲げるいずれかの基準に該当するかどうかを審査するものとする。

Article 13 When conducting an examination under Article 29-4, paragraph (1), item (i), (e) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 31, paragraph (5) of the Act) as to whether the applicant for registration lacks a structure of personnel sufficient to conduct a Financial Instruments Business in an appropriate manner, it is to be examined whether the applicant for registration falls under any of the following criteria:

一 その行う業務に関する十分な知識及び経験を有する役員又は使用人の確保の状況並びに組織体制に照らし、当該業務を適正に遂行することができないと認められること。

(i) that the applicant for registration is found not to be able to conduct the business in a proper manner, considering status of securing Officers or employees having sufficient knowledge and experience for conducting the business as well as its organizational structure;

二 役員又は使用人のうちに、経歴、暴力団員による不当な行為の防止等に関する法律（平成三年法律第七十七号）第二条第二号に規定する暴力団又は同条第六号に規定する暴力団員との関係その他の事情に照らして業務の運営に不適切な資質を有する者があることにより、金融商品取引業の信用を失墜させるおそれがあると認めら

れること。

(ii) that the applicant for registration is found to be likely to cause a loss of confidence in a Financial Instruments Business, on the grounds of having any Officer or employee with qualities unfit for the operation of the business in light of such Officer's or employee's career, relationship with the Organized Crime Group set forth in Article 2, item (ii) of the Act on Prevention of Illegal Acts by Organized Crime Group Members (Act No. 77 of 1991) or relationship with the Organized Crime Group Members set forth item (vi) of that Article or any other circumstances;

三 競走用馬に係る商品投資関連業務を行う場合には、次に掲げる要件に該当しないこと。

(iii) that, in cases when the applicant for registration intends to conduct Business Related to Commodities Investment pertaining to racehorses, such applicant for registration does not fall under the following:

イ あらかじめ日本中央競馬会又は地方競馬全国協会による指導を受けていること。

(a) that the applicant for registration has been given guidance in advance by the Japan Racing Association or the National Association of Racing;

ロ その行う商品投資関連業務が第七条第四号ニ（１）に掲げる権利に係る競走用馬投資関連業務又は同号ニ（２）に掲げる権利に係る競走用馬投資関連業務のいずれかのみ該当すること。

(b) that the Business Related to Commodities Investment to be conducted by the applicant for registration only falls under either the Business Related to Investment in Racehorses pertaining to the rights specified in Article 7, item (iv), (d), 1. or the Business Related to Investment in Racehorses pertaining to the rights specified in Article 7, item (iv), (d), 2.;

ハ 第七条第四号ニ（２）に掲げる権利に係る競走用馬投資関連業務を行う場合には、競馬法第十三条第一項（同法第二十二条において準用する場合を含む。）の登録を受けていること。

(c) that, in cases when the applicant for registration intends to conduct a Business Related to Investment in Racehorses pertaining to the rights specified in Article 7, item (iv), (d), 2., such applicant for registration has obtained a registration under Article 13, paragraph (1) of the Horse Racing Act (including cases when it is applied mutatis mutandis pursuant to Article 22 of that Act);

四 不動産信託受益権等売買等業務を行う場合には、次に掲げる要件に該当しないこと。

(iv) that, in cases when the applicant for registration intends to conduct a Business of Transaction, etc. of Beneficial Interest in Real Property Trust, such applicant for registration does not fall under the following requirements:

イ 宅地又は建物の取引に関する専門的知識及び経験を有する役員又は使用人を次



に掲げる部門にそれぞれ配置していること。

(a) that the applicant for registration has assigned its Officers or employees having expert knowledge of and experience in transactions related to Building Lots or buildings to each of the following sections:

(1) 不動産信託受益権等売買等業務の統括に係る部門

1. the section in charge of supervising the Business of Transaction, etc. of Beneficial Interest in Real Property Trust;

(2) 内部監査に係る部門

2. the section in charge of the internal audit;

(3) 法令等（法令、法令に基づく行政官庁の処分又は定款その他の規則をいう。第四十四条第一号イ、第四十九条第四号イ（3）、第九十九条第七号及び第十三号イ、第二百零六号、第二百八条の三十一第一項第八号イ、第二百二十条第七号ロ、第二百二十三条第十号、第二百三十二条の八第十号、第二百四十一条の二第四号、第二百四十六条第三号イ（1）、第三百二十八条第五号並びに第三百四十一条第五号において同じ。）を遵守させるための指導に関する業務に係る部門

3. the section in charge of the affairs related to instructions for ensuring compliance with the Laws and Regulations, etc. (meaning the laws and regulations, disposition of administrative agencies issued under the laws and regulations, or other rules such as the articles of incorporation; the same applies in Article 44, item (i), (a), Article 49, item (iv), (a), 3., Article 199, item (vii) and item (xiii) (a), Article 200, item (vi), Article 208-31, paragraph (1), item (viii), (a), Article 220, item (vii), (b), Article 223, item (x), Article 232-8, item (x), Article 241-2, item (iv), Article 246, item (iii), (a), 1., Article 328, item (v) and Article 341, item (v));

ロ 不動産信託受益権等売買等業務を行う役員又は使用人が、第八十五条第一項各号に掲げる事項について、顧客の知識、経験、財産の状況及び金融商品取引契約を締結する目的に照らして当該顧客に理解されるために必要な方法及び程度による説明をするために必要な宅地又は建物の取引に関する専門的知識及び経験を有していること。

(b) that the Officers or the employees that are to conduct the Business of Transaction, etc. of Beneficial Interest in Real Property Trust have sufficient expert knowledge of and experience in transactions of Building Lots or buildings which enable them to provide necessary explanations so that a customer is able to understand the matters specified in the items of Article 85, paragraph (1), in a manner and to the extent as may be required in light of the customer's knowledge, experience and conditions of property and in light of the purpose of the conclusion of a Contract for Financial Instruments Transaction;

五 不動産関連特定投資運用業を行う場合には、金融庁長官の定める要件に該当しな

いこと。

- (v) that, in cases when the applicant for registration intends to conduct a Specified Investment Management Business Related to Real Property, such applicant for registration does not fall under the requirements specified by the Commissioner of the Financial Services Agency.

(純財産額の算出)

(Calculation of Net Assets)

第十四条 法第二十九条の四第一項第五号ロ（法第三十一条第五項において準用する場合を含む。）の規定により算出する純財産額は、貸借対照表の資産の部に計上されるべき金額の合計額から負債の部に計上されるべき金額の合計額（次に掲げるものの金額の合計額を除く。）を控除して計算しなければならない。

Article 14 (1) The Net Assets to be calculated under Article 29-4, paragraph (1), item (v), (b) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 31, paragraph (5) of the Act) must be obtained by deducting the total amount to be inserted into the liabilities section of a balance sheet (excluding the total of the amounts set forth in the following items) from the total amount to be inserted into the assets section thereof:

一 金融商品取引責任準備金

(i) the Financial Instruments Transaction Liability Reserve;

二 他に行っている事業に関し法令の規定により負債の部に計上することが義務付けられている引当金又は準備金のうち利益留保性の引当金又は準備金の性質を有するものがある場合には、当該引当金又は準備金

(ii) in cases when, in connection with any other business conducted by the applicant for registration, such applicant has any allowance or reserve funds which are required to be inserted into the liabilities section under the laws and regulations and which may be characterized as retained earnings, such allowance or reserve funds.

2 前項の資産及び負債の評価は、計算を行う日において、一般に公正妥当と認められる企業会計の基準に従って評価した価額によらなければならない。

(2) The appraisal of assets and liabilities set forth in the preceding paragraph must be made based on the value appraised in accordance with corporate accounting standards generally accepted as fair and appropriate as of the date of such calculation.

3 前項の場合において、次の各号に掲げる場合に該当するときは、当該各号に定める金額を評価額とする。

(3) In the case referred to in the preceding paragraph and in the case of falling under any of the following items, the amount prescribed in each of the relevant items is treated as the appraisal value:

一 金銭債権又は市場価格のない債券について取立不能のおそれがある場合 取立不能見込額を控除した金額

(i) in cases when any monetary claim, or bond certificate without a market price is likely to become uncollectible: the amount after the deduction of the estimate of the uncollectible amount;

二 市場価格のない株式についてその発行会社の資産状態が著しく悪化した場合 相当の減額をした金額

(ii) in cases when, with regard to shares without a market price, the status of the assets of the company issuing such shares has deteriorated substantially: the amount after an appropriate reduction;

三 前二号以外の流動資産の時価が帳簿価額より著しく低い場合であって、その価額が帳簿価額まで回復することが困難と見られる場合 当該時価

(iii) in cases when the market value of the current assets other than those specified in the preceding two items is substantially lower than the book value thereof, and if it is found that unlikely that such value will recover to the level of the book value: such market value;

四 第一号又は第二号以外の固定資産について償却不足があり、又は予測することのできない減損が生じた場合 償却不足額を控除し、又は相当の減額をした金額

(iv) in cases when, with regard to the fixed assets other than those specified in item (i) or (ii), any underdepreciation or unpredictable impairment has arisen: the amount after deduction of the underdepreciation, or an amount after an appropriate reduction;

五 繰延資産について償却不足がある場合 償却不足額を控除した金額

(v) in cases when any underdepreciation with regard to deferred assets has arisen: the amount after deduction of the underdepreciation.

(会社の財務及び業務の方針の決定に対して重要な影響を与えることが推測される事実)

(Facts Estimated to Have Material Influence on Decisions on a Company's Financial and Operational Policies)

第十五条 法第二十九条の四第二項（法第三十一条第五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実は、次に掲げる事実とする。

Article 15 The facts to be specified by Cabinet Office Order as referred to in Article 29-4, paragraph (2) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 31, paragraph (5) of the Act) are as follows:

一 役員若しくは使用人である者又はこれらであった者であって会社の財務及び営業又は事業の方針の決定に関して影響を与えることができるものが、当該会社の取締役若しくは執行役又はこれらに準ずる役職に就任していること。

(i) that any Officer or employee, or person that has formerly held such positions and would have an influence on the decision on the company's financial policies and operational or business policies has assumed the position of the company's director, executive officer or any other position

equivalent thereto;

二 会社に対して重要な融資を行っていること。

(ii) that any important loan has been extended to the company;

三 会社に対して重要な技術を提供していること。

(iii) that any important technology is furnished to the company;

四 会社との間に重要な営業上又は事業上の取引があること。

(iv) that there exist any important operational or business transactions with the company;

五 その他会社の財務及び営業又は事業の方針の決定に対して重要な影響を与えることができることが推測される事実が存在すること。

(v) that there exists any other fact implying a material influence on decisions on the company's financial policies and operational or business policies.

(保有の態様その他の事情を勘案して保有する議決権から除く議決権)

(Voting Rights Excluded from Voting Rights Held Considering the Manner of Holding or Other Circumstances)

第十五条の二 法第二十九条の四第二項（法第三十一条第五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ものは、次に掲げるものとする。

Article 15-2 The voting rights to be specified by Cabinet Office Order as referred to in Article 29-4, paragraph (2) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 31, paragraph (5) of the Act) are as follows:

一 信託業（信託業法（平成十六年法律第百五十四号）第二条第一項に規定する信託業をいう。）を営む者が信託財産として保有する議決権（当該者が行使することができる権限又は行使について指図を行うことができる権限を有するものを除く。）

(i) the voting rights held by a person engaged in the Trust Business (meaning the Trust Business defined in Article 2, paragraph (1) of the Trust Business Act (Act No. 154 of 2004)) as the trust property (excluding the voting rights regarding which that person has been granted the authority to exercise, or the authority to give instruction as to the exercise thereof);

二 法人の代表権を有する者又は法人の代理権を有する支配人が、当該代表権又は代理権に基づき、議決権を行使することができる権限若しくは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場合における当該法人の所有する株式又は持分に係る議決権

(ii) the voting rights pertaining to the shares or equity owned by a corporation, in cases when a person having the authority of representation for such corporation or a manager having the authority to act as an agent therefor has been granted the authority to exercise the voting rights or to give instruction as to the exercise thereof or the authority required for making an investment, based on such authority of representation or authority to act as an agent;

三 会社の役員又は従業員が当該会社の他の役員又は従業員と共同して当該会社の株式の取得（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家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（当該会社が会社法（平成十七年法律第八十六号）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。）の規定に基づき取得した株式以外の株式を取得したときは、金融商品取引業者に委託して行った場合に限る。）において当該取得をした会社の株式を信託された者が所有する当該会社の株式に係る議決権（当該信託された者が行使することができる権限又は行使について指図を行うことができる権限を有するものを除く。）

(iii) the voting rights pertaining to the company's shares owned by a person entrusted with such company's shares acquired (excluding the voting rights regarding which the person so entrusted has been granted the authority to exercise or the authority to give instruction as to the exercise thereof), in cases when an Officer or employee of the company has acquired the company's shares jointly with another Officer or employee of the company (limited to the acquisition under a certain program wherein the shares are continuously acquired without depending on the individual's Investment Decisions, and wherein the amount to be contributed by each of the Officers or employees on each occasion is less than one million yen) (in the case of acquisition of any share other than those acquired by the company pursuant to the provisions of Article 156, paragraph (1) of the Companies Act (Act No. 86 of 2005) (including as applied pursuant to the provisions of Article 165, paragraph (3) of that Act following the deemed replacement of terms), the above is limited to cases when such acquisition was conducted based on an entrustment to a Financial Instruments Business Operator);

四 相続人が相続財産として所有する株式又は持分（当該相続人（共同相続の場合を除く。）が単純承認（単純承認をしたものとみなされる場合を含む。）若しくは限定承認を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。）に係る議決権

(iv) the voting rights pertaining to shares or equity owned by heirs as their inherited property (limited to the shares or equity owned prior to the day when the heir (excluding the case of a joint inheritance) gave an unqualified acceptance (including cases when an unqualified acceptance is deemed to have been given) or a qualified acceptance, or the shares or equity which the coheirs of such inherited property have not yet divided);

五 有価証券関連業を行う者が有価証券の引受けに係る業務により所有する株式（当該株式の払込期日（有価証券の売出し又は特定投資家向け売付け勧誘等の場合にあっては、受渡期日）の翌日（当該者が法第二条第六項第三号に掲げるものを行う場合にあっては、同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た日から起算して五日（日曜日及び令第十四条の五に規定する休日の日数は、算入しない。）を経過した日）以後に所有するものを除く。）に係る議決権

(v) the voting rights pertaining to the shares owned by a person engaged in a Securities-Related Business in the course of business pertaining to the Underwriting of Securities (excluding shares owned on or after the day immediately following the payment date for the shares (or on or after the day immediately following the delivery date for the shares, in cases of the Secondary Distribution of Securities or Solicitation for Selling, etc. Only for Professional Investors) (in cases when the person in question implements the items listed in Article 2, paragraph (6), item (iii) of the Act, the day when five days (Sunday and the number of holidays defined in Article 14-5 of the Order do not be included in the five days) elapse from the day when the share option certificates pertaining to unexercised share options as defined in that item are acquired)); and

六 銀行等保有株式取得機構が保有する議決権

(vi) the voting rights held by the Banks' Shareholding Purchase Corporation.

(総資産の額等)

(Total Asset Value)

第十六条 法第二十九条の四第三項（法第三十一条第五項において準用する場合を含む。以下この条において同じ。）に規定する内閣府令で定める方法による資産の合計金額は、会社の最終の貸借対照表（当該会社の設立後最初の事業年度が終了していない場合にあっては、当該会社の成立の日における貸借対照表）による資産の合計金額とし、当該貸借対照表に係る事業年度終了の日（当該会社の設立後最初の事業年度が終了していない場合にあっては、当該会社の成立の日）後において会社法第百九十九条第一項に規定する募集株式の発行、新株予約権の行使による株式の交付、社債の発行、株式交換、合併、会社分割、事業の譲受け、事業の譲渡その他当該会社の資産に重要な変更があった場合には、これらによる総資産の額の変動を加え、又は除いた額とする。

Article 16 (1) The total amount of assets calculated in accordance with the means specified by Cabinet Office Order as referred to in Article 29-4, paragraph (3) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 31, paragraph (5) of the Act; hereinafter the same applies in this Article) is the total amount of assets specified in the latest balance sheet of the company (or, if the first business year of the company after its incorporation is not completed, the balance sheet as of the day of the incorporation of the company), and in cases when an issuance of shares for subscription provided in Article 199, paragraph (1) of the Companies Act, delivery of shares as a result of the exercise of share options, issuance of corporate bonds, share exchange, merger, company split, acquisition of business, transfer of business or any other material change in the company's assets occurs after the last day of the business year pertaining to the balance sheet (or, if the first business year of the company after its incorporation is not completed, after the day of the incorporation of the company), the amount after

adding or deducting the changes in the total asset value as a result of these changes applies.

2 法第二十九条の四第三項に規定する内閣府令で定める資産は、金融商品取引業者の親会社（法第五十七条の二第八項に規定する親会社をいい、金融庁長官が指定するものに限る。）の子会社（法第二十九条の四第四項に規定する子会社をいい、金融庁長官が指定するものに限る。）に対する貸付金その他金融庁長官が定める資産とする。

(2) The assets to be specified by Cabinet Office Order as referred to in Article 29-4, paragraph (3) of the Act are loans from the parent company of a Financial Instruments Business Operator (meaning a parent company provided in Article 57-2, paragraph (8) of the Act, and limited to a company designated by the Commissioner of the Financial Services Agency) to its subsidiary company (meaning a subsidiary company provided in Article 29-4, paragraph (4) of the Act, and limited to a company designated by the Commissioner of the Financial Services Agency) and any other assets to be designated by the Commissioner of the Financial Services Agency.

3 法第二十九条の四第三項に規定する内閣府令で定めるところにより算出した額は、会社が会社法第四百三十五条第二項の規定により作成した最終の事業年度に係る計算書類及びその附属明細書に記載された前項に規定する資産の合計金額（当該会社の設立後最初の事業年度が終了していない場合にあつては、当該会社の成立時の貸借対照表に記載された同項に規定する資産の合計金額）とする。

(3) The amount to be calculated by the means specified by Cabinet Office Order as referred to in Article 29-4, paragraph (3) of the Act is the total amount of assets provided in the preceding paragraph, as stated in the financial statements and its annexed detailed statements pertaining to the final business year of the company prepared pursuant to Article 435, paragraph (2) of the Companies Act (or, if the first business year of the company after its incorporation is not completed, the total amount of assets provided in that paragraph as stated in the balance sheet as of the time of incorporation of the company).

（第一種少額電子募集取扱業者による商号等の公表）

(Publication of Trade Name and Other Information by Type-I Small-Amount Electronic Public Offering Service Provider)

第十六条の二 第一種少額電子募集取扱業者は、法第二十九条の四の二第八項の規定による公表をするときは、同項に規定する事項を、当該事項を閲覧しようとする者の使用に係る電子計算機の映像面において、当該者にとって見やすい箇所に明瞭かつ正確に表示されるようにしなければならない。

Article 16-2 (1) When a Type-I Small-Amount Electronic Public Offering Service Provider makes a publication under Article 29-4-2, paragraph (8) of the Act, it must make sure that the matters provided in that paragraph are clearly and accurately indicated, in an easily visible location for the person intending to

inspect the matters, on the screen of a computer used by the person.

2 法第二十九条の四の二第八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。

(2) The matters specified by Cabinet Office Order as referred to in Article 29-4-2, paragraph (8) of the Act are as follows:

一 第一種少額電子募集取扱業者である旨

(i) the fact that the person is a Type-I Small-Amount Electronic Public Offering Service Provider;

二 加入している金融商品取引業協会の名称（第一種金融商品取引業（有価証券関連業に該当するものに限る。）を行う者を主要な協会員又は会員とするものに加わっていない場合にあつては、その旨）

(ii) the name of the Financial Instruments Firms Association to which the person is a member (if the person is not a member of any Financial Instruments Firms Association with principal association members or members that are persons conducting Type-I Financial Instruments Business (limited to the business which falls under the category of the Securities-Related Businesses), to that effect);

三 投資者保護基金にその会員として加入しているか否かの別（会員として加入していない場合にあつては、顧客が当該第一種少額電子募集取扱業者に対して有する債権が法第七十九条の五十六第一項に規定する補償対象債権に該当しない旨を含む。）

(iii) whether the person is a member of any Investor Protection Fund (if the person is not a member, including the fact that claims held by the customers against the Type-I Small-Amount Electronic Public Offering Service Provider are not eligible as Claims Subject to Compensation provided in Article 79-56, paragraph (1) of the Act).

3 法第二十九条の四の二第八項に規定する内閣府令で定めるものは、第一種少額電子募集取扱業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情報の内容を電気通信回線を通じて公衆の閲覧に供する方法とする。

(3) The means to be specified by Cabinet Office Order as referred to in Article 29-4-2, paragraph (8) of the Act are the means whereby the contents of information recorded into the files stored on the computer used by a Type-I Small-Amount Electronic Public Offering Service Provider are made available for public inspection via a telecommunications line.

（発行価額の総額及び有価証券を取得する者が払い込む額の算定の方法）

(Total Issue Value and Means of Calculation of Amount to Be Paid by Persons Acquiring Securities)

第十六条の三 令第十五条の十の三第一号に規定する内閣府令で定める方法は、募集又は私募に係る有価証券の発行価額の総額（当該有価証券が新株予約権証券である場合には、当該新株予約権証券の発行価額の総額に当該新株予約権証券に係る新株予約権



の行使に際して払い込むべき金額の合計額を合算した金額。以下この項において同じ。)に、当該有価証券の募集又は私募を開始する日前一年以内に同一の発行者により行われた募集又は私募及び当該有価証券の募集又は私募と申込期間(第七十条の二第二項第四号に規定する申込期間をいう。)の重複する同一の発行者により行われる募集又は私募に係る当該有価証券と同一の種類(法第二条第一項第九号に掲げる有価証券であるか同条第二項の規定により有価証券とみなされる同項第五号又は第六号に掲げる権利であるかの別をいう。次項において同じ。)の有価証券の発行価額の総額を合算する方法とする。

Article 16-3 (1) The means to be specified by Cabinet Office Order as referred to in Article 15-10-3, item (i) of the Order means the means of adding up the total issue value of the Securities subject to Public Offering or Private Placement (in cases when the Securities are share option certificates, this refers to the sum of the total issue value of the share option certificates and the total amount to be paid upon the exercise of the share options pertaining to the share option certificates; hereinafter the same applies in this paragraph) and the total issue value of the Securities of the same type (meaning the difference as to whether the Securities fall under the category of the Securities specified in Article 2, paragraph (1), item (ix) of the Act or the rights specified in item (v) or (vi) of that paragraph which are deemed as Securities pursuant to paragraph (2) of that Article; the same applies in the following paragraph) as the Securities subject to the Public Offering or Private Placement to be implemented by the same issuer for the same subscription period (meaning the subscription period provided in Article 70-2, paragraph (2), item (iv)) subject to the Public Offering or Private Placement of the Securities as the Public Offering or Private Placement implemented by the same issuer within one year before the day of the commencement of the Public Offering or Private Placement of the Securities.

2 令第十五条の十の三第二号に規定する内閣府令で定める方法は、募集又は私募に係る有価証券に対する個別払込額(有価証券を取得する者がそれぞれ払い込む額をいい、当該有価証券が新株予約権証券である場合には、当該額に当該新株予約権証券に係る新株予約権の行使に際して払い込むべき金額を合算した金額とする。以下この項において同じ。)に、当該有価証券の募集又は私募に係る払込みが行われた日前一年以内に応募又は払込みを行った同一の発行者による当該有価証券と同一の種類の有価証券の募集又は私募に係る個別払込額を合算する方法とする。

(2) The means to be specified by Cabinet Office Order as referred to in Article 15-10-3, item (ii) of the Order means that of adding up an individual payment amount (meaning the respective amounts to be paid by persons acquiring the Securities; and in cases when the Securities are share option certificates, this refers to the sum of such amount and the amount to be paid upon the exercise of the share options pertaining to the share option certificates; hereinafter the same applies in this paragraph) for the Securities subject to Public Offering or

Private Placement and the individual payment amount for the Public Offering or Private Placement of the Securities of the same type as the Securities issued by a same issuer subscribed for or paid within a year before the day of the payment for the Public Offering or Private Placement for the Securities.

(第二種少額電子募集取扱業者による商号等の公表)

(Publication of Trade Name and Other Information by Type-II Small-Amount Electronic Public Offering Service Provider)

第十六条の四 第二種少額電子募集取扱業者は、法第二十九条の四の三第三項の規定による公表をするときは、同項に規定する事項を、当該事項を閲覧しようとする者の使用に係る電子計算機の映像面において、当該者にとって見やすい箇所に明瞭かつ正確に表示されるようにしなければならない。

Article 16-4 (1) When a Type-II Small-Amount Electronic Public Offering Service Provider makes a publication under Article 29-4-3, paragraph (3) of the Act, it must make sure that the matters provided in that paragraph are clearly and accurately indicated, in an easily visible location for the person intending to inspect the matters, on the screen of a computer used by the person.

2 法第二十九条の四の三第三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。

(2) The matters specified by Cabinet Office Order as referred to in Article 29-4-3, paragraph (3) of the Act are as follows:

一 第二種少額電子募集取扱業者である旨

(i) the fact that the person is a Type-II Small-Amount Electronic Public Offering Service Provider; and

二 加入している金融商品取引業協会の名称（第二種金融商品取引業（有価証券関連業に該当するものに限る。）を行う者を主要な協会員又は会員とするものに加わっていない場合にあつては、その旨）

(ii) the name of the Financial Instruments Firms Association to which the person is a member (if the person is not a member of any Financial Instruments Firms Association with principal association members or members that are persons conducting Type-II Financial Instruments Business (limited to the business which falls under the category of the Securities-Related Businesses), to that effect).

3 法第二十九条の四の三第三項に規定する内閣府令で定めるものは、第二種少額電子募集取扱業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情報の内容を電気通信回線を通じて公衆の閲覧に供する方法とする。

(3) The means to be specified by Cabinet Office Order as referred to in Article 29-4-3, paragraph (3) of the Act are the means whereby the contents of information recorded into the files stored on the computer used by a Type-II Small-Amount Electronic Public Offering Service Provider available for public inspection via telecommunications line.

(適格投資家向け投資運用業を行う金融商品取引業者が行う取得勧誘に係る有価証券の譲渡に係る契約の内容)

**(Content of Contracts for the Transfer of Securities Related to Solicitation for Acquisition by Financial Instruments Business Operators That Engage in Investment Management Business for Qualified Investors)**

第十六条の五 令第十五条の十の六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 16-5 The matters provided for by Cabinet Office Order as defined in Article 15-10-6 of the Order are the following matters:

一 当該取得しようとする者が当該取得勧誘（法第二条第三項に規定する取得勧誘をいう。次号において同じ。）に応じて取得した当該有価証券を適格投資家以外の者に譲渡しないこと。

(i) the person that seeks to acquire the Securities does not transfer the Securities that were acquired in response to the Solicitation for Acquisition (meaning the Solicitation for Acquisition defined in Article 2, paragraph (3) of the Act; the same applies in the following item) to persons other than Qualified Investors; and

二 当該取得しようとする者が当該取得勧誘に応じて取得した当該有価証券を譲渡する場合には、その相手方に対し、当該有価証券の売付け勧誘等（法第二条第四項に規定する売付け勧誘等をいう。以下この号において同じ。）を行う者と当該売付け勧誘等に応じて当該有価証券の買付けを行おうとする者との間において、当該買付けを行おうとする者が買い付けた当該有価証券を適格投資家以外の者に譲渡を行わない旨を定めた譲渡に係る契約を締結することが買付けの条件とされていることを告知すべきこと。

(ii) in cases when the person that seeks to acquire the Securities transfers the Securities acquired in response to the Solicitation for Acquisition, it should be notified to the other party that it is a condition for purchase between a person that implements the Solicitation for Selling, etc. of the Securities (meaning the Solicitation for Selling, etc. defined in Article 2, paragraph (4) of the Act; hereinafter the same applies in this item) and a person that intends to purchase the Securities in response to the Solicitation for Selling, etc., to conclude a contract pertaining the transfer for which it is stipulated that the person that intends to purchase does not transfer the purchased Securities to a person other than Qualified Investors.

(金融商品取引業者と密接な関係を有する者)

**(Persons in Close Relationship with Financial Instruments Business Operators)**

第十六条の五の二 令第十五条の十の七第四号に規定する内閣府令で定める者は、次に掲げる者とする。

Article 16-5-2 The persons to be specified by Cabinet Office Order as referred to in Article 15-10-7, item (iv) of the Order are the persons specified in the following:

一 当該金融商品取引業者の子会社等（令第十五条の十六第三項に規定する子会社等をいう。以下この号、第三十三条第二項、第三十四条、第二百二十三条第一項第三十号、第十項及び第十一項、第二百五条の七第二項第二号並びに第六節において同じ。）又は当該金融商品取引業者の親会社等（令第十五条の十六第三項に規定する親会社等をいう。第二百二十三条第十項及び第十一項、第二百五条の七第二項第二号並びに第六節において同じ。）の子会社等

(i) a Subsidiary Company, etc. (meaning a Subsidiary Company, etc. provided in Article 15-16, paragraph (3) of the Order; hereinafter the same applies in this item, Article 33, paragraph (2), Article 34, Article 123, paragraph (1), item (xxx), paragraphs (10) and (11), Article 125-7, paragraph (2), item (ii) and Section 6) of the Financial Instruments Business Operator, or a Subsidiary Company, etc. of the Parent Company, etc. (meaning a Parent Company, etc. provided in Article 15-16, paragraph (3) of the Order; the same applies in Article 123, paragraphs (10) and (11), Article 125-7, paragraph (2), item (ii) and Section 6) of the Financial Instruments Business Operator;

二 当該金融商品取引業者が行う一の運用財産の運用に係る権限の全部又は一部の委託を受けた者

(ii) a person that has received an entrustment of all or part of the authority for the investment of a set of Investment Property to be conducted by the Financial Instruments Business Operator;

三 当該金融商品取引業者が一の運用財産の運用として行うこととなる取引の対象となるもの（以下この号において「取引対象」という。）の価値等（取引対象の価値、オプションの対価の額又は取引対象に係る指標の動向をいう。以下この号において同じ。）若しくは価値等の分析に基づく投資判断（投資の対象となるものの種類、数及び価格並びに売買の別、方法及び時期についての判断又は行うべき取引の内容及び時期についての判断をいう。）に関し、口頭、文書（新聞、雑誌、書籍その他不特定多数の者に販売することを目的として発行されるもので、不特定多数の者により随時に購入可能なものを除く。）その他の方法により助言を行うことを約し、当該金融商品取引業者がそれに対し報酬を支払うことを約する契約を当該金融商品取引業者と締結している者又は当該投資判断に関し、当該方法により助言を行うことを約し、当該者がそれに対し報酬を支払うことを約する契約を当該者と締結している者

(iii) a person that has concluded a contract with the Financial Instruments Business Operator in which the party promises to provide the Financial Instruments Business Operator with oral, written (excluding newspapers, magazines, books, or any other written work that is issued for sale to many and unspecified persons and which many and unspecified persons can buy as

needed) or any other form of advice on the Value, etc. of assets for transaction (hereinafter referred to as "Transaction Assets" in this item) ("Value, etc." means the value of Transaction Assets, amount of consideration for options or trends in indicators relating to the Transaction Assets; hereinafter the same applies in this item) to be conducted by the Financial Instruments Business Operator as an investment of a set of Investment Property or investment decisions based on the analysis of the Value, etc. (meaning decisions as to the types, quantities and prices of assets for investment, whether the type of transaction is purchase or sale, the means and timing of the transactions or decisions on the details and timing of the transactions to be conducted), and the Financial Instruments Business Operator promises to pay remuneration for this, or a person that has concluded a contract with the person in which such person promises to provide the other party with advice on investment decisions by these means and the other party promises to pay remuneration for this;

四 令第十五条の十の七第三号及び前三号に掲げる者の役員又は使用人

(iv) an Officer or employee of the person specified in Article 15-10-7, item (iii) of the Order and the preceding three items; and

五 令第十五条の十の七第一号及び第二号並びに前三号に掲げる者の親族（配偶者並びに三親等以内の血族及び姻族に限る。）

(v) a relative of the person specified in Article 15-10-7, items (i) and (ii) of the Order and the preceding three items (limited to a spouse and a relative by blood or by affinity within the third degree).

(特定投資家に準ずる者)

(Persons Equivalent to Professional Investors)

第十六条の六 法第二十九条の五第三項に規定する内閣府令で定める者は、次に掲げる者とする。

Article 16-6 The persons provided for by Cabinet Office Order defined in Article 29-5, paragraph (3) of the Act are the following persons:

一 令第十七条の十二第一項第三号から第五号まで、第八号、第九号、第十二号、第十四号又は第十五号に掲げる者

(i) a person specified in Article 17-12, paragraph (1), items (iii) through (v), item (viii), item (ix), item (xii), item (xiv) or item (xv) of the Order; and

二 その取得する出資対象事業持分（法第二条第二項第五号又は第六号に掲げる権利をいう。以下同じ。）に係る私募又は私募の取扱いの相手方であって、第二百三十三条の三各号に掲げる者

(ii) a counterparty to the private placement or handling of private placement of Equity in Invested Business to be acquired (meaning the right specified in Article 2, paragraph (2), item (v) or (vi) of the Act; the same applies hereinafter) which is specified in the items of Article 233-3.

(適格投資家から除かれる者)

**(Persons Excluded as Qualified Investors)**

第十六条の七 法第二十九条の五第四項第三号に規定する内閣府令で定める者は、その発行する法第二条第一項第五号、第九号若しくは第十五号に掲げる有価証券若しくは同項第十七号に掲げる有価証券（同項第五号、第九号又は第十五号に掲げる有価証券の性質を有するものに限る。）に表示される権利又は同条第二項第三号若しくは第四号に掲げる権利（その取得の対価の額を超えて財産の給付を受けないことを内容とする権利を除く。）を適格投資家以外の者が取得している特別目的会社（第三十三条第二項に規定する特別目的会社をいう。）とする。

Article 16-7 The person provided for by Cabinet Office Order defined in Article 29-5, paragraph (4), item (iii) of the Act is a Special Purpose Company (meaning a Special Purpose Company as defined in Article 33, paragraph (2)), for which a person other than Qualified Investors has acquired the right indicated on Securities, which are issued by the person listed in Article 2, paragraph (1) items (v)I, (ix), or (xv) of the Act or Securities listed in item (xvii) of that paragraph (limited to those that have the nature of Securities listed in items (v), (ix), or (xv) of that paragraph) or the right listed in paragraph (2), item (iii) or item (iv) of that Article (excluding the right with which the delivery of the property cannot be received over the amount receivable of the acquisition).

(認可に係る業務の内容及び方法)

**(Contents and Means of Business to Be Authorized)**

第十七条 法第三十条の三第二項に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 17 The matters to be specified by Cabinet Office Order as referred to in Article 30-3, paragraph (2) of the Act are as follows:

一 私設取引システム運営業務において行う取引の種類

(i) the types of transactions to be conducted under the Proprietary Trading System Operation;

二 私設取引システム運営業務を管理する責任者の氏名及び役職名

(ii) the name and job title of the person responsible for the management of the Proprietary Trading System Operation;

三 私設取引システム運営業務を行う部署（私設取引システム運営業務の一部を他の者に委託する場合にあっては、その者を含む。）の名称及び組織の体制

(iii) the name and organizational structure of the section in charge of the Proprietary Trading System Operation (in cases when a part of the Proprietary Trading System Operation is to be entrusted to any other person, including such person);

四 私設取引システム運営業務において取り扱う有価証券の種類、銘柄及び取引の最

低単位

(iv) the types, issues and minimum transaction units of the Securities to be handled under the Proprietary Trading System Operation;

五 私設取引システム運営業務に係る顧客との取引開始基準及び顧客の管理方法

(v) the Conditions for Starting Transactions with customers pertaining to the Proprietary Trading System Operation, and the means of management of customers;

六 売買価格の決定方法

(vi) the method for deciding the trading price;

七 気配、売買価格その他の価格情報の公表方法

(vii) the means of publication of the price information such as quotes, trading price and others;

八 私設取引システム運営業務において使用する電子情報処理組織の概要、設置場所、容量及び保守の方法並びに当該電子情報処理組織に異常が発生した場合の対処方法

(viii) the outline, location, volume and maintenance means of the electronic data processing system to be used for the Proprietary Trading System Operation, and the means of handling of cases when there occurs any malfunction of such electronic data processing system;

九 私設取引システム運営業務に係る有価証券の受渡しその他の決済の方法及び顧客の契約不履行が生じた場合の対処方法

(ix) the means of transfer or other settlement procedures for the Securities related to the Proprietary Trading System Operation, and the means of handling of cases when there arises any customer's default in the performance of a contract;

十 私設取引システム運営業務に係る取引記録の作成及び保存の方法

(x) the means for the preparation and preservation of the transaction records for the Proprietary Trading System Operation;

十一 私設取引システム運営業務の執行状況について、検査を行う頻度、部署の名称及び体制

(xi) the frequency of the inspection on the status of the execution of the Proprietary Trading System Operation, and the name and structure of the section in charge of such inspection; and

十二 その他私設取引システム運営業務に係る損失の危険の管理又は取引の公正の確保に関する重要な事項

(xii) any other important matter related to the risk management concerning loss or to assurance of fairness of the transactions, in regard to the Proprietary Trading System Operation.

(認可申請書の添付書類)

(Documents to Be Attached to Written Application for Authorization)

第十八条 法第三十条の三第二項に規定する内閣府令で定める書類は、次に掲げる書類

とする。

**Article 18** The documents to be specified by Cabinet Office Order as referred to in Article 30-3, paragraph (2) of the Act are as follows:

一 私設取引システム運営業務を管理する責任者の履歴書

(i) the resume of a person responsible for the management of the Proprietary Trading System Operation;

二 私設取引システム運営業務に関する社内規則

(ii) the internal rules regarding the Proprietary Trading System Operation;

三 私設取引システム運営業務に関し顧客と取引を行う際に使用する契約書類

(iii) the contracts to be used for transactions with customers, in connection with the Proprietary Trading System Operation; and

四 前条第八号に掲げるものに関する認可申請者と特別の利害関係のない者の評価書  
(iv) the appraisal statement on matters specified in item (viii) of the preceding Article, which is prepared by a person having no special interest in the authorization applicant.

(審査等の対象となる業務の内容及び方法)

(Contents and Means of Business to Be Examined)

第十九条 法第三十条の四第五号及び第三十一条第六項に規定する内閣府令で定める業務の内容及び方法は、次に掲げるものとする。

**Article 19** The contents and means of business to be specified by Cabinet Office Order as referred to in Article 30-4, item (v) and Article 31, paragraph (6) of the Act are as follows:

一 第十七条第五号、第八号及び第十号に掲げるもの

(i) the matters specified in Article 17, item (v), (viii) or (x); and

二 その他私設取引システム運営業務に係る取引の公正の確保に関する重要な事項

(ii) any other important matters related to the assurance of the fairness of transactions to be conducted under the Proprietary Trading System Operation.

(登録申請書記載事項の変更の届出)

(Notification of Change to Matters Specified in Written Application for Registration)

第二十条 法第三十一条第一項の規定により届出を行う金融商品取引業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、別紙様式第一号により作成した変更後の内容を記載した書面及び当該書面の写し並びに次の各号に掲げる場合の区分に応じ当該各号に定める書類を添付して、所管金融庁長官等に提出しなければならない。ただし、やむを得ない事由があるときは、当該各号に定める書類は、当該届出書の提出後遅滞なく提出すれば足りる。

**Article 20** (1) A Financial Instruments Business Operator which intends to file the notification under Article 31, paragraph (1) of the Act must submit to the



Commissioner of Financial Services Agency or Other Competent Official a written notification stating the particulars and date of and reason for the change, attaching a document stating the particulars after such change prepared in accordance with Appended Form No. 1, a copy thereof and the documents specified in the following items in accordance with the categories of the cases respectively set forth therein; provided, however, that the documents specified in each of the following items may be filed without delay after submission of the notification, if any unavoidable ground exists:

一 法第二十九条の二第一項第一号に掲げる事項について変更があった場合 次に掲げる書類

(i) in cases when there has been any change to the matters specified in Article 29-2, paragraph (1), item (i) of the Act: the following documents:

イ 当該変更に係る事項を記載した登記事項証明書（個人であるときは、住民票の抄本）又はこれに代わる書面

(a) a certificate of registered information (in cases of an individual, an extract of residence certificate) stating the matters relating to the change or a document in lieu thereof; and

ロ 婚姻前の氏名を、氏名に併せて別紙様式第一号により作成した変更後の内容を記載した書面に記載した場合において、イに掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(b) if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 1, and the document specified in (a) is not a document certifying the name used before marriage, a document certifying the name before marriage;

二 法第二十九条の二第一項第二号に掲げる事項について変更があった場合 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(ii) in cases when there has been any change to the matters specified in Article 29-2, paragraph (1), item (ii) of the Act: the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

三 法第二十九条の二第一項第三号又は第四号に掲げる事項について変更があった場合 次に掲げる書類

(iii) in cases when there has been any change to the matters specified in Article 29-2, paragraph (1), item (iii) or (iv) of the Act: the following documents:

イ 業務に係る人的構成及び組織等の業務執行体制を記載した書面

(a) a document stating the systems for business execution, such as the structure of personnel and the organization pertaining to the business;

ロ 役員に変更があった場合には、当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(b) in cases when there has been any change to Officers, the certificate of the

registered matters containing the particulars so changed, or any other document in lieu thereof;

ハ 新たに役員又は重要な使用人となった者に係る次に掲げる書類

(c) the following documents in relation to a person that has newly assumed the position of Officer or Major Employee:

- (1) 履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）
  1. the resumes (in cases when the Officer is a corporation, the document containing the background of the Officer);
- (2) 住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書又はこれに代わる書面）
  2. the extracts of the certificates of residence (in cases when the Officer is a corporation, the certificate of the registered matters of the Officer), or any other document in lieu thereof;
- (3) 婚姻前の氏名を、氏名に併せて別紙様式第一号により作成した変更後の内容を記載した書面に記載した場合において、(2)に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
3. if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 1, and the document specified in 2. is not a document certifying the name used before marriage, a document certifying the name before marriage;
- (4) 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
4. the certificate issued by public agency evidencing that none of the Officers or employees falls under Article 29-4, paragraph (1), item (ii), (a) or (b) of the Act, or any other document in lieu thereof;
- (5) 法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員又は重要な使用人が誓約する書面
5. the documents in which each of the Officers and Major Employees pledges that they do not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act;

四 法第二十九条の二第一項第八号に掲げる事項について変更があった場合（営業所又は事務所の廃止をした場合に限る。） 当該変更に伴う顧客勘定の処理の内容を記載した書面

(iv) in cases when there has been any change to the matters specified in Article 29-2, paragraph (1), item (viii) of the Act (limited to cases when the business office or other office has been abolished): a document containing the details of the treatment of a customer's account incidental to such change;

五 第七条第三号の二に掲げる事項について変更があった場合（電子取引基盤運営業務を行うこととなった場合に限る。） 次に掲げる書類

(v) in the case of any change in the matters specified in Article 7, item (iii)-2

(limited to cases when the applicant is to conduct an Electronic Trading Platform Management Service), the following documents:

イ 電子取引基盤運営業務を管理する責任者の履歴書

(a) the resume of the person responsible for the management of the Electronic Trading Platform Management Service;

ロ 電子取引基盤運営業務に関する社内規則

(b) the internal rules concerning the Electronic Trading Platform Management Service;

ハ 電子取引基盤運営業務に関し顧客と取引を行う際に使用する契約書類及びその添付書類

(c) contracts to be used for the transactions with customers in relation to the Electronic Trading Platform Management Service and their attachments; and

ニ 第八条第六号トに掲げるものに関する届出者と特別の利害関係のない者の評価書

(d) an appraisal report issued by a person having no special interest relationship with the notifying person in relation to the matters specified in Article 8, item (vi), (g);

六 第七条第四号ニに掲げる事項について変更があった場合（競走用馬投資関連業務を行うこととなった場合に限る。） 第十三条第三号に掲げる基準に該当しないことを証する書面

(vi) in cases when there has been any change to the matters specified in Article 7, item (iv), (d) (limited to cases when the Financial Instruments Business Operator has come to be engaged in the Business Related to Investment in Racehorses): a document evidencing that it does not fall under the criteria specified in Article 13, item (iii);

七 第七条第六号に掲げる事項について変更があった場合（不動産信託受益権等売買等業務を行うこととなった場合に限る。） 第十三条第四号に掲げる基準に該当しないことを証する書面

(vii) in cases when there has been any change to the matters specified in Article 7, item (vi) (limited to cases when the Financial Instruments Business Operator has come to be engaged in the Business of Transaction, etc. of Beneficial Interest in Real Property Trust): a document evidencing that it does not fall under the criteria specified in Article 13, item (iv);

八 第七条第七号に掲げる事項について変更があった場合（不動産関連特定投資運用業を行うこととなった場合に限る。） 不動産関連特定投資運用業を行う場合における業務遂行能力に関する事項を記載した書面

(viii) in cases when there has been any change to the matters specified in Article 7, item (vii) (limited to cases when the Financial Instruments Business Operator has come to be engaged in the Specified Investment Management Business Related to Real Property): a document containing the

matters related to the ability to execute the business in cases of conducting the Specified Investment Management Business Related to Real Property;

九 第七条第十号に掲げる事項について変更があった場合新たに国内における代理人となった者に係る次に掲げる書類

(ix) in the case of any change in the matters specified in Article 7, item (x), the following documents relating to the person that newly assumed the position of the agent in Japan:

イ 住民票の抄本（国内における代理人が法人であるときは、当該国内における代理人の登記事項証明書）又はこれに代わる書面

(a) an extract copy of the certificate of residence (or, in cases when the agent in Japan is a corporation, a certificate of registered information of the agent in Japan), or a document in lieu thereof; and

ロ 婚姻前の氏名を、氏名に併せて別紙様式第一号により作成した変更後の内容を記載した書面に記載した場合において、イに掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(b) if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 1, and the document specified in (a) is not a document certifying the name used before marriage, a document certifying the name before marriage.

2 所管金融庁長官等は、金融商品取引業者から管轄財務局長等の管轄する区域を超えて本店等の所在地を変更したことの届出を受理した場合には、届出書及び金融商品取引業者登録簿のうち当該金融商品取引業者に係る部分その他の書類を、当該届出に係る変更後の本店等の所在地を管轄する財務局長（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つては福岡財務支局長、国内に営業所又は事務所を有しない場合にあつては関東財務局長）に送付し、又は送付させるものとする。

(2) In cases when the Commissioner of Financial Services Agency or Other Competent Official has received from any Financial Instruments Business Operator a notification on the relocation of the Head Office, etc. filed beyond the jurisdictional district of the Competent Finance Bureau Commissioner, etc., the commissioner or official is to send or instruct to send the written notification, the portion of the registry of Financial Instruments Business Operators pertaining to the Financial Instruments Business Operator and any other documents to the Director-General of a Local Finance Bureau with jurisdiction over the relocated address of the Head Office, etc. notified thereunder (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when the Financial Instruments Business Operator has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau).

3 前項の規定による書類の送付を受けた財務局長又は福岡財務支局長は、当該金融商

品取引業者に係る事項を金融商品取引業者登録簿に登録するものとする。

(3) The Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau who has received the documents sent pursuant to the provisions of the preceding paragraph is to register the matters related to the Financial Instruments Business Operator in the registry of Financial Instruments Business Operators.

(業務の内容又は方法の変更の届出)

(Notification on Change of Contents or Means of Business)

第二十一条 法第三十一条第三項の規定により届出を行う金融商品取引業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、第八条各号に掲げるもの（内容に変更のあるものに限る。）を記載した書類、第九条第八号ハに掲げる書類（内容に変更のあるものに限る。）及び前条第一項第五号に定める書類（内容に変更のあるものに限る。）を添付して、所管金融庁長官等に提出しなければならない。

Article 21 A Financial Instruments Business Operator which intends to file the notification under Article 31, paragraph (3) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification stating the particulars and date of and reason for the change, attaching a document stating the matters specified in the items of Article 8 (limited to those matters whose details have been changed), the documents specified in Article 9, item (viii), (a) (limited to those with changes in contents) and the documents provided in Article 20, paragraph (1), item (v) (limited to those with changes in contents).

(変更登録の申請)

(Application of Registration of Changes)

第二十二条 法第三十一条第四項の変更登録を受けようとする金融商品取引業者は、別紙様式第一号により作成した変更登録申請書に、当該変更登録申請書の写しを添付して、所管金融庁長官等に提出しなければならない。

Article 22 (1) A Financial Instruments Business Operator which intends to obtain the registration of change under Article 31, paragraph (4) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written application for a registration of change prepared in accordance with Appended Form No. 1, attaching a copy thereof.

2 前項の変更登録申請書には、変更の内容及び理由を記載した書面並びに次に掲げる書類（新たに行おうとする業務（電子募集取扱業務及び高速取引行為を含む。）に係るものに限る。）を添付しなければならない。

(2) A document stating the particulars of and reason for the change as well as the following documents (limited to the documents pertaining to the business to be newly conducted (including Electronic Public Offering Services and High-Speed Trading)) must be attached to a written application for a registration of change

set forth in the preceding paragraph:

- 一 法第二十九条の四第一項各号（第一号から第三号まで、第四号ニ、第五号ハ及び第七号（法第六十六条の五十三第六号ハに係る部分に限る。）を除く。）のいずれにも該当しないことを誓約する書面
  - (i) a document in which the Financial Instruments Business Operator pledges that it does not fall under any of the items of Article 29-4, paragraph (1) of the Act (excluding items (i) through (iii), item (iv), (d), item (v), (c) and item (vii) (limited to the part pertaining to Article 66-53, item (vi), (c) of the Act);
  - 二 第八条各号に掲げるものを記載した書類
  - (ii) a document stating the matters specified in the items of Article 8; and
  - 三 第九条各号及び第十条第一項各号に掲げる書類
  - (iii) a document as specified in the items of Article 9 and the items of Article 10, paragraph (1).
- 3 第十条第二項の規定は、前項第三号に掲げる書類（同条第一項第一号に掲げるものに限る。）を添付する場合について準用する。
- (3) The provisions of Article 10, paragraph (2) apply mutatis mutandis to cases when any of the documents specified in item (iii) of the preceding paragraph (limited to those specified in item (i), paragraph (1) of that Article) is to be attached.

（変更の認可の申請）

(Application for Authorization of Change)

第二十三条 法第三十一条第六項の認可を受けようとする金融商品取引業者は、次に掲げる事項を記載した認可申請書を所管金融庁長官等に提出しなければならない。

Article 23 (1) A Financial Instruments Business Operator which intends to obtain the authorization under Article 31, paragraph (6) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written application for authorization stating the following particulars:

- 一 商号
  - (i) the trade name;
  - 二 登録年月日及び登録番号
  - (ii) the registration date and registration number; and
  - 三 変更の内容及び理由
  - (iii) the particulars and reasons for change.
- 2 前項の認可申請書には、第十七条各号に掲げるもの（内容に変更のあるものに限る。）を記載した書類及び第十八条各号に掲げる書類（内容に変更のあるものに限る。）を添付しなければならない。
- (2) The document stating the matters specified in the items of Article 17 (limited to the those matters whose details have been changed) and the documents specified in the items of Article 18 (limited to those matters whose details have

been changed) must be attached to a written application for authorization set forth in the preceding paragraph.

(変更の認可の基準)

(Criteria for Authorization of Change)

第二十四条 所管金融庁長官等は、法第三十一条第六項の認可をしようとするときは、法第三十条の四第一号及び第五号に掲げる基準に適合するかどうかを審査しなければならない。

Article 24 When the Commissioner of Financial Services Agency or Other Competent Official intends to grant the authorization under Article 31, paragraph (6) of the Act, the commissioner or official must examine whether the applicant complies with the criteria specified in Article 30-4, item (i) or (v) of the Act.

(営業保証金の供託の届出等)

(Notification of Deposit for Operations)

第二十五条 法第三十一条の二第一項、第四項又は第八項の規定により供託をした者は、別紙様式第二号により作成した供託届出書に、当該供託に係る供託書正本を添付して、所管金融庁長官等に提出しなければならない。

Article 25 (1) A person that has completed making a deposit pursuant to the provisions of Article 31-2, paragraph (1), (4) or (8) of the Act must submit to the Commissioner of the Financial Services Agency or Other Competent Official, a written notification of deposit prepared in accordance with Appended Form No. 2, attaching the original of the certificate of deposit relevant to such deposit.

2 金融商品取引業者（第二種金融商品取引業を行う個人及び投資助言・代理業のみを行う者に限る。第二十七条及び第二十八条において同じ。）が既に供託している供託物の差替えを行う場合は、差替えのために新たに供託をした後、その旨を記載した届出書に、差替え後の供託に係る供託書正本を添付して、所管金融庁長官等に提出しなければならない。

(2) In cases when a Financial Instruments Business Operator (limited to an individual engaged in a Type-II Financial Instruments Business or a person engaged only in an Investment Advisory and Agency Business; the same applies in Article 27 and Article 28) intends to replace the items already deposited, such Financial Instruments Business Operator must, after having completed the new deposit of the replacement items, submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification stating to that effect, attaching the original of the certificate of deposit relevant to the replacement deposit.

3 所管金融庁長官等は、前二項の供託書正本を受領したときは、保管証書をその供託者に交付しなければならない。

(3) When the Commissioner of Financial Services Agency or Other Competent Official receives the original copy of the deposit certificate set forth in the preceding two paragraphs, the commissioner or official must deliver a custody certificate to the depositor.

(営業保証金に代わる契約の相手方)

(Counterparties to Contracts in Lieu of Deposits for Operation)

第二十六条 令第十五条の十三に規定する内閣府令で定める金融機関は、協同組織金融機関及び株式会社商工組合中央金庫とする。

Article 26 The financial institutions to be specified by Cabinet Office Order as referred to in Article 15-13 of the Order are a Cooperative Structured Financial Institution and the Shoko Chukin Bank Limited.

(営業保証金に代わる契約の締結の届出等)

(Notification of Conclusion of Contracts in Lieu of Deposits for Operation)

第二十七条 金融商品取引業者は、法第三十一条の二第三項の契約を締結したときは、別紙様式第三号により作成した保証契約締結届出書に契約書の写しを添付して所管金融庁長官等に届け出るとともに、契約書正本を提示しなければならない。

Article 27 (1) When any Financial Instruments Business Operator concludes a contract under Article 31-2, paragraph (3) of the Act, it must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification of the conclusion of a guarantee contract prepared in accordance with Appended Form No. 3 with a copy of the contract attached thereto, and must present the original of the contract.

2 金融商品取引業者は、営業保証金に代わる契約の変更又は解除を行おうとする場合は、別紙様式第四号により作成した保証契約変更承認申請書又は別紙様式第五号により作成した保証契約解除承認申請書により、所管金融庁長官等に承認を申請しなければならない。

(2) When a Financial Instruments Business Operator intends to effect any change or cancellation of a contract in lieu of deposit for operation, it must file an application for approval thereon with the Commissioner of Financial Services Agency or Other Competent Official by submitting a written application for approval of change of guarantee contract prepared in accordance with Appended Form No. 4 or a written application for approval of cancellation of guarantee contract prepared in accordance with Appended Form No. 5.

3 所管金融庁長官等は、前項の規定による承認の申請があったときは、当該承認の申請をした金融商品取引業者が営業保証金に代わる契約を変更し、又は解除することが投資者の保護に欠けるおそれがないものであるかどうかを審査するものとする。

(3) When an application for approval under the preceding paragraph is filed, the Commissioner of Financial Services Agency or Other Competent Official is to



examine whether the change or cancellation of the contract in lieu of deposit for operation by the Financial Instruments Business Operator which has filed the application for approval does not threaten to hinder the protection of the investors.

- 4 金融商品取引業者は、所管金融庁長官等の承認に基づき営業保証金に代わる契約の変更又は解除をしたときは、別紙様式第六号により作成した保証契約変更届出書に変更後の契約書の写しを添付し、又は別紙様式第七号により作成した保証契約解除届出書に契約を解除した事実を証する書面を添付して当該所管金融庁長官等に届け出るとともに、契約の変更の場合には、変更後の契約書正本を提示しなければならない。

(4) When a Financial Instruments Business Operator effects any change or cancellation of the contract in lieu of a deposit for operation based on approval granted by the Commissioner of Financial Services Agency or Other Competent Official, it must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification of a change of guarantee contract prepared in accordance with Appended Form No. 6 attaching a copy of the changed contract, or a written notification of the cancellation of a guarantee contract prepared in accordance with Appended Form No. 7 attaching a document evidencing the fact of the cancellation of the contract; and in addition, in the case of the change of the contract, the Financial Instruments Business Operator must present the original of the changed contract.

(営業保証金の追加供託の起算日)

(Day of Commencement for Counting of Time Limit for Additional Deposit for Operation)

第二十八条 法第三十一条の二第八項に規定する内閣府令で定める日は、営業保証金の額が不足した理由につき、次の各号に掲げる場合の区分に応じ、当該各号に定める日とする。

Article 28 The day to be specified by Cabinet Office Order as referred to in Article 31-2, paragraph (8) of the Act is the day specified in the following items, in accordance with the reasons for a deficiency in the amount of the deposit for operation respectively set forth therein:

- 一 金融商品取引業者が令第十五条の十三第三号の承認（次号において「承認」という。）を受けて法第三十一条の二第三項の契約（以下この号及び次号において「契約」という。）の内容を変更したことにより、同条第十項に規定する供託した営業保証金の額（同条第三項に規定する契約金額を含む。）が令第十五条の十二に定める額に不足した場合 当該契約の内容を変更した日

(i) in cases when the Financial Instruments Business Operator has changed any of the terms of the contract under Article 31-2, paragraph (3) of the Act (hereinafter referred to as the "Contract" in this and the following item) with an approval under Article 15-13, item (iii) of the Order (hereinafter referred

- to as the "Approval" in the following item), as a result of which the amount of deposit for operation deposited as set forth in Article 31-2, paragraph (10) of the Act (including the Contract Amount set forth in paragraph (3) of that Article) has become less than the amount set forth in Article 15-12 of the Order: the day when the term of the Contract was changed;
- 二 金融商品取引業者が承認を受けて契約を解除した場合 当該契約を解除した日  
(ii) in cases when the Financial Instruments Business Operator has cancelled the Contract with the Approval: the day of the cancellation of the Contract;
- 三 令第十五条の十四の権利の実行の手続が行われた場合 金融商品取引業者が金融商品取引業者営業保証金規則（平成十九年内閣府・法務省令第三号）第十一条第三項の支払委託書の写しの送付を受けた日  
(iii) in cases when the procedures for execution of the right as set forth in Article 15-14 of the Order is implemented: the day when the Financial Instruments Business Operator received a copy of the payment entrustment document sent pursuant to the provisions of Article 11, paragraph (3) of the Regulation on Security Deposits by Financial Instruments Business Operators (Order of the Cabinet Office and the Ministry of Justice No. 3 of 2007);
- 四 令第十五条の十四の権利の実行の手続を行うため所管金融庁長官等が供託されている有価証券（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）第二百七十八条第一項に規定する振替債を含む。）の換価を行い、換価代金から換価の費用を控除した額を供託した場合 金融商品取引業者が金融商品取引業者営業保証金規則第十二条第四項の規定による通知を受けた日  
(iv) in cases when, for the purpose of implementing procedures for the execution of the rights as set forth in Article 15-14 of the Order, the Commissioner of Financial Services Agency or Other Competent Official has realized the deposited Securities (including the book-entry transferred bond set forth in Article 278, paragraph (1) of the Act on Transfer of Corporate Bonds, Shares, etc. (Act No. 75 of 2001)), and has deposited the realized amount after deducting the realization expenses: the day on which the Financial Instruments Business Operator has received a notice under Article 12, paragraph (4) of the Regulation on Security Deposits by Financial Instruments Business Operators; or
- 五 金融商品取引業者（投資助言・代理業のみを行う個人及び第二種金融商品取引業のうち第二種少額電子募集取扱業務のみを行う個人に限る。）が第二種金融商品取引業を行う者として法第三十一条第四項の変更登録を受けた場合 当該変更登録を受けた日  
(v) in cases when a Financial Instruments Business Operator (limited to an individual only engaged in an Investment Advisory and Agency Business and an individual only engaged in Type-II Small-Amount Electronic Public Offering Service which is Type-II Financial Instruments Business) has

obtained a registration of change under Article 31, paragraph (4) of the Act, as a person engaged in a Type-II Financial Instruments Business: the day when such operator obtained the registration of change.

(営業保証金に充てることができる有価証券の種類)

(Types of Securities Which May Be Substituted for Deposits for Operation)

第二十九条 法第三十一条の二第九項に規定する内閣府令で定める有価証券は、次に掲げるものとする。この場合において、次に掲げる有価証券に表示されるべき権利の帰属が、社債、株式等の振替に関する法律の規定による振替口座簿の記載又は記録により定まるものとされるときは、当該権利は当該有価証券とみなす。

Article 29 The Securities to be specified by Cabinet Office Order as referred to in Article 31-2, paragraph (9) of the Act are as follows. In this case, if the attribution of any right to be indicated on any of the following Securities is to be determined based on statement or record of a book-entry transfer account book as referred to in the Act on Transfer of Corporate Bonds, Shares, etc., such right is deemed to be the Securities:

一 国債証券

(i) national government bond securities;

二 地方債証券

(ii) municipal bond securities;

三 政府保証債券（法第二条第一項第三号に掲げる有価証券のうち政府が元本の償還及び利息の支払について保証しているものをいう。第六十五条第一号ハにおいて同じ。）

(iii) government-guaranteed bond certificates (meaning the Securities specified in Article 2, paragraph (1), item (iii) of the Act, for which the government guarantees redemption of principal and interest payments; hereinafter the same applies in Article 65, item (i), (c));

四 金融庁長官が指定した社債券その他の債券（記名式のもの及び割引の方法により発行されるもの並びに前号に掲げるものを除く。）

(iv) corporate bond certificates or any other bond certificates designated by the Commissioner of the Financial Services Agency (excluding a registered bond certificate and a bond certificates issued by way of discounting, and also excluding the bonds certificates specified in the preceding item).

(営業保証金に充てることができる有価証券の価額)

(Value of Securities Which May Be Substituted for Deposits for Operations)

第三十条 法第三十一条の二第九項の規定により有価証券を営業保証金に充てる場合における当該有価証券の価額は、次の各号に掲げる有価証券の区分に応じ、当該各号に定める額とする。

Article 30 (1) The value of the Securities in cases when the Securities are to be substituted for a Deposit for Operations pursuant to the provisions of Article

31-2, paragraph (9) of the Act is the amount specified in the following items, in accordance with the categories of the Securities respectively set forth therein:

一 前条第一号に掲げる有価証券 額面金額（その権利の帰属が社債、株式等の振替に関する法律の規定による振替口座簿の記載又は記録により定まるものとされるものにあつては、振替口座簿に記載又は記録された金額。以下この条において同じ。）

(i) the Securities specified in item (i) of the preceding Article: the face value thereof (in cases when the attribution of the right pertaining to such Securities is to be determined in accordance with the statement or record of the book-entry transfer account book as referred to in the Act on Transfer of Corporate Bonds, Shares, etc., the amount stated or recorded in the book-entry transfer account book; hereinafter the same applies in this Article);

二 前条第二号に掲げる有価証券 額面金額百円につき九十円として計算した額

(ii) the Securities specified in item (ii) of the preceding Article: the amount calculated by discounting the face value of 100 yen to 90 yen;

三 前条第三号に掲げる有価証券 額面金額百円につき九十五円として計算した額

(iii) the Securities specified in item (iii) of the preceding Article: the amount calculated by discounting the face value of 100 yen to 95 yen;

四 前条第四号に掲げる有価証券 額面金額百円につき八十円として計算した額

(iv) the Securities specified in item (iv) of the preceding Article: the amount calculated by discounting the face value of 100 yen to 80 yen.

2 割引の方法により発行した有価証券については、その発行価額に次の算式により算出した額を加えた額を額面金額とみなして、前項の規定を適用する。

(2) With regard to the Securities issued by way of discounting, the issue value after adding the amount calculated in accordance with the following formula is deemed to be the face value thereof, and the provisions of the preceding paragraph apply.

（（額面金額－発行価額）÷発行の日から償還の日までの年数）×発行の日から供託の日までの年数

((face value - issue value) / the number of years from the date of issuance to the date of redemption) x the number of years from the date of issuance to the date of deposit

3 前項の算式による計算において、発行の日から償還の日までの年数及び発行の日から供託の日までの年数について生じた一年未満の端数並びに額面金額と発行価額との差額を発行の日から償還の日までの年数で除して得た金額について生じた一円未満の端数は、切り捨てる。

(3) For the purpose of calculation in accordance with the formula set forth in the preceding paragraph, if any fraction of less than one year arises with regard to the number of years from the date of issuance and the date of redemption and the number of years from the date of issuance to the date of deposit, or if any fraction of less than one yen arises with regard to the amount obtained by

dividing the difference between face value and issue value by the number of years from the date of issuance to the date of redemption, that fraction is rounded down.

(兼職の届出)

(Notification of Concurrent Holding of Officers' Positions)

第三十一条 法第三十一条の四第一項及び第二項の規定による届出（これらの規定に規定する退任した場合に係るものを除く。）は、次に掲げる事項を記載した届出書を所管金融庁長官等に提出して行わなければならない。

Article 31 (1) A notification under Article 31-4, paragraphs (1) and (2) of the Act (excluding the notification to be filed in the case of a resignation as set forth in those provisions) must be filed by submitting a written notification stating the following particulars to the Commissioner of Financial Services Agency or

Other Competent Official:

一 氏名

(i) the person's name;

二 金融商品取引業者の商号

(ii) the trade name of the Financial Instruments Business Operator;

三 金融商品取引業者における役職名

(iii) the title of the position assumed at the Financial Instruments Business Operator;

四 兼職先の商号

(iv) the trade name of the other company at which the person concurrently assumes the position of Officer;

五 兼職先における役職名及び代表権の有無

(v) the title of the position assumed at the company of which the person concurrently assumes the position, and information as to whether such person has been granted the authority of representation; and

六 就任年月日及び任期

(vi) the date of assumption of office, and the term of office.

2 前項の場合において、同項第四号又は第五号に掲げる事項に変更があったときは、次に掲げる事項を記載した兼職変更届出書を所管金融庁長官等に提出しなければならない。

(2) In the case referred to in the preceding paragraph, if any change to the matters specified in item (iv) or (v) of that paragraph arises, a written notification of the change of a concurrently held position stating the following particulars must be submitted to the Commissioner of Financial Services Agency or Other Competent Official:

一 氏名

(i) the person's name;

二 金融商品取引業者の商号

(ii) the trade name of the Financial Instruments Business Operator;

三 金融商品取引業者における役職名

(iii) the title of the position assumed at the Financial Instruments Business Operator;

四 変更の内容

(iv) the particulars of the change; and

五 変更年月日

(v) the date of the change.

3 法第三十一条の四第一項及び第二項の規定による届出（これらの規定に規定する退任した場合に係るものに限る。）は、次に掲げる事項を記載した届出書を所管金融庁長官等に提出して行わなければならない。

(3) A notification under Article 31-4, paragraphs (1) and (2) of the Act (limited to the notification to be filed in the case of a resignation as set forth in those provisions) must be filed by submitting a written notification stating the following particulars to the Commissioner of Financial Services Agency or Other Competent Official:

一 氏名

(i) the person's name;

二 金融商品取引業者の商号

(ii) the trade name of the Financial Instruments Business Operator;

三 金融商品取引業者における役職名

(iii) the title of the position assumed at the Financial Instruments Business Operator;

四 兼職をしていた会社の商号

(iv) the trade name of the company at which the person concurrently held the position of Officer;

五 兼職をしていた会社における役職名及び代表権の有無

(v) the title of the position assumed at the company of which the person concurrently held the position, and information as to whether such person had been granted the authority of representation; and

六 退任年月日

(vi) the date of resignation.

(親法人等及び子法人等から除かれる者)

(Persons Excluded from Being Defined as a Parent Corporation and Subsidiary Corporation)

第三十二条 令第十五条の十六第一項及び第二項に規定する内閣府令で定める者は、次に掲げる者とする。

Article 32 The person to be specified by Cabinet Office Order as referred to in Article 15-16, paragraphs (1) and (2) of the Order is as follows:

一 専ら次に掲げるいずれかの者の金融商品取引業等又は金融商品仲介業の遂行のため

めの業務を行っている者

(i) a person solely engaged in a business for the execution of the Financial Instruments Business, etc. or the Financial Instruments Intermediary Service of any of the following parties:

イ 自己

(a) the party itself; or

ロ 自己及びその親法人等又は子法人等

(b) the party itself, and its Parent Corporation, etc. or Subsidiary Corporation, etc.;

二 専ら次に掲げるいずれかの者の業務（金融商品取引業等及び金融商品仲介業を除く。）の遂行のための業務（非公開情報（発行者又は自己の行う金融商品取引業等若しくは金融商品仲介業の顧客に関するものに限る。）に関連するものを除く。）を行っている者

(ii) a person solely engaged in business (excluding business related to the Undisclosed Information (limited to information which relates to customers of a Financial Instruments Business, etc. or a Financial Instruments Intermediary Service conducted by the Issuer or by the party itself)) related to the execution of the business of any of the following parties (excluding a Financial Instruments Business, etc. and a Financial Instruments Intermediary Service):

イ 自己

(a) the party itself; or

ロ 自己及びその親法人等又は子法人等

(b) the party itself, and its Parent Corporation, etc. or Subsidiary Corporation, etc.;

三 外国の法人その他の団体であつて、国内に営業所、事務所その他これらに準ずるものを有していない者

(iii) a corporation or any other organization of a foreign state which has no business office, office or any other establishment equivalent thereto in Japan.

(親会社等となる者)

(Persons Which Fall Under the Category of Parent Company)

第三十三条 令第十五条の十六第三項に規定する内閣府令で定めるものは、次に掲げる会社等（同項に規定する会社等をいう。以下この条から第三十五条までにおいて同じ。）とする。ただし、財務上又は営業上若しくは事業上の関係からみて他の会社等の意思決定機関（同項に規定する意思決定機関をいう。第二号ホにおいて同じ。）を支配していないことが明らかであると認められるときは、この限りでない。

Article 33 (1) The companies to be specified by Cabinet Office Order as referred to in Article 15-16, paragraph (3) of the Order are the following Companies, etc. (meaning the Companies, etc. prescribed in that paragraph; hereinafter the same applies in this Article through Article 35); provided, however, that this

does not apply to cases when it is clearly found that the company does not have control over the Decision-Making Body (meaning the Decision-Making Body specified in that paragraph; the same applies in item (ii), (e)) of other Company, etc., in light of the financial, operational or business relationship therewith:

一 他の会社等（破産手続開始の決定、再生手続開始の決定又は更生手続開始の決定を受けた他の会社等その他これらに準ずる他の会社等であって、有効な支配従属関係が存在しないと認められるものを除く。以下この項において同じ。）の議決権の過半数を自己の計算において保有している会社等

(i) a Company, etc. which, on its own account, holds the majority of voting rights in another Company, etc. (excluding another Company, etc. which has been subject to an order for the commencement of bankruptcy proceedings, an order for the commencement of rehabilitation proceedings or an order for the commencement of reorganization proceedings or any other Company, etc. equivalent thereto, regarding which it is found that no effective controlling interest exists; hereinafter the same applies in this paragraph);

二 他の会社等の議決権の百分の四十以上、百分の五十以下を自己の計算において保有している会社等であって、次に掲げるいずれかの要件に該当するもの

(ii) a Company, etc. which, on its own account, holds 40 percent or more but 50 percent or less of the voting rights in another Company, etc., and which falls under any of the following:

イ 当該会社等が自己の計算において保有している議決権と当該会社等と出資、人事、資金、技術、取引等において緊密な関係があることにより当該会社等の意思と同一の内容の議決権を行使すると認められる者及び当該会社等の意思と同一の内容の議決権を行使することに同意している者が保有している議決権とを合わせて、当該他の会社等の議決権の過半数を占めていること。

(a) that the voting rights held by the Company, etc. on its own account, and by the voting rights held by any person having a close relationship with the Company, etc. in terms of equity, personnel affairs, funding, technology, business transactions, etc. and therefore being likely to exercise the voting rights in concert with the intention of the Company, etc. and by any person having consented to exercise the voting rights in concert with the intention of the Company, etc. constitute a majority of the voting rights in such other Company, etc.;

ロ 当該会社等の役員若しくは使用人である者又はこれらであった者であって当該会社等が当該他の会社等の財務及び営業又は事業の方針の決定に関して影響を与えることができるものが、当該他の会社等の取締役会その他これに準ずる機関の構成員の過半数を占めていること。

(b) that the officers or employees of the Company, etc. or persons that have formerly been in such positions and would have an influence on the decision of such other Company, etc. with regard to its financial policies and operational or business policies constitute a majority of the members



of the board of directors or any other organ equivalent thereto of such other Company, etc.;

ハ 当該会社等と当該他の会社等との間に当該他の会社等の重要な財務及び営業又は事業の方針の決定を支配する契約等が存在すること。

(c) that there exist a contract, etc. concluded between the Company, etc. and such other Company, etc. which provides for control over decision of such other Company, etc. with regard to any important financial, operational or business policies;

ニ 当該他の会社等の資金調達額（貸借対照表の負債の部に計上されているものに限る。）の総額の過半について当該会社等が融資（債務の保証及び担保の提供を含む。ニ及び次条第二号ロにおいて同じ。）を行っていること（当該会社等と出資、人事、資金、技術、取引等において緊密な関係のある者が行う融資の額を合わせて資金調達額の総額の過半となる場合を含む。）。

(d) that the Company, etc. has financed (including the provision of a guarantee of obligation and the provision of securities; the same applies in (d) and Article 34, item (ii), (b)) more than half of the total amount of funds procured by such other Company, etc. (limited to the amount inserted into the liability section of the balance sheet) (including cases when the amount financed by the Company, etc., and the amount financed by a person with a close relationship with the Company, etc. in terms of equity, personnel affairs, funding, technology, business transactions, etc. constitutes more than half of the total amount of the funds procured); or

ホ その他当該会社等が当該他の会社等の意思決定機関を支配していることが推測される事実が存在すること。

(e) that there exists any other fact implying that the Company, etc. controls the Decision-Making Body of such other Company, etc.;

三 会社等が自己の計算において保有している議決権と当該会社等と出資、人事、資金、技術、取引等において緊密な関係があることにより当該会社等の意思と同一の内容の議決権を行使すると認められる者及び当該会社等の意思と同一の内容の議決権を行使することに同意している者が保有している議決権とを合わせて、他の会社等の議決権の過半数を占めている場合（当該会社等が自己の計算において議決権を保有していない場合を含む。）における当該会社等であって、前号ロからホまでに掲げるいずれかの要件に該当するもの

(iii) the Company, etc. which falls under any of the requirements specified in (b) through (e) of the preceding item, in cases when the voting rights held by the Company, etc. on its own account, and by the voting rights held by any person having a close relationship with the Company, etc. in terms of equity, personnel affairs, funding, technology, business transactions, etc. and therefore being likely to exercise its voting rights in concert with the intention of the Company, etc. and by any person having consented to exercise the voting rights in concert with the intention of the Company, etc.

constitute a majority of the voting rights in another Company, etc. (including cases when the Company, etc. does not hold voting rights on its own account).

2 特別目的会社（資産の流動化に関する法律（平成十年法律第百五号）第二条第三項に規定する特定目的会社及び事業内容の変更が制限されているこれと同様の事業を営む事業体をいう。以下同じ。）については、適正な価額で譲り受けた資産から生ずる収益を当該特別目的会社が発行する証券の所有者（同条第十二項に規定する特定借入れに係る債権者を含む。）に享受させることを目的として設立されており、当該特別目的会社の事業がその目的に従って適切に遂行されているときは、当該特別目的会社に資産を譲渡した会社等（以下この項において「譲渡会社等」という。）から独立しているものと認め、前項の規定にかかわらず、譲渡会社等の子会社等に該当しないものと推定する。

(2) Notwithstanding the provisions of the preceding paragraph, with regard to a Special Purpose Company (meaning a specific purpose defined in Article 2, paragraph (3) of the Act on Securitization of Assets (Act No. 105 of 1998) and an entity conducting the business equivalent thereto with a restriction on the change of business contents; the same applies hereinafter), if the purpose of the incorporation thereof is to make the owners of the securities it issues (including the creditors of the specific borrowing defined in paragraph (12) in that Article) enjoy the profit generating from assets that the Special Purpose Company has acquired at a fair value, and if the business thereof is properly implemented in compliance with such purpose, such Special Purpose Company is regarded as being independent of the Companies, etc. which transferred the assets to it (hereinafter referred to as the "Transferor Company, etc." in this paragraph), and is presumed not to fall under the category of a Subsidiary Company, etc. of the Transferor Company, etc.

（関連会社等となる者）

(Persons Classed as Affiliated Companies)

第三十四条 令第十五条の十六第四項に規定する内閣府令で定めるものは、次に掲げるものとする。ただし、財務上又は営業上若しくは事業上の関係からみて会社等（当該会社等の子会社等を含む。）が子会社等以外の他の会社等の財務及び営業又は事業の方針の決定に対して重要な影響を与えることができないことが明らかであると認められるときは、この限りでない。

Article 34 The Affiliated Companies, etc. to be specified by Cabinet Office Order as referred to in Article 15-16, paragraph (4) of the Order are as follows; provided, however, that this does not apply to cases when it is clearly found that the Company, etc. (including a Subsidiary Company, etc. of such Company, etc.) is unable to have any material impact on the decision on the financial policies and operational or business policies of another Company etc. except for a Subsidiary Company, etc., in light of its financial, operational or business relationship therewith:

一 会社等（当該会社等の子会社等を含む。）が子会社等以外の他の会社等（破産手続開始の決定、再生手続開始の決定又は更生手続開始の決定を受けた子会社等以外の他の会社等その他これらに準ずる子会社等以外の他の会社等であって、当該会社等がその財務及び営業又は事業の方針の決定に対して重要な影響を与えることができないと認められるものを除く。以下この条において同じ。）の議決権の百分の二十以上を自己の計算において保有している場合における当該子会社等以外の他の会社等

(i) the other Company, etc. except for a Subsidiary Company, etc., in cases when a Company, etc. (including a Subsidiary Company, etc. of such Company, etc.) holds on its own account 20 percent or more of the voting rights in such other Company, etc. except for a Subsidiary Company, etc. (excluding another Company, etc. except for a Subsidiary Company, etc. which has been subject to an order for the commencement of bankruptcy proceedings, order for the commencement of rehabilitation proceedings or order for the commencement of reorganization proceedings, or another Company, etc. except for a Subsidiary Company, etc. equivalent thereto, in which case it is found that the Company, etc. would not be able to give any material impact on the decision on its financial policies and operational or business policies; hereinafter the same applies in this Article);

二 会社等（当該会社等の子会社等を含む。）が子会社等以外の他の会社等の議決権の百分の十五以上、百分の二十未満を自己の計算において保有している場合における当該子会社等以外の他の会社等であって、次に掲げるいずれかの要件に該当するもの

(ii) the other Company, etc. except for a Subsidiary Company, etc. which falls under any of the following requirements, in cases when the Company, etc. (including a Subsidiary Company, etc. of such Company, etc.) holds on its own account 15 percent or more but less than 20 percent of the voting rights in another Company, etc. except for a Subsidiary Company, etc.:

イ 当該会社等の役員若しくは使用人である者又はこれらであった者であって当該会社等がその財務及び営業又は事業の方針の決定に関して影響を与えることができるものが、その取締役若しくは執行役又はこれらに準ずる役職に就任していること。

(a) that any Officer or employee of the Company, etc. or any person that has formerly been in such a position and is able to give an impact on decision of its financial policies and operational or business policies of has assumed the position of its director, executive officer or any other position;

ロ 当該会社等から重要な融資を受けていること。

(b) that any important loan has been granted by the Company, etc.;

ハ 当該会社等から重要な技術の提供を受けていること。

(c) that any important technology is furnished by the Company, etc.;

ニ 当該会社等との間に重要な販売、仕入れその他の営業上又は事業上の取引があ

ること。

(d) that there exists any important operational or business transaction with the Company, etc. in regard to distribution, purchasing or others; or

ホ その他当該会社等がその財務及び営業又は事業の方針の決定に対して重要な影響を与えることができることが推測される事実が存在すること。

(e) that there exists any other fact implying that the Company, etc. is able to have a material impact on the decision on its financial, operational or business policies;

三 会社等（当該会社等の子会社等を含む。）が自己の計算において保有している議決権と当該会社等と出資、人事、資金、技術、取引等において緊密な関係があることにより当該会社等の意思と同一の内容の議決権を行使すると認められる者及び当該会社等の意思と同一の内容の議決権を行使することに同意している者が保有している議決権とを合わせて、子会社等以外の他の会社等の議決権の百分の二十以上を占めている場合（当該会社等が自己の計算において議決権を保有していない場合を含む。）における当該子会社等以外の他の会社等であって、前号イからホまでに掲げるいずれかの要件に該当するもの

(iii) the other Company, etc. except for a Subsidiary Company, etc. which falls under any of the requirements listed in (a) through (e) of the preceding item, in cases when 20 percent or more of the voting rights in such other Company except for a Subsidiary Company, etc. is constituted by the voting rights held by the Company, etc. (including a Subsidiary Company, etc. of such Company, etc.) on its own account, and by the voting rights held by any person having a close relationship with the Company, etc. in terms of equity, personnel affairs, funding, technology, business transactions, etc. and therefore is likely to exercise the voting rights in concert with the intention of the Company, etc. and by any person having consented to exercise the voting rights in concert with the intention of the Company, etc. (including cases when the Company, etc. does not hold voting rights on its own account).

（議決権の保有の判定）

（Criteria for Determining Holding Voting Rights）

第三十五条 令第十五条の十六第五項に規定する議決権の保有の判定に当たって、保有する議決権には、他人（仮設人を含む。第二百三条第一項において同じ。）の名義によって保有する議決権及び次に掲げる場合における株式又は出資（以下この条において「株式等」という。）に係る議決権を含むものとする。

Article 35 (1) For the purpose of the determining holding voting rights as set forth in Article 15-16, paragraph (5) of the Order, the voting rights held are to include the voting rights held under the name of any other person (or under a fictitious name; the same applies in Article 203, paragraph (1)), and the voting rights pertaining to shares or equity in any of the following cases (hereinafter referred to as the "Shares, etc." in this Article):

- 一 金銭の信託契約その他の契約又は法律の規定に基づき、会社等の議決権を行使することができる権限又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を有する場合
- (i) cases when a person has been granted the authority to exercise the voting rights in the Company, etc. or the authority to give instructions as to the exercise thereof, under the provisions of a contract such as a monetary trust agreement or the laws;
- 二 令第十五条の十に定める特別の関係にある者が会社等の議決権を保有する場合
- (ii) cases when any person in special relationship as set forth in Article 15-10 of the Order holds the voting rights in the Company, etc.;
- 三 社債、株式等の振替に関する法律第四百七条第一項又は第四百八条第一項（これらの規定を同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。）の規定によりその保有する株式等（この項の規定により令第十五条の十六第一項第四号の特定個人株主が保有する議決権に含むものとされる議決権に係る株式等を含む。）を発行者に対抗することができない場合
- (iii) in cases when, pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Transfer of Corporate Bonds, Shares, etc. (including cases when these 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 parts pertaining to item (ii) of that Act), a person may not assert the Shares, etc. held by such person (including the Shares, etc. pertaining to the voting rights which, pursuant to the provisions of this paragraph, are to be included in the voting rights held by the Specified Individual Shareholder set forth in Article 15-16, paragraph (1), item (iv) of the Order) against the Issuer thereof.
- 2 前項の保有する議決権からは、同項の規定にかかわらず、次に掲げる株式等に係る議決権を除くものとする。
- (2) Notwithstanding the provisions of the preceding paragraph, the voting rights held as set forth in that paragraph are not to include the voting rights pertaining to the following Shares, etc.:
- 一 法人の代表権を有する者又は法人の代理権を有する支配人が、当該代表権又は代理権に基づき、議決権を行使することができる権限若しくは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場合における当該法人の所有する株式等
- (i) the Shares, etc. owned by a corporation, in cases when a person with the authority of representation for such corporation or a manager having the authority to act as an agent therefor has been granted the authority to exercise the voting rights or to give instruction as to the exercise thereof or the authority required for making an investment, based on such authority of representation or authority to act as an agent;

二 相続人が相続財産として所有する株式等（当該相続人（共同相続の場合を除く。）が単純承認（単純承認をしたものとみなされる場合を含む。）若しくは限定承認を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。）

(ii) the Shares, etc. owned by heirs as their inherited property (limited to the Shares, etc. owned prior to the day when the heir (excluding the case of a joint inheritance) gave an unqualified acceptance (including cases when an unqualified acceptance is deemed to have been given) or a qualified acceptance, or the Shares, etc. which the coheirs of such inherited property have not yet divided).

### 第三款 主要株主

#### Subsection 3 Major Shareholders

（対象議決権保有届出書の提出）

(Submission of Notification of Holding Subject Voting Rights)

第三十六条 法第三十二条第一項の規定により同項の対象議決権保有届出書を提出する者は、別紙様式第八号により作成した対象議決権保有届出書に、当該対象議決権保有届出書の写し及び同条第二項の規定により当該対象議決権保有届出書に添付すべき書類を添付して、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）第六条第一項第五号前段に規定する居住者をいう。以下この款において同じ。）にあってはその本店等の所在地（個人である場合にあっては、その住所又は居所）を管轄する財務局長（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、福岡財務支局長）に、非居住者（同法第六条第一項第六号に規定する非居住者をいう。以下この款及び第二百八条において同じ。）にあっては関東財務局長に提出しなければならない。

Article 36 A person that submits a notification of holding Subject Voting Rights as set forth in Article 32, paragraph (1) of the Act pursuant to that paragraph must submit such notification prepared in accordance with Appended Form No. 8, attaching a copy thereof as well as the documents to be attached thereto under paragraph (2) of that Article, to the Director-General of a Local Finance Bureau with jurisdiction over the location of the Head Office, etc. (in the case of an individual, the domicile or residence) (or, in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof), in the case of a Resident (meaning the resident set forth in the first sentence of Article 6, paragraph (1), item (v) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949); hereinafter the same applies in this Subsection); or, to the Director-General of the Kanto Finance Bureau, in the case of a Non-Resident (meaning a non-resident as set forth in Article 6, paragraph (1), item (vi) of that Act; hereinafter the same applies in this Subsection and in Article 208).

(対象議決権保有届出書の記載事項等)

**(Matters to Be Specified in Notifications of Holding Subject Voting Rights)**

第三十七条 法第三十二条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 37 (1) The matters to be specified by Cabinet Office Order as referred to in Article 32, paragraph (1) of the Act are as follows:

一 商号、名称又は氏名

(i) the trade name or name;

二 本店又は主たる事務所の所在地（個人にあつては、住所又は居所）

(ii) the location of the head office or principal office (in the case of an individual, the domicile or residence);

三 法人であるときは、代表者の氏名

(iii) in the case of a corporation, the name of its representative; and

四 保有する議決権の数

(iv) the number of voting rights held.

2 法第三十二条第一項の総株主等の議決権の数は、対象議決権（法第二十九条の四第二項に規定する対象議決権をいう。）を保有することとなった日の総株主等の議決権（法第二十九条の四第二項に規定する総株主等の議決権をいう。以下同じ。）の数とする。ただし、当該総株主等の議決権の数を知ることが困難な場合には、直近の有価証券報告書等（法第二十四条第一項に規定する有価証券報告書、法第二十四条の四の七第一項に規定する四半期報告書又は法第二十四条の五第一項に規定する半期報告書をいう。以下この項において同じ。）に記載された総株主等の議決権の数（有価証券報告書等が提出されていない場合にあっては、商業登記簿その他の書類の記載内容により計算された総株主等の議決権の数）とすることができる。

(2) The number of Voting Rights Held by All the Shareholders, etc. set forth in Article 32, paragraph (1) of the Act is the number of Voting Rights Held by All the Shareholders, etc. (meaning the Voting Rights Held by All the Shareholders, etc. as prescribed in Article 29-4, paragraph (2) of the Act; the same applies hereinafter) as of the day when the person comes to hold the Subject Voting Rights (meaning the Subject Voting Rights prescribed in Article 29-4, paragraph (2) of the Act); provided, however, that if it is difficult to identify the number of Voting Rights Held by All the Shareholders, etc., the number of Voting Rights Held by All the Shareholders, etc. stated in the latest Annual Securities Report, etc. (meaning the Annual Securities Report prescribed in Article 24, paragraph (1) of the Act, the Quarterly Securities Report prescribed in Article 24-4-7, paragraph (1) of the Act or the Semiannual Securities Report prescribed in Article 24-5, paragraph (1) of the Act; hereinafter the same applies in this paragraph) (in cases when the Annual Securities Reports, etc. have not been submitted, the number of the Voting Rights Held by All the Shareholders, etc. calculated based on the particulars

contained in the commercial registry or any other document) may be stated.

(対象議決権保有届出書の添付書類)

(Documents to Be Attached to Notifications of Holding Subject Voting Rights)

第三十八条 法第三十二条第二項に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 38 The documents to be specified by Cabinet Office Order as referred to in Article 32, paragraph (2) of the Act are as follows:

一 個人であるときは、住民票の抄本（本籍の記載のあるものに限る。）又はこれに代わる書面

(i) in the case of an individual, an extract copy of the certificate of residence (limited to that containing information on the registered domicile), or any other document in lieu thereof; and

二 法人であるときは、登記事項証明書又はこれに代わる書面

(ii) in the case of a corporation, its certificate of registered matters, or any other document in lieu thereof.

(特定主要株主となった旨の届出)

(Notification about Becoming a Specified Major Shareholder)

第三十八条の二 法第三十二条第三項の規定により届出を行う金融商品取引業者の特定主要株主（同条第四項に規定する特定主要株主をいう。以下この条及び第三十八条の五において同じ。）以外の主要株主は、別紙様式第八号の二により作成した特定主要株主となった旨の届出書に、当該届出書の写しを添付して、居住者にあつてはその本店等の所在地（個人である場合にあつては、その住所又は居所）を管轄する財務局長（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つては、福岡財務支局長）に、非居住者にあつては関東財務局長に提出しなければならない。

Article 38-2 A Major Shareholder other than a Specified Major Shareholder of a Financial Instruments Business Operator that makes notification pursuant to the provisions of Article 32, paragraph (3) of the Act (meaning the Specified Major Shareholder as defined in paragraph (4) of that Article; hereinafter the same applies in this Article and Article 38-5) must submit a notification about becoming a Specified Major Shareholder, which is prepared pursuant to Appended Form No. 8-2, attached with a copy of the notification, to the Director-General of a Local Finance Bureau with jurisdiction over the location of such Major Shareholder's Head Office, etc. (in cases of an individual, the address or residence) in the case of a resident (in cases when the location is in the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof), or to the Director-General of the Kanto Finance Bureau in the case of a Non-Resident.

(親会社等となる者)



**(Persons Falling Under the Category of Parent Company)**

第三十八条の三 令第十五条の十六の二第二項に規定する内閣府令で定めるものは、次に掲げるもの（財務計算に関する書類の内容に影響を与えないものに係る場合におけるものを除く。）とする。

**Article 38-3** The companies provided for by Cabinet Office Order defined in Article 15-16-2, paragraph (2) of the Order are the following persons (excluding those in cases related to companies that do not have an impact on the content of the documents related to financial accounting):

一 財務諸表等の用語、様式及び作成方法に関する規則（昭和三十八年大蔵省令第五十九号。以下「財務諸表等規則」という。）第八条第三項に規定する親会社

(i) a Parent Company defined in Article 8, paragraph (3) of the Regulation on the Terminology, Forms, and Means of Preparation of Financial Statements, etc. (Order of the Ministry of Finance No. 59 of 1963; hereinafter referred to as the "Regulation on Financial Statements, etc."); and

二 指定国際会計基準（連結財務諸表の用語、様式及び作成方法に関する規則（昭和三十八年大蔵省令第二十八号）第九十三条に規定する指定国際会計基準をいう。以下同じ。）その他外国における公正妥当な企業会計の基準又は慣行において、財務計算に関する書類の作成上前号に掲げるものと同様に取り扱われているもの

(ii) a company that is treated the same as those listed in the preceding item when preparing documents related to financial accounting under the Designated International Accounting Standards (meaning the Designated International Accounting Standards defined in Article 93 of the Regulation on the Terminology, Forms, and Preparation Means of Consolidated Financial Statements (Order of the Ministry of Finance No. 28 of 1976; the same applies hereinafter)) and other fair and appropriate standards or practices of corporate accounting standards in a foreign state.

（関連会社等となる者）

**(Persons Classed as Affiliated Companies)**

第三十八条の四 令第十五条の十六の二第三項に規定する内閣府令で定めるものは、次に掲げるもの（財務計算に関する書類の内容に影響を与えないものを除く。）とする。

**Article 38-4** The Affiliated Companies, etc. provided for by Cabinet Office Order as defined in Article 15-16-2, paragraph (3) of the Order are the following companies (excluding companies that have no impact on the content of documents related to financial accounting):

一 財務諸表等規則第八条第五項に規定する関連会社

(i) Affiliated Companies defined in Article 8, paragraph (5) of the Regulation on Financial Statements, etc.; and

二 指定国際会計基準その他外国における公正妥当な企業会計の基準又は慣行において、財務計算に関する書類の作成上前号に掲げるものと同様に取り扱われているもの

(ii) a company that is treated the same as those listed in the preceding item when preparing documents related to financial accounting under the Designated International Accounting Standards and other fair and appropriate standards or practices of corporate accounting standards in a foreign state.

(特定主要株主以外の主要株主となった旨の届出)

**(Notification about Becoming a Major Shareholder Other Than a Specified Major Shareholder)**

第三十八条の五 法第三十二条の三第二項の規定により届出を行う金融商品取引業者の特定主要株主は、別紙様式第八号の三により作成した特定主要株主以外の主要株主となった旨の届出書に、当該届出書の写しを添付して、居住者にあつてはその本店等の所在地（個人である場合にあつては、その住所又は居所）を管轄する財務局長（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つては、福岡財務支局長）に、非居住者にあつては関東財務局長に提出しなければならない。

**Article 38-5 A Specified Major Shareholder of a Financial Instruments Business Operator that makes notification pursuant to the provisions of Article 32-3, paragraph (2) of the Act must submit a notification about becoming a Major Shareholder other than a Specified Major Shareholder, which is prepared pursuant to Appended Form No. 8-3, attached with a copy of the notification, to the Director-General of a Local Finance Bureau with jurisdiction over the location of such Major Shareholder's Head Office, etc. (in cases of an individual, the address or residence) in the case of a resident (in cases when the location is in the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof), or to the Director-General of the Kanto Finance Bureau in the case of a Non-Resident.**

(準用)

**(Application Mutatis Mutandis)**

第三十九条 第三十六条から第三十八条までの規定は、法第三十二条の四において法第三十二条第一項及び第二項の規定を準用する場合について準用する。

**Article 39 The provisions of Articles 36 through 38 apply mutatis mutandis to cases when the provisions of Article 32, paragraphs (1) and (2) of the Act are applied mutatis mutandis pursuant to Article 32-4 of the Act.**

#### **第四款 登録金融機関**

#### **Subsection 4 Registered Financial Institutions**

(特定社債券に準ずる有価証券)

**(Securities Equivalent to Specified Corporate Bond Certificates)**

第四十条 令第十五条の十七第一項第二号に規定する内閣府令で定めるものは、次に掲

げる要件のすべてに該当するものとする。

**Article 40** The Securities to be specified by Cabinet Office Order as referred to in Article 15-17, paragraph (1), item (ii) of the Order are those which satisfy all of the following requirements:

一 その有価証券の発行を目的として設立され、又は運営される法人に直接又は間接に所有者から譲渡される資産（次号において「譲渡資産」という。）が存在すること。

(i) that there exist assets to be transferred directly or indirectly from the owner to a corporation incorporated or managed for the purpose of the issuance of such Securities (such assets are hereinafter referred to as the "Transferred Assets" in the following item); and

二 前号に規定する法人がその有価証券を発行し、当該有価証券（当該有価証券の借換えのために発行されるものを含む。）上の債務の履行について譲渡資産の管理、運用又は処分を行うことにより得られる金銭を充てること。

(ii) that the corporation set forth in the preceding item issues such Securities, and appropriates the money generated from the management, investment or disposition of the Transferred Assets for the performance of the obligations arising from such Securities (including the Securities issued for purpose of the refinancing of such Securities).

（短期社債等に準ずる有価証券）

(Securities Equivalent to Short-Term Bonds)

第四十一条 令第十五条の十七第三項に規定する内閣府令で定めるものは、次に掲げるものとする。

**Article 41** The Securities to be specified by Cabinet Office Order as referred to in Article 15-17, paragraph (3) of the Order are as follows:

一 振替外債（社債、株式等の振替に関する法律第二百二十七条において準用する同法第六十六条（第一号を除く。）に規定する振替外債をいう。以下この号において同じ。）のうち、次に掲げる要件のすべてに該当するもの

(i) Book-entry Transfer Foreign Bonds (meaning a Book-entry Transfer Foreign Bond as prescribed in Article 66 (excluding item (i)) of the Act on Transfer of Corporate Bonds, Shares, etc. as applied mutatis mutandis pursuant to Article 127 of that Act; hereinafter the same applies in this item) which satisfy all of the following requirements:

イ 円建てで発行されるものであること。

(a) that the Book-entry Foreign Bonds are yen-denominated;

ロ 各振替外債の金額が一億円を下回らないこと。

(b) that the amount of each Book-entry Transfer Foreign Bond is not less than 100 million yen;

ハ 元本の償還について、振替外債の総額の払込みのあった日から一年未満の日とする確定期限の定めがあり、かつ、分割払の定めがないこと。

(c) that there are provisions setting forth that the fixed due date for the redemption of principal is the day on which less than one year has elapsed from the day of paying-in of the total amount of the Book-entry Transfer Foreign Bonds, and that there are no provisions setting forth that the redemption of principal be made in installments; and

ニ 利息の支払期限を、ハの元本の償還期限と同じ日とする旨の定めがあること。

(d) that there are provisions setting forth that the due date for the interest payment is the same date as the due date for the redemption of principal as set forth in (c);

二 前条各号に掲げる要件のすべてに該当するもの（前号に掲げるものを除く。）

(ii) the Securities which satisfy all of the requirements listed in the items of the preceding Article (limited to those specified in the preceding item).

(株券等に準ずる有価証券)

(Securities Equivalent to Share Certificates)

第四十二条 令第十五条の十八第一号に規定する内閣府令で定める有価証券は、社債券であつて、株券（優先出資証券（協同組織金融機関の優先出資に関する法律に規定する優先出資証券をいう。以下同じ。）を含む。）、新株予約権証券又は新株予約権付社債券により償還することができる旨の特約が付されているもの（当該社債券の発行会社以外の会社が発行したこれらの有価証券により償還することができる旨の特約が付されているものに限る。）とする。

Article 42 The Securities to be specified by Cabinet Office Order as referred to in Article 15-18, item (i) of the Order are the corporate bond certificate with special provisions setting forth that redemption by means of Share Certificates (including Preferred Equity Securities (meaning the Preferred Equity Securities prescribed in the Act on Preferred Equity Investment by Cooperative Structured Financial Institutions; the same applies hereinafter)), share option certificates or bonds with share options may be made (limited to the corporate bond certificates with special provisions setting forth that redemption may be made by means of the aforementioned Securities issued by a company other than the issuer company of such corporate bond certificates).

(登録の申請)

(Application for Registration)

第四十三条 法第三十三条の二の登録を受けようとする者は、別紙様式第九号により作成した法第三十三条の三第一項の登録申請書に、当該登録申請書の写し及び同条第二項又は第三項の規定により当該登録申請書に添付すべき書類又は電磁的記録を添付して、その者の本店等の所在地を管轄する財務局長（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つては、福岡財務支局長）に提出しなければならない。

Article 43 A person that intends to obtain the registration under Article 33-2 of the Act must submit to the Director-General of a Local Finance Bureau with

jurisdiction over the location of such person's Head Office, etc. (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof) a written application for registration set forth in Article 33-3, paragraph (1) of the Act prepared in accordance with Appended Form No. 9, attaching a copy thereof and the documents or Electronic or Magnetic Record to be attached thereto pursuant to the provisions of paragraph (2) or (3) of that Article.

(登録申請書の記載事項)

(Matters to Be Stated in Written Application for Registration)

第四十四条 法第三十三条の三第一項第九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 44 The matters to be specified by Cabinet Office Order as referred to in Article 33-3, paragraph (1), item (ix) of the Act are as follows:

一 使用人のうち次のいずれかに該当する者があるときは、その者の氏名

(i) in cases when any of the employees of the applicant for registration falls under any of the following, the name of such employee:

イ 登録金融機関業務に関し、法令等を遵守させるための指導に関する業務を統括する者及び部長、次長、課長その他いかなる名称を有する者であるかを問わず、当該業務を統括する者の権限を代行し得る地位にある者

(a) a person that supervises the affairs related to instructions for ensuring compliance with the Laws and Regulations in regard to the Registered Financial Institution Business; and a person that holds a position whereby the person may exercise the authority on behalf of the person that supervises such affairs, such as a general manager, vice-chief, section manager or any other person, irrespective of the job title;

ロ 投資助言業務又は投資運用業に関し、助言又は運用（その指図を含む。以下同じ。）を行う部門を統括する者及び金融商品の価値等の分析に基づく投資判断を行う者

(b) a person that supervises the section in charge of carrying out advise and investment (including the provision of an instruction thereon; the same applies hereinafter) and a person that makes an Investment Decision based on analysis of the Value of Financial Instruments and other factors, in connection with the Investment Advisory Business or Investment Management Business;

二 法第三十七条の七第一項第五号イに定める業務に係る手続実施基本契約を締結する措置を講ずる当該手続実施基本契約の相手方である指定紛争解決機関の商号又は名称並びに加入する金融商品取引業協会及び対象事業者となる認定投資者保護団体の名称

(ii) the trade name or name of the Designated Dispute Resolution Organization with which a Basic Contract for Implementation of Dispute Procedures is

concluded for the purpose of taking the measures to conclude such Contract for Implementation of Dispute Procedures pertaining to the business specified in Article 37-7, paragraph (1), item (v), (a) of the Act and the name of the Financial Instruments Firms Association of which the applicant for registration is to become a member; and the name of the Certified Investor Protection Organization of which the applicant for registration is to become a Target Business Operator;

三 会員等となる金融商品取引所の名称又は商号

(iii) the name or trade name of the Financial Instruments Exchange of which the applicant for registration is to become a Member, etc.;

四 法第三十三条の二第一号又は第二号に掲げる行為を業として行う場合には、次に掲げる事項

(iv) in cases when the applicant for registration intends to conduct any of the acts specified in Article 33-2, item (i) or (ii) of the Act in the course of trade, the following matters:

イ その旨

(a) to that effect;

ロ 法第三十三条第二項第五号に掲げる取引について、同号に定める行為を業として行う場合には、その旨

(b) in cases when the applicant for registration intends to conduct in the course of trade the act specified in Article 33, paragraph (2), item (v) of the Act with regard to the transaction specified in that item, to that effect;

四の二 電子取引基盤運營業務を行う場合には、その旨

(iv)-2 in cases of conducting Electronic Trading Platform Management Services, to that effect;

五 商品関連業務を行う場合には、その旨

(v) in cases of conducting Commodity-Related Businesses, to that effect;

六 金融商品仲介業務を行う場合には、委託金融商品取引業者（金融商品仲介業務の委託を受ける第一種金融商品取引業を行う金融商品取引業者をいう。第二百七十五条第一項第二十七号を除き、以下同じ。）の商号

(vi) in cases when the applicant for registration intends to conduct any Financial Instruments Intermediary Service Operation, the trade name of the Entrusting Financial Instruments Business Operator (meaning the Financial Instruments Business Operator engaged in a Type-I Financial Instruments Business from which the applicant for registration accepts the entrustment of a Financial Instruments Intermediary Service Operation; the same applies hereinafter except in Article 275, paragraph (1), item (xxvii));

七 商品投資関連業務を行う場合には、次に掲げる事項

(vii) in cases when the applicant for registration intends to conduct a Business Related to Commodities Investment, the following matters:

イ その旨

(a) to that effect;

ロ その行う商品投資関連業務が令第三十七条第一項第二号ロに掲げる物品又は農林水産関係商品等のみに係るものである場合には、その旨

(b) in cases when the Business Related to Commodities Investment to be conducted by the applicant for registration only pertains to the goods specified in Article 37, paragraph (1), item (ii), (b) of the Order or the Agriculture, Forestry and Fisheries Goods, etc., to that effect;

ハ その行う商品投資関連業務が令第三十七条第一項第二号ハからホまでに掲げる物品又は経済産業関係商品等のみに係るものである場合には、その旨

(c) in cases when the Business Related to Commodities Investment to be conducted by the applicant for registration only pertains to the goods specified in Article 37, paragraph (1), item (ii), (c) through (e) of the Order or the Economy, Trade and Industry Goods, etc., to that effect; and

ニ 競走用馬投資関連業務を行う場合には、その旨

(d) in cases when the applicant for registration intends to conduct a Business Related to Investment in Racehorses, to that effect;

八 法第百九十四条の六第二項各号に掲げる行為を業として行う場合には、その旨

(viii) in cases when the applicant for registration intends to conduct the acts listed in the items of Article 194-6, paragraph (2) of the Act in the course of trade, to that effect;

九 不動産信託受益権等売買等業務を行う場合には、その旨

(ix) in cases when the applicant for registration intends to conduct a Business of Transaction, etc. of Beneficial Interest in Real Property Trust, to that effect;

十 不動産関連特定投資運用業を行う場合には、その旨

(x) in cases when the applicant for registration intends to conduct a Specified Investment Management Business Related to Real Property, to that effect; and

十一 本店等の名称及び所在地

(xi) the names and locations of its head office, etc.

(業務の内容及び方法)

(Contents and Means of Business)

第四十五条 法第三十三条の三第二項第二号に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 45 The contents and means of a business to be specified by Cabinet Office Order as referred to in Article 33-3, paragraph (2), item (ii) of the Act are as follows:

一 業務運営に関する基本原則

(i) the basic principles of business operation;

二 業務執行の方法

- (ii) the means of execution of business;
  - 三 業務分掌の方法
- (iii) the means of allocation of business operation;
  - 四 業として行う金融商品取引行為の種類
- (iv) types of acts that constitute Financial Instruments Transactions to be conducted in the course of trade;
  - 五 苦情の解決のための体制（法第三十七条の七第一項第五号ロに定める業務に関する苦情処理措置及び紛争解決措置の内容を含む。）
- (v) the system for handling complaints (including the contents of the Complaint Processing Measures and Dispute Resolution Measures concerning the business specified in Article 37-7, paragraph (1), item (v), (b) of the Act);
  - 六 法第三十三条の二各号に掲げる行為を業として行う場合には、次に掲げる事項
- (vi) in cases when the applicant for registration intends to conduct any of the acts listed in the items of Article 33-2 of the Act in the course of trade, the following matters:
  - イ 取り扱う有価証券及び業として行うデリバティブ取引の種類（商品関連業務を行う場合にあつては、取引の対象とする商品又は商品に係る金融指標を含む。）
    - (a) the types of the Securities to be handled, and the type of the Derivative Transactions to be conducted in the course of trade (in cases of conducting Commodity-Related Business, including the Commodities for transactions or indicators pertaining to the Commodities);
    - ロ 法第二条第二項第一号又は第二号に掲げる権利を取り扱うときは、当該権利に係る信託財産の種類
    - (b) in cases when the applicant for registration intends to handle the rights specified in Article 2, paragraph (2), item (i) or (ii) of the Act, the type of the trust property pertaining to such rights;
      - ハ 法第二条第二項第五号又は第六号に掲げる権利を取り扱うときは、当該権利に係る出資対象事業の概要
    - (c) in cases when the applicant intends to handle the rights specified in Article 2, paragraph (2), item (v) or (vi) of the Act, the outline of the Invested Business pertaining to such rights;
      - ニ 損失の危険の管理方法
    - (d) the means of risk management concerning loss;
      - ホ 法第三十三条第二項第一号に掲げる有価証券について有価証券の元引受けに係る業務を行う場合には、次に掲げる事項
    - (e) in cases when the applicant for registration intends to conduct a business related to the Wholesale Underwriting of Securities with regard to the Securities specified in Article 33, paragraph (2), item (i) of the Act, the following matters:
      - (1) 当該業務を管理する責任者の氏名及び役職名
      - 1. the name and title of the person responsible for management of the



- business;
- (2) 当該業務を行う部署の名称及び組織の体制
2. the name and organizational structure of the section in charge of the business;
  - (3) 当該業務に係る損失の危険相当額の算定方法
3. the means of calculating the Value of Loss Risk Equivalent pertaining to the business;
  - (4) 当該業務に係る損失の危険相当額の限度枠の設定及び適用方法
4. the means of establishment and application of a ceiling on the Value of Loss Risk Equivalent pertaining to the business;
  - (5) 当該業務に係る損失の危険相当額の算定及び限度枠の管理を行う部署の名称及び体制
5. the name and structure of the section in charge of calculating the Value of Loss Risk Equivalent pertaining to the business and management of the ceiling thereof;
  - (6) 当該業務の執行並びに損失の危険相当額及びその限度枠の適用状況について、検査を行う頻度、部署の名称及び体制
6. the frequency of inspection of the execution of the business, the Value of Loss Risk Equivalent and the status of the application of the ceiling thereof, and the name and structure of the section in charge of such inspection; and
  - (7) その他当該業務に係る損失の危険の管理に関する重要な事項
7. any other important matter related to the risk management concerning loss pertaining to the business;
- へ 法第三十三条第二項第五号に掲げる取引について同号に定める行為に係る業務を行う場合には、次に掲げる事項
- (f) in cases when the applicant for registration intends to conduct a business in relation to the act specified in Article 33, paragraph (2), item (v) of the Act in connection with the transaction specified in that item, the following matters:
- (1) 当該業務を管理する責任者の氏名及び役職名
1. the name and job title of the person responsible for the management of the business;
  - (2) 当該業務を行う部署の名称及び組織の体制
2. the name and organizational structure of the section in charge of the business;
  - (3) 当該業務に係る顧客との取引開始基準
3. the Conditions for Starting Transactions with the customers of the business;
  - (4) 当該業務に係る損失の危険相当額の算定方法及び算定の頻度（取引所金融商品市場における相場、金利、通貨の価格その他の指標の変動により発生

し得る損失の危険、取引の相手方の契約不履行その他の理由により発生し得る損失の危険及びこれらの理由以外の理由により発生し得る損失の危険ごとに記載すること。)

4. the means and frequency of calculating the Value of Loss Risk Equivalent pertaining to the business (such information is itemized by the risk of loss which may accrue due to fluctuations in indicators such as quotations on the Financial Instruments Exchange Market, interest rates or value of currencies, the risk of loss which may accrue due to a default in the performance of contracts by counterparties to the transactions and on any other reason, and the risk or loss which may accrue due to reasons other than on the aforementioned reasons);
  - (5) 当該業務に係る損失の危険相当額の限度枠の設定及び適用方法並びに取引の種類及び顧客の属性別の当該限度枠の設定及び適用方法
5. the means of the establishment and application of a ceiling on the Value of Loss Risk Equivalent pertaining to the business; and the means of the establishment and application for such ceiling classified in accordance with the types of transactions and categories of the customers;
  - (6) 当該業務に係る損失の危険相当額の算定及び限度枠の管理を行う部署の名称及び体制
6. the name and structure of the section in charge of calculating the Value of Loss Risk Equivalent pertaining to the business and management of the ceiling thereof;
  - (7) 当該業務に係る損失の危険相当額及びその限度枠の適用状況について、代表権を有する取締役若しくは執行役又は理事（外国法人にあっては、国内における営業所若しくは事務所に駐在する取締役若しくは執行役若しくはこれらに準ずる者又は国内における代表者）に報告する頻度
7. the frequency of reporting the Value of Loss Risk Equivalent pertaining to the business and the status of the application of the ceiling thereof to directors or executive officers with the authority of representation or board members (in the case of a foreign corporation, its directors, executive officers or any other person holding a position equivalent thereto that is stationed at the business office or other office in Japan, or its representative person in Japan);
  - (8) 当該業務に係る損失の危険相当額の算定の基礎となる資料の作成及び保存の方法
8. the means of the preparation and preservation of material which would serve as the basis of the calculation of the Value of Loss Risk Equivalent pertaining to the business;
  - (9) 当該業務の執行並びに損失の危険相当額及びその限度枠の適用状況について、検査を行う頻度、部署の名称及び体制

9. the frequency of inspection of the execution of the business, the Value of Loss Risk Equivalent and the status of the application of the ceiling thereof, and the name and structure of the section in charge of such inspection; and
- (10) その他当該業務に係る損失の危険の管理に関する重要な事項
10. any other important matter related to the risk management concerning loss pertaining to the business;
- 七 電子取引基盤運營業務を行う場合には、次に掲げる事項
- (vii) in cases when the applicant for registration intends to conduct an Electronic Trading Platform Management Service, the following matters:
- イ 電子取引基盤運營業務において行う特定店頭デリバティブ取引の種類及びその具体的内容
- (a) the types and specific details of the Specified Over-the-Counter Derivatives Transactions to be conducted in relation to the Electronic Trading Platform Management Service;
- ロ 電子取引基盤運營業務を管理する責任者の氏名及び役職名
- (b) the name and job title of the person responsible for the management of the Electronic Trading Platform Management Service;
- ハ 電子取引基盤運營業務を行う部署及び法第四十条の七第二項の規定に基づく公表に係る業務を行う部署（電子取引基盤運營業務の一部又は同項の規定に基づく公表に係る業務の一部を他の者に委託する場合にあっては、その者を含む。）の名称及び組織の体制
- (c) the name and organizational structure of the section in charge of the Electronic Trading Platform Management Service and the section in charge of the business relating to the publication under Article 40-7, paragraph (2) of the Act (in cases when a part of the Electronic Trading Platform Management Service or a part of the business relating to the publication under that paragraph is to be entrusted to any other person, including such person);
- ニ 電子取引基盤運營業務に係る顧客との取引開始基準及び顧客の管理方法
- (d) the Conditions for Starting Transactions with customers pertaining to the Electronic Trading Platform Management Service, and the means of management of the customers;
- ホ 料金に関する事項
- (e) matters relating to fees;
- ヘ 売付け及び買付けの気配その他価格情報を顧客に公表する方法（電子情報処理組織の使用その他の電子的方法に限る。）
- (f) the means of disclosing quotes for the sale or purchase and other pricing information to customers (limited to the means using an electronic data processing system or other electronic means);
- ト 取引価格の決定方法（特定店頭デリバティブ取引において当事者が想定元本と

して定めた金額が、第百二十五条の八第二項各号に掲げる特定店頭デリバティブ取引の効力が生じる日から当該効力が消滅する日までの期間の区分に応じ、当該各号に定める金額以下である場合には、次の（１）に掲げるもの又は次の（１）若しくは（２）に掲げるもののいずれかを顧客が選択することができるものに限る。）及び取引の成立の時期

(g) the method for deciding the transaction price (for a Specified Over-the-Counter Derivatives Transactions, if the amount designated by the party as a notional principal does not exceed the amount specified in the items of Article 125-8, paragraph (2) according to the categories of periods from the day when the Specified Over-the-Counter Derivatives Transaction takes effect to the day when such transaction ceases to be in effect as respectively specified in these items, limited to the means enabling customers to choose either the means specified in the following 1., or the means specified in the following 1. or 2., as well as the time when the transaction takes effect:

（１） への規定により公表された自己又は顧客の売付け及び買付けの気配に基づく価格を用いる方法

1. the means of using a price based on quotes for the sale or purchase of itself or customers publicized pursuant to the provisions of (f);

（２） 顧客の間の交渉（顧客の指定に基づき三以上の他の顧客に対して売付け又は買付けの気配の提示を求め、当該求めに応じ当該他の顧客が提示した売付け又は買付けの気配、への規定により公表された売付け又は買付けの気配及び自己が売付け又は買付けの気配を提示する場合における当該気配を当該顧客に通知した上で行うものに限る。）に基づく価格を用いる方法

2. the means of using a price determined based on a negotiation among customers (limited to a negotiation conducted after requesting three or more other customers designated by the customer to present quotes for the sale or purchase, and notifying the customer of the quotes for sale or purchase presented by the other customers in response to the request, the quotes for sale or purchase publicized pursuant to the provisions of (f) and the quotes if the applicant for registration presents the quotes for sale or purchase);

チ 法第四十条の七第二項の規定に基づく公表を行う方法

(h) the means of the public announcement under Article 40-7, paragraph (2) of the Act;

リ 電子取引基盤運營業務において使用する電子情報処理組織の概要、設置場所、容量及び保守の方法並びに当該電子情報処理組織に異常が発生した場合の対処方法

(i) the outline, location, volume and means of maintenance of the electronic data processing system to be used for the Electronic Trading Platform Management Service, and the means of handling of cases when there

- occurs any malfunction of such electronic data processing system;
- ヌ 電子取引基盤運營業務に係る決済の方法（法第百五十六条の六十二第一号又は第二号に掲げる取引に基づく債務を金融商品取引清算機関（当該金融商品取引清算機関が連携金融商品債務引受業務を行う場合には、連携清算機関等を含む。）又は外国金融商品取引清算機関に適切かつ迅速に負担させるための方法を含む。）及び顧客の契約不履行が生じた場合の対処方法
- (j) the means of settlement for the Electronic Trading Platform Management Service (including the means of ensuring that the obligations arising from the transactions specified in Article 156-62, item (i) or (ii) of the Act are assumed by a Financial Instruments Clearing Organization (including a Collaborating Clearing Organization, etc., in cases when the Financial Instruments Clearing Organization conducts Collaborative Financial Instruments Obligation Assumption Service) or a Foreign Financial Instruments Clearing Organization in an appropriate and swift manner), and the means of handling of cases when there arises any customer's default in the performance of contracts;
- ル 電子取引基盤運營業務に係る取引記録の作成及び保存の方法
- (k) the means for the preparation and preservation of the transaction records for the Electronic Trading Platform Management Service;
- ヲ 電子取引基盤運營業務の執行状況について、検査を行う頻度、部署の名称及び体制
- (l) the frequency of the inspection on the status of the execution of the Electronic Trading Platform Management Service, and the name and structure of the section in charge of such inspection;
- ワ 不公正な取引の防止の方法その他の取引の公正の確保に関する事項
- (m) the means of the prevention of unfair transactions, and any other matters relating to the securing of fair transactions; and
- カ その他電子取引基盤運營業務に係る損失の危険の管理に関する重要な事項
- (n) other important matters in regard to means of management of risks of loss relating to the Electronic Trading Platform Management Service;
- ハ 投資助言・代理業を行う場合には、第八条第八号イからニまでに掲げる事項
- (viii) in cases when the applicant for registration intends to conduct an Investment Advisory and Agency Business, the matters listed in Article 8, item (viii), (a) through (d);
- 九 投資運用業を行う場合には、第八条第九号イからホまでに掲げる事項
- (ix) in cases when the applicant for registration intends to conduct Investment Management Business, the matters listed in Article 8, item (ix), (a) through (e);
- 十 有価証券等管理業務を行う場合には、法第四十三条の二から第四十三条の三までの規定による管理の方法
- (x) in cases when the applicant for registration intends to conduct a Securities,

- etc. Management Business, the management means under Article 43-2 through Article 43-3 of the Act;
- 十一 電子募集取扱業務を行う場合には、第八条第十号イ及びニに掲げる事項  
(xi) in cases of conducting Electronic Public Offering Services, the matters specified in Article 8, item (x), (a) and (d);
- 十二 第七十条の四第一項各号に掲げる措置に関する次に掲げる事項  
(xii) the following matters concerning the measures listed in the respective items of Article 70-4, paragraph (1):
- イ 当該措置の実施の方法  
(a) the means for carrying out such measures; and
  - ロ 当該措置の実施を所掌する組織及びその人員の配置  
(b) the organization in charge of carrying out such measures and the positions of personnel therefor;
- 十三 第二百二十三条第一項第十八号ホ及び第二十四号ニに規定する場合において情報を受領し、又は提供するときは、電子情報処理組織の保守及び管理に関する業務並びに第一百五十三条第三項に規定する内部の管理及び運営に関する業務に関する次に掲げる事項  
(xiii) in cases when the applicant for registration intends to receive or supply information in the cases referred to in Article 123, paragraph (1), item (xviii), (e) and item (xxiv), (d), the following matters concerning affairs related to the maintenance and management of Electronic Data Processing Systems and concerning affairs related to internal management and operation prescribed in Article 153, paragraph (3):
- イ 当該情報を受領し、又は提供する委託金融商品取引業者の商号又は名称  
(a) the trade name or name of the Entrusting Financial Instruments Business Operator that receives or supplies the information;
  - ロ 業務執行の方法  
(b) the means for execution of the affairs; and
  - ハ 当該業務を所掌する組織及びその人員の配置  
(c) the organization in charge of such affairs and the positions of the personnel therefor;
- 十四 第一百五十四条第四号ト、リ及びヌに規定する場合において情報を提供するときは、当該情報を受領する親法人等又は子法人等の商号又は名称  
(xiv) in cases when the applicant for registration intends to supply information in the case referred to in Article 154, item (iv), (g), (i) and (j), the trade name or name of the Parent Corporation, etc. or Subsidiary Corporation, etc. that receives such information; and
- 十五 登録金融機関業務として高速取引行為を行う場合には、第八条第十一号イからニまでに掲げる事項  
(xv) in cases when the applicant for registration intends to conduct High-Speed Trading as a Registered Financial Institution Business, the matters specified

in Article 8, item (xi), (a) through (d).

(登録申請書の添付書類)

(Documents to Be Attached to Written Application for Registration)

第四十六条 法第三十三条の三第二項第三号に規定する内閣府令で定めるものは、関係会社（親法人等、子法人等又は持株会社をいう。第五号において同じ。）の状況として次に掲げる事項とする。

Article 46 The conditions to be specified by Cabinet Office Order as referred to in Article 33-3, paragraph (2), item (iii) of the Act are the status of the Associated Company (meaning a Parent Corporation, etc., a Subsidiary Corporation, etc. or a Holding Company; the same applies in item (v)), as listed in the following items:

一 商号又は名称

(i) the trade name or name;

二 資本金の額、基金の総額又は出資の総額

(ii) the amount of stated capital, the total amount of funds or the total amount of investment;

三 本店又は主たる事務所の所在地

(iii) the location of the head office or principal office;

四 事業の種類

(iv) the type of business;

五 登録申請者と関係会社との間の資本関係、人的関係及び最近一年間の業務上の関係

(v) the capital relationship and personal relationship between the applicant for registration and the Associated Company, as well as their business relationship in the past year; and

六 親法人等、子法人等又は持株会社のいずれに該当するかの別

(vi) information as to whether the Associated Company falls under the category of Parent Corporation, etc., Subsidiary Corporation, etc. or the Holding Company.

第四十七条 法第三十三条の三第二項第四号に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 47 (1) The documents to be specified by Cabinet Office Order as referred to in Article 33-3, paragraph (2), item (iv) of the Act are as follows:

一 業務に係る人的構成及び組織等の業務執行体制を記載した書面

(i) documents stating the applicant for registration's system for conducting business, such as its structure of personnel and the organizational structure pertaining to the business;

二 登録金融機関業務を担当する役員及び重要な使用人（第四十四条第一号イ又はロのいずれかに該当する使用人をいう。第五十一条第一項第四号において同じ。）の

- 履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）
- (ii) the resumes of the Officers and Major Employees (meaning an employee that falls under any of Article 44, item (i), (a) or (b); the same applies in Article 51, paragraph (1), item (iv)) in charge of the Registered Financial Institution Business (in cases when the Officer is a corporation, the document containing the background of such Officer);
- 三 金融商品取引業協会（登録申請者が行う業務を行う者を主要な協会員又は会員とするものに限る。）に加入しないときは、当該業務に関する社内規則
- (iii) in cases when the applicant for registration is not to become a member of a Financial Instruments Firms Association (limited to an association having principal association members or members that are persons conducting the business implemented by the applicant for registration), the internal rules concerning the business;
- 四 電子取引基盤運営業務を行う場合には、次に掲げる書類
- (iv) in cases when the applicant for registration intends to conduct an Electronic Trading Platform Management Service, the following documents:
- イ 電子取引基盤運営業務を管理する責任者の履歴書
- (a) the resume of the person responsible for the management of the Electronic Trading Platform Management Service;
- ロ 電子取引基盤運営業務に関する社内規則
- (b) the internal rules concerning the Electronic Trading Platform Management Service;
- ハ 電子取引基盤運営業務に関し顧客と取引を行う際に使用する契約書類及びその添付書類
- (c) contracts to be used for the transactions with customers in relation to the Electronic Trading Platform Management Service and their attachments; and
- ニ 第四十五条第七号りに掲げるものに関する登録申請者と特別の利害関係のない者の評価書
- (d) an appraisal report issued by a person having no special interest relationship with the applicant for registration in relation to the matters specified in Article 45, item (vii), (i);
- 五 競走用馬に係る商品投資関連業務を行う場合には、第四十九条第三号に掲げる基準に該当しないことを証する書面
- (v) in cases when the applicant for registration intends to conduct a Business Related to Commodities Investment pertaining to racehorses, a document evidencing that the applicant for registration does not fall under the criteria specified in Article 49, item (iii);
- 六 不動産信託受益権等売買等業務を行う場合には、第四十九条第四号に掲げる基準に該当しないことを証する書面
- (vi) in cases when the applicant for registration intends to conduct a Business



- of Transaction, etc. of Beneficial Interest in Real Property Trust, a document evidencing that the applicant for registration does not fall under the criteria specified in Article 49, item (iv);
- 七 不動産関連特定投資運用業を行う場合における業務遂行能力に関する事項を記載した書面
- (vii) a document stating the matters related to the applicant for registration's ability to carry out the business, in cases when the applicant for registration intends to conduct a Specified Investment Management Business Related to Real Property;
- 八 貸借対照表に関連する注記及び損益計算書に関連する注記
- (viii) the notes in reference to the balance sheet and the notes in reference to the profit and loss statement;
- 九 法第三十三条第二項第一号に掲げる有価証券について有価証券の元引受けに係る業務を行う場合又は同項第五号に掲げる取引について同号に定める行為に係る業務を行う場合には、次に掲げる書類
- (ix) in cases when the applicant for registration intends to conduct a business pertaining to the Wholesale Underwriting of Securities in regard to the Securities specified in Article 33, paragraph (2), item (i) of the Act, or the business pertaining to the act specified in item (v) of that paragraph with regard to the transaction specified in that item, the following documents:
- イ 当該業務を管理する責任者の履歴書
- (a) the resume of the person responsible for the management of the business;
- ロ 当該業務に関する社内規則
- (b) the internal rules regarding the business;
- ハ 当該業務に関し顧客と取引を行う際に使用する契約書類
- (c) the contracts to be used in transactions with customers in connection with the business; and
- 十 金融商品仲介業務を行う場合には、委託金融商品取引業者との間の金融商品仲介業務の委託契約に係る契約書の写し
- (x) in cases when the applicant for registration intends to conduct a Financial Instruments Intermediary Service Operation, a copy of the contract for the entrustment of a Financial Instruments Intermediary Service Operation concluded with the Entrusting Financial Instruments Business Operator; and
- 十一 登録金融機関業務として高速取引行為を行う場合には、高速取引行為に係る業務を管理する責任者の履歴書
- (xi) in the case of conducting a High-Speed Trading as a Registered Financial Institution Business, the resume of the person responsible for the management of business relating to the High-Speed Trading.
- 2 前項第七号に掲げる書類を添付する場合において、貸借対照表に関連する注記又は損益計算書に関連する注記が電磁的記録で作成されているときは、書類に代えて電磁

的記録（第十一条に定めるものに限る。）を添付することができる。

(2) In cases when the applicant for registration intends to attach the document specified in item (vii) of the preceding paragraph, if the notes in reference to the balance sheet or the notes in reference to the profit and loss statement have been prepared by means of an Electronic or Magnetic Record, such applicant for registration may attach the Electronic or Magnetic Record (limited to the record specified in Article 11) in lieu of documents.

（金融機関登録簿の縦覧）

(Public Inspection of Registry of Registered Financial Institutions)

第四十八条 管轄財務局長等は、その登録をした登録金融機関に係る金融機関登録簿を当該登録金融機関の本店等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つては、福岡財務支局）に備え置き、公衆の縦覧に供するものとする。

Article 48 The Competent Director-General of Local Finance Bureau, etc. is to keep the Registry of Registered Financial Institutions containing information on the Registered Financial Institutions to which such person has granted registrations, at the local finance bureau with jurisdiction over the location of the relevant Registered Financial Institution's Head Office, etc. (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, at the Fukuoka Local Finance Branch Bureau), and make it available for public inspection.

（人的構成の審査基準）

(Criteria for Examination of Structure of Personnel)

第四十九条 法第三十三条の五第一項第三号に規定する登録金融機関業務を適確に遂行するに足りる人的構成を有しない者であるかどうかの審査をするときは、登録申請者が次に掲げるいずれかの基準に該当するかどうかを審査するものとする。

Article 49 When conducting an examination under Article 33-5, paragraph (1), item (iii) of the Act as to whether the applicant for registration lacks a structure of personnel sufficient to conduct a Registered Financial Institution Business in the appropriate manner, it is to be examined whether the applicant for registration falls under any of the following criteria:

一 その行う業務に関する十分な知識及び経験を有する役員又は使用人の確保の状況並びに組織体制に照らし、当該業務を適正に遂行することができないと認められること。

(i) that the applicant for registration is found not to be able to conduct the business in a proper manner, considering status of securing Officers or employees having sufficient knowledge and experience for conducting the business as well as its organizational structure;

二 役員又は使用人のうちに、経歴、暴力団員による不当な行為の防止等に関する法

律第二条第二号に規定する暴力団又は同条第六号に規定する暴力団員との関係その他の事情に照らして業務の運営に不適切な資質を有する者があることにより、登録金融機関業務の信用を失墜させるおそれがあると認められること。

(ii) that the applicant for registration is found to be likely to cause a loss of confidence in a Registered Financial Institution Business, on the grounds of having any Officer or employee with qualities unfit for the operation of the business in light of such Officer's or employee's career, relationship with the Organized Crime Group set forth in Article 2, item (ii) of the Act on Prevention of Illegal Acts by Organized Crime Group Members or relationship with the Organized Crime Group Members set forth item (vi) of that Article or any other circumstances;

三 競走用馬に係る商品投資関連業務を行う場合には、次に掲げる要件に該当しないこと。

(iii) that, in cases when the applicant for registration intends to conduct a Business Related to Commodities Investment for racehorses, such applicant for registration does not fall under any of the following requirements:

イ あらかじめ日本中央競馬会又は地方競馬全国協会による指導を受けていること。

(a) that the applicant for registration has been given guidance in advance by the Japan Racing Association or the National Association of Racing;

ロ その行う商品投資関連業務が第七条第四号ニ（１）に掲げる権利に係る競走用馬投資関連業務又は同号ニ（２）に掲げる権利に係る競走用馬投資関連業務のいずれかのみ該当すること。

(b) that the Business Related to Commodities Investment to be conducted by the applicant for registration only falls under either of the Business Related to Investment in Racehorses pertaining to the rights specified in Article 7, item (iv), (d), 1. or the Business Related to Investment in Racehorses pertaining to the rights specified in Article 7, item (iv), (d), 2.;

ハ 第七条第四号ニ（２）に掲げる権利に係る競走用馬投資関連業務を行う場合には、競馬法第十三条第一項（同法第二十二条において準用する場合を含む。）の登録を受けていること。

(c) that, in cases when the applicant for registration intends to conduct a Business Related to Investment in Racehorses pertaining to the rights specified in Article 7, item (iv), (d), 2., such applicant for registration has obtained a registration under Article 13, paragraph (1) of the Horse Racing Act (including cases when it is applied mutatis mutandis pursuant to Article 22 of that Act);

四 不動産信託受益権等売買等業務を行う場合には、次に掲げる要件に該当しないこと。

(iv) that, in cases when the applicant for registration intends to conduct a Business of Transaction, etc. of Beneficial Interest in Real Property Trust, such applicant for registration does not fall under the following

requirements:

イ 宅地又は建物の取引に関する専門的知識及び経験を有する役員又は使用人を次に掲げる部門にそれぞれ配置していること。

(a) that the applicant for registration has assigned its Officers or employees having expert knowledge of and experience in the transaction related to Building Lots or buildings to each of the following sections:

(1) 不動産信託受益権等売買等業務の統括に係る部門

1. the section in charge of supervising the Business of Transaction, etc. of Beneficial Interest in Real Property Trust;

(2) 内部監査に係る部門

2. the section in charge of the internal audit; and

(3) 法令等を遵守させるための指導に関する業務に係る部門

3. the section in charge of affairs related to instructions for ensuring compliance with the Laws and Regulations, etc.;

ロ 不動産信託受益権等売買等業務を行う役員又は使用人が、第八十五条第一項各号に掲げる事項について、顧客の知識、経験、財産の状況及び金融商品取引契約を締結する目的に照らして当該顧客に理解されるために必要な方法及び程度による説明をするために必要な宅地又は建物の取引に関する専門的知識及び経験を有していること。

(b) that the Officers or the employees that are to conduct the Business of Transaction, etc. of Beneficial Interest in Real Property Trust have sufficient expert knowledge of and experience in transactions of Building Lots or buildings which enable them to provide explanations so that a customer is able to understand the matters specified in the items of Article 85, paragraph (1), in a manner and to the extent as may be required in light of the customer's knowledge, experience and conditions of property and in light of the purpose of the conclusion of a Contract for Financial Instruments Transaction;

五 不動産関連特定投資運用業を行う場合には、金融庁長官の定める要件に該当しないこと。

(v) that, in cases when the applicant for registration intends to conduct a Specified Investment Management Business Related to Real Property, such applicant for registration does not fall under the requirements specified by the Commissioner of the Financial Services Agency.

(有価証券に係る店頭デリバティブ取引についての登録の条件)

(Conditions for Registration of Over-the-Counter Transactions of Derivatives Pertaining to Securities)

第五十条 法第三十三条の五第二項に規定する内閣府令で定める条件は、次に掲げる条件とする。

Article 50 The conditions to be specified by Cabinet Office Order as referred to

in Article 33-5, paragraph (2) of the Act are as follows:

一 登録金融機関である銀行、保険会社（保険業法（平成七年法律第百五号）第二条第二項に規定する保険会社をいい、同条第七項に規定する外国保険会社等を含む。以下同じ。）、信用金庫連合会、農林中央金庫又は株式会社商工組合中央金庫にあつては、業として株券関連店頭デリバティブ取引（株券の価格又は株価指数（株券の価格に基づき算出される指数をいう。第四号において同じ。）の変動によりその時価が変動する法第三十三条第二項第五号に掲げる取引をいう。以下この条において同じ。）を行う場合には、当該株券関連店頭デリバティブ取引を特定取引勘定（銀行法施行規則（昭和五十七年大蔵省令第十号）第十三条の六の三第一項、長期信用銀行法施行規則（昭和五十七年大蔵省令第十三号）第十二条の四の三第一項、保険業法施行規則（平成八年大蔵省令第五号）第五十三条の六の二第一項、信用金庫法施行規則（昭和五十七年大蔵省令第十五号）第一百七条第一項、農林中央金庫法施行規則（平成十三年内閣府・農林水産省令第十六号）第六十五条第一項又は経済産業省・財務省・内閣府関係株式会社商工組合中央金庫法施行規則（平成二十年内閣府・財務省・経済産業省令第一号）第十八条第一項に規定する特定取引勘定（銀行法（昭和五十六年法律第五十九号）第四十七条第二項に規定する外国銀行支店又は保険業法第二条第七項に規定する外国保険会社等にあつては、特定取引勘定に類する勘定）をいう。以下この条において同じ。）において経理すること。

(i) that, in cases when any bank, insurance company (meaning an insurance company as prescribed in Article 2, paragraph (2) of the Insurance Business Act (Act No. 105 of 1995) and including a Foreign Insurance Company, etc. as prescribed in paragraph (7) of that Article; the same applies hereinafter), federation of shinkin banks, the Norinchukin Bank or the Shoko Chukin Bank Limited, which falls under the category of Registered Financial Institution, conducts Over-the-Counter Transactions of Derivatives Related to Share Certificates (meaning the transaction specified in Article 33, paragraph (2), item (v) of the Act wherein the market value fluctuates depending on the fluctuation of price of share certificates or Stock Price Index (meaning the index calculated based on the price of share certificates; the same applies in item (iv)); hereinafter the same applies in this Article) in the course of trade, the accounting for such Over-the-Counter Transactions of Derivatives Related to Share Certificates is managed in a Specified Transaction Account (meaning the Specified Transaction Account prescribed in Article 13-6-3, paragraph (1) of the Regulation for Enforcement of Banking Act (Order of the Ministry of Finance No. 10 of 1982), Article 12-4-3, paragraph (1) of the Regulation for Enforcement of Long Term Credit Bank Act (Order of the Ministry of Finance No. 13 of 1982), Article 53-6-2, paragraph (1) of the Regulation for Enforcement of Insurance Business Act (Order of the Ministry of Finance No. 5 of 1996), Article 107, paragraph (1) of the Regulation for Enforcement of the Shinkin Bank Act (Order of the Ministry of Finance No. 15 of 1982), Article 65, paragraph (1) of the

- Regulation for Enforcement of the Norinchukin Bank Act (Order of the Cabinet Office and the Ministry of Agriculture, Forestry and Fisheries No. 16 of 2001) or Article 18, paragraph (1) of the Regulation for Enforcement of The Shoko Chukin Bank Limited Act Relevant to the Ministry of Economy, Trade and Industry, the Ministry of Finance and the Cabinet Office (Order of the Cabinet Office, the Ministry of Finance and the Ministry of Economy, Trade and Industry No. 1 of 2008) (in case of a Branch Office of a Foreign Bank prescribed in Article 47, paragraph (2) of the Banking Act (Act No. 59 of 1981) or a Foreign Insurance Company, etc. prescribed in Article 2, paragraph (7) of the Insurance Business Act, an account similar to a Specified Transaction Account); hereinafter the same applies in this Article);
- 二 前号に規定する登録金融機関以外の登録金融機関にあつては、業として株券関連店頭デリバティブ取引を行う場合には、当該株券関連店頭デリバティブ取引を特定取引勘定に準ずる勘定において経理すること。
- (ii) that, in cases when any Registered Financial Institution other than that specified in the preceding item intends to conduct Over-the-Counter Transactions of Derivatives Related to Share Certificates in the course of trade, the accounting for such Over-the-Counter Transactions of Derivatives Related to Share Certificates is managed in an account equivalent to the Specified Transaction Account;
- 三 前二号の規定にかかわらず、業として株券関連店頭デリバティブ取引を行う登録金融機関は、次に掲げる条件のすべてに該当する株券関連店頭デリバティブ取引のみを特定取引勘定（前号に規定する登録金融機関にあつては、特定取引勘定に準ずる勘定）以外の勘定において経理することができること。
- (iii) that, notwithstanding the provisions of the preceding two items, a Registered Financial Institution which conducts Over-the-Counter Transactions of Derivatives Related to Share Certificates in the course of trade may manage only the Over-the-Counter Transactions of Derivatives Related to Share Certificates which satisfy all of the following requirements in an account other than the Specified Transaction Account (in the case of a Registered Financial Institution as set forth in the preceding item, an account other than an account equivalent to the Specified Transaction Account):
- イ 当該株券関連店頭デリバティブ取引の相手方が、法第二十八条第八項第四号に掲げる取引若しくはその媒介、取次ぎ（有価証券等清算取次ぎを除く。）若しくは代理を業として行う金融商品取引業者又は法第三十三条第二項第五号に掲げる取引について同号に定める行為を業として行う登録金融機関であること。
- (a) that the counterparty to the Over-the-Counter Transactions of Derivatives Related to Share Certificates is a Financial Instruments Business Operator conducting the transaction specified in Article 28, paragraph (8), item (iv) of the Act, or an intermediary, brokerage

(excluding Brokerage for Clearing of Securities, etc.) or agency service therefor in the course of trade, or is a Registered Financial Institution conducting the act specified in Article 33, paragraph (2), item (v) of the Act in regard to the transaction set forth in that item in the course of trade; and

ロ 当該株券関連店頭デリバティブ取引の相手方が、当該株券関連店頭デリバティブ取引を特定取引勘定（金融商品取引業者にあつては特定取引勘定と同種類の勘定、前号に規定する登録金融機関にあつては特定取引勘定に準ずる勘定）において経理すること。

(b) that the counterparty to the Over-the-Counter Transactions of Derivatives Related to Share Certificates manages the accounting for such Over-the-Counter Transactions of Derivatives Related to Share Certificates in the Specified Transaction Account (in the case of a Financial Instruments Business Operator, in the same type of account as the Specified Transaction Account; or in the case of a Registered Financial Institution set forth in the preceding item, in an account equivalent to the Specified Transaction Account);

四 登録金融機関は、業として株券関連店頭デリバティブ取引を行った場合には、当該株券関連店頭デリバティブ取引に係る株券の価格又は株価指数の変動により生じ得る損失を有効に減少させるための取引（特定取引勘定（第二号に規定する登録金融機関にあつては、特定取引勘定に準ずる勘定。以下この号において同じ。）において経理するものに限る。）を直ちに行うことにより、当該株券関連店頭デリバティブ取引に係る株券の価格又は株価指数の変動により生じ得る特定取引勘定における損失の額を可能な限り抑制するものとする。

(iv) that, in cases when a Registered Financial Institution conducts any Over-the-Counter Transactions of Derivatives Related to Share Certificates in the course of trade, it is to, to the maximum extent possible, mitigate the amount of loss in the Specified Transaction Account which may accrue from a fluctuation in the price of share certificates or Stock Price Index pertaining to such Over-the-Counter Transactions of Derivatives Related to Share Certificates by immediately effecting a transaction (limited to a transaction managed in the Specified Transaction Account (in case of a Registered Financial Institution prescribed in item (ii), in an account equivalent to the Specified Transaction Account; hereinafter the same applies in this item)) which would effectively reduce the loss arising from a fluctuation in the price of share certificates or Stock Price Index pertaining to such Over-the-Counter Transactions of Derivatives Related to Share Certificates.

(登録申請書記載事項の変更の届出)

(Notification of Changes to Matters Stated in a Written Application for Registration)

第五十一条 法第三十三条の六第一項の規定により届出を行う登録金融機関は、変更の内容、変更年月日及び変更の理由を記載した届出書に、別紙様式第九号により作成した変更後の内容を記載した書面及び当該書面の写し並びに次の各号に掲げる場合の区分に応じ当該各号に定める書類を添付して、所管金融庁長官等に提出しなければならない。ただし、やむを得ない事由があるときは、当該各号に定める書類は、当該届出書の提出後遅滞なく提出すれば足りる。

- Article 51 (1) A Registered Financial Institution which intends to file the notification under Article 33-6, paragraph (1) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification stating the particulars and date of and reasons for the change, attaching a document stating the particulars after such change prepared in accordance with Appended Form No. 9, a copy thereof and a document specified in the following items in accordance the categories of documents respectively set forth therein; provided, however, the documents specified in each of the following items may be submitted without delay after submission of the written notification, if any unavoidable ground exists:
- 一 法第三十三条の三第一項第一号又は第二号に掲げる事項について変更があった場合 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面
    - (i) in cases when there has been any change to the matters specified in Article 33-3, paragraph (1), item (i) or (ii) of the Act: the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;
    - 二 法第三十三条の三第一項第三号又は第四号に掲げる事項について変更があった場合 次に掲げる書類
      - (ii) in cases when there has been any change to the matters specified in Article 33-3, paragraph (1), item (iii) or (iv) of the Act: the following documents:
        - イ 業務に係る人的構成及び組織等の業務執行体制を記載した書面
          - (a) the documents stating the Registered Financial Institution's system for conducting business, such as its structure of personnel and the organizational structure pertaining to the business;
          - ロ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面
            - (b) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof; and
            - ハ 新たに役員（登録金融機関業務を担当する者及び会計参与に限る。）となった者の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）
              - (c) the resume of the person that has newly assumed the position of Officer (limited to an Officer in charge of Registered Financial Institution Business and an accounting advisor) (in cases when the Officer is a corporation, the document containing the background of the Officer);
        - 三 法第三十三条の三第一項第七号に掲げる事項について変更があった場合（営業所又は事務所の廃止をした場合に限る。） 当該変更に伴う顧客勘定の処理の内容を



記載した書面

(iii) in cases when there has been any change to the matters specified in Article 33-3, paragraph (1), item (vii) of the Act (limited to cases when the business office or any other office was abolished): a document containing the details of the treatment of a customer's account incidental to such change;

四 第四十四条第一号に掲げる事項について変更があった場合 新たに重要な使用人となった者の履歴書

(iv) in cases when there is a change to the matters specified in Article 44, item (i): the resume of the person that newly assumes the position of a Major Employee;

五 第四十四条第四号から第十号までに掲げる事項について変更があった場合（新たにこれらの号に掲げる業務を行うこととなった場合に限る。） 金融商品取引業協会（当該登録金融機関が新に行うこととなった業務を行う者を主要な協会員又は会員とするものに限る。）に加入していないときは、当該業務に関する社内規則

(v) in the case of any change in the matters specified in Article 44, items (iv) through (x) (limited to cases when the Registered Financial Institution newly conducts the businesses specified in these items): internal rules relating to the businesses, if the applicant for registration is not a member of any Financial Instruments Firms Association (limited to an association having principal association members or members that are persons conducting the business implemented by the applicant for registration);

六 第四十四条第四号の二に掲げる事項について変更があった場合（電子取引基盤運営業務を行うこととなった場合に限る。） 次に掲げる書類

(vi) in the case of any change in the matters specified in Article 44, item (iv)-2 (limited to cases when the Registered Financial Institution is to conduct an Electronic Trading Platform Management Service), the following documents:

イ 電子取引基盤運営業務を管理する責任者の履歴書

(a) the resume of the person responsible for the management of the Electronic Trading Platform Management Service;

ロ 電子取引基盤運営業務に関する社内規則

(b) the internal rules concerning the Electronic Trading Platform Management Service;

ハ 電子取引基盤運営業務に関し顧客と取引を行う際に使用する契約書類及びその添付書類

(c) contracts to be used for the transactions with customers in relation to the Electronic Trading Platform Management Service and their attachments;  
and

ニ 第四十五条第七号りに掲げるものに関する届出者と特別の利害関係のない者の評価書

(d) an appraisal report issued by a person having no special interest relationship with the notifying person in relation to the matters specified

in Article 45, item (vii), (i);

七 第四十四条第六号に掲げる事項について変更があった場合（新たに金融商品仲介業務の委託を受けることとなった場合に限る。） 委託金融商品取引業者との間の金融商品仲介業務の委託契約に係る契約書の写し

(vii) in cases when there is a change to the matters specified in Article 44, item (vi) (limited to cases when the Registered Financial Institution has come to newly accept the entrustment of a Financial Instruments Intermediary Service Operation): a copy of the contract for the entrustment of a Financial Instruments Intermediary Service Operation concluded with the Entrusting Financial Instruments Business Operator;

八 第四十四条第七号ニに掲げる事項について変更があった場合（競走用馬投資関連業務を行うこととなった場合に限る。） 第四十九条第三号に掲げる基準に該当しないことを証する書面

(viii) in cases when there is a change to the matters specified in Article 44, item (vii), (d) (limited to cases when the Registered Financial Institution has come to conduct a Business Related to Investment in Racehorses): a document evidencing that the Registered Financial Institution does not fall under the criteria specified in Article 49, item (iii);

九 第四十四条第九号に掲げる事項について変更があった場合（不動産信託受益権等売買等業務を行うこととなった場合に限る。） 第四十九条第四号に掲げる基準に該当しないことを証する書面

(ix) in cases when there is a change to the matters specified in Article 44, item (ix) (limited to cases when the Registered Financial Institution has come to conduct a Business of Transaction, etc. of Beneficial Interest in Real Property Trust): a document evidencing that the Registered Financial Institution does not fall under the criteria specified in Article 49, item (iv); and

十 第四十四条第十号に掲げる事項について変更があった場合（不動産関連特定投資運用業を行うこととなった場合に限る。） 不動産関連特定投資運用業を行う場合における業務遂行能力に関する事項を記載した書面

(x) in cases when there is a change to the matters specified in Article 44, item (x) (limited to cases when the Registered Financial Institution has come to conduct a Specified Investment Management Business Related to Real Property): a document containing matters related to its ability to execute the business when a Specified Investment Management Business Related to Real Property is to be conducted.

2 所管金融庁長官等は、登録金融機関から管轄財務局長等の管轄する区域を超えて本店等の所在地を変更したことの届出を受理した場合には、届出書及び金融機関登録簿のうち当該登録金融機関に係る部分その他の書類を、当該届出に係る変更後の本店等の所在地を管轄する財務局長（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、福岡財務支局長）に送付し、又は送付させるものとする。

(2) In cases when the Commissioner of Financial Services Agency or Other Competent Official has received from any Registered Financial Institution a notification on the relocation of the Head Office, etc. filed beyond the jurisdictional district of the Competent Finance Bureau Commissioner, etc., the commissioner or official is to send or instruct to send the written notification, the portion of the registry of Registered Financial Institutions pertaining to the relevant Registered Financial Institution and any other documents to the Director-General of a Local Finance Bureau with jurisdiction over the relocated address of the Head Office, etc. notified thereunder (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof).

3 前項の規定による書類の送付を受けた財務局長又は福岡財務支局長は、当該登録金融機関に係る事項を金融機関登録簿に登録するものとする。

(3) The Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau who has received the documents sent pursuant to the provisions of the preceding paragraph is to register the matters related to the Registered Financial Institution in the registry of Registered Financial Institutions.

(業務の内容又は方法の変更の届出)

(Notification on Change of Content and Means of Business)

第五十二条 法第三十三条の六第三項の規定により届出を行う登録金融機関は、変更の内容、変更年月日及び変更の理由を記載した届出書に、第四十五条各号に掲げるもの（内容に変更のあるものに限る。）を記載した書類、第四十七条第一項第十一号に掲げる書類（内容に変更のあるものに限る。）及び前条第一項第六号に定める書類（内容に変更のあるものに限る。）を添付して、所管金融庁長官等に提出しなければならない。

Article 52 A Registered Financial Institution which intends to file the notification under Article 33-6, paragraph (3) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification stating the particulars and date of and reasons for the change, attaching a document stating the matters specified in the items of Article 45 (limited to those matters whose details have been changed), the document specified in Article 47, paragraph (1), item (xi) (limited to those with changes in contents) and the documents specified in Article 51, paragraph (1), item (vi) (limited to those with changes in contents).

#### 第五款 特定投資家

#### Subsection 5 Professional Investors

(契約の種類)

(Contract Type)

第五十三条 法第三十四条に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 53 The kind of contract to be specified by Cabinet Office Order as referred to in Article 34 of the Act is as follows:

一 有価証券についての法第二条第八項第一号から第十号までに掲げる行為、当該行為に関して行う同項第十六号に掲げる行為又は同項第十七号に掲げる行為を行うことを内容とする契約

(i) a contract for conducting acts listed in Article 2, paragraph (8), items (i) through (x) of the Act, acts specified in item (xvi) of that paragraph to be conducted with regard to any of those acts, or acts specified in item (xvii) of that paragraph, in relation to the Securities;

二 デリバティブ取引についての法第二条第八項第一号から第五号までに掲げる行為、当該行為に関して行う同項第十六号に掲げる行為又は同項第十七号に掲げる行為を行うことを内容とする契約

(ii) a contract for conducting acts listed in Article 2, paragraph (8), items (i) through (v) of the Act, acts specified in item (xvi) of that paragraph to be conducted with regard to any of those acts, or acts specified in item (xvii) of that paragraph, in relation to Derivative Transactions;

三 投資顧問契約及び法第二条第八項第十三号に掲げる行為（投資顧問契約に係るものに限る。）を行うことを内容とする契約

(iii) an Investment Advisory Contract, and a contract for conducting the act specified in Article 2, paragraph (8), item (xiii) of the Act (limited to the act pertaining to an Investment Advisory Contract); and

四 投資一任契約及び法第二条第八項第十三号に掲げる行為（投資一任契約に係るものに限る。）を行うことを内容とする契約

(iv) a Discretionary Investment Contract, and a contract for conducting the act specified in Article 2, paragraph (8), item (xiii) of the Act (limited to the act pertaining to a Discretionary Investment Contract).

第五十四条 削除

Article 54 deleted

(申出をした特定投資家に交付する書面の記載事項)

(Matters to Be Stated in Document to Be Delivered to Professional Investor That Made Request)

第五十五条 法第三十四条の二第三項第四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 55 The matters to be specified by Cabinet Office Order as referred to in Article 34-2, paragraph (3), item (iv) of the Act are as follows:

一 申出者（法第三十四条の二第三項に規定する申出者をいう。次号において同じ。）は、同条第二項の規定による承諾を行った金融商品取引業者等のみから対象

契約（同項に規定する対象契約をいう。同号及び第五十七条の二において同じ。）  
に関して特定投資家以外の顧客として取り扱われることになる旨

(i) that the Applicant (meaning an Applicant prescribed in Article 34-2, paragraph (3) of the Act; the same applies in the following item) will be treated as a customer other than a Professional Investor with regard to the Subject Contract (meaning a Subject Contract prescribed in that paragraph; the same applies in that item and Article 57-2), only by the Financial Instruments Business Operator, etc. which has accepted the request pursuant to the provisions of paragraph (2) of that Article; and

二 金融商品取引業者等が対象契約に基づき申出者を代理して他の金融商品取引業者等との間で承諾日（法第三十四条の二第三項第一号に規定する承諾日をいう。）以後に締結する金融商品取引契約については、当該他の金融商品取引業者等からも特定投資家以外の顧客として取り扱われる旨

(ii) that, with regard to any Contract for Financial Instruments Transaction which the Financial Instruments Business Operator, etc., on behalf of the Applicant, concludes with another Financial Instruments Business Operator, etc. on or after the Date of Acceptance (meaning the Date of Acceptance prescribed in Article 34-2, paragraph (3), item (i) of the Act) pursuant to the Subject Contract, such Applicant is also treated as a customer other than a Professional Investor by such other Financial Instruments Business Operator, etc.

（情報通信の技術を利用した提供）

（Provision by Use of Information and Communications Technology）

第五十六条 法第三十四条の二第四項（法第三十四条の三第十二項（法第三十四条の四第六項において準用する場合を含む。）、第三十四条の四第三項、第三十七条の三第二項、第三十七条の四第二項、第三十七条の五第二項、第四十条の二第六項、第四十条の五第三項及び第四十二条の七第二項において準用する場合を含む。以下この条において同じ。）に規定する内閣府令で定めるものは、次に掲げるもの（以下「電磁的方法」という。）とする。

Article 56 (1) The means to be specified by Cabinet Office Order as referred to in Article 34-2, paragraph (4) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 34-3, paragraph (12) (including cases when it is applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act), Article 34-4, paragraph (3), Article 37-3, paragraph (2), Article 37-4, paragraph (2), Article 37-5, paragraph (2), Article 40-2, paragraph (6), Article 40-5, paragraph (3) and Article 42-7, paragraph (2) of the Act; hereinafter the same applies in this Article) are the following means (hereinafter referred to as the "Electronic or Magnetic Means"):

一 電子情報処理組織を使用する方法のうち次に掲げるもの

(i) the means of using an Electronic Data Processing System, as set forth by

the following items:

- イ 金融商品取引業者等（法第三十四条の二第四項に規定する事項の提供を行う金融商品取引業者等との契約によりファイルを自己の管理する電子計算機に備え置き、これを当該事項を提供する相手方（以下この条において「顧客」という。）又は当該金融商品取引業者等の用に供する者を含む。以下この条において同じ。）の使用に係る電子計算機と顧客等（顧客及び顧客との契約により顧客ファイル（専ら顧客の用に供せられるファイルをいう。以下この条において同じ。）を自己の管理する電子計算機に備え置く者をいう。以下この条において同じ。）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書面に記載すべき事項（以下この条において「記載事項」という。）を送信し、顧客等の使用に係る電子計算機に備えられた顧客ファイルに記録する方法（同項に規定する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、同項に規定する事項の提供を行う金融商品取引業者等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）
- (a) to transmit information to be contained in a document (hereinafter referred to as the "Information" in this Article) via telecommunications line connecting the computers used by a Financial Instruments Business Operator, etc. (including a person that, pursuant to the contract with a Financial Instruments Business Operator, etc. providing information set forth in Article 34-2, paragraph (4) of the Act, stores files onto a computer managed by such person, and make such files available for the party to which such information is provided (hereinafter referred to as the "Customers" in this Article) or for such Financial Instruments Business Operator, etc.; hereinafter the same applies in this Article) and the computers used by the Customers, etc. (meaning a Customer, and a person that, pursuant to a contract with the Customer, stores the Customer File (meaning the file solely made available to the Customers; hereinafter the same applies in this Article) onto a computer managed by such person; hereinafter the same applies in this Article), and to record the Information into the Customer File stored onto the computer used by the Customers, etc. (in cases when the Applicant acknowledges the provision of information by the means specified in Article 34-2, paragraph (4) of the Act or if the Applicant notifies to the effect that the Applicant will not receive information by such means, the means by which to record such acknowledgment or notice into a file stored on the computer used by the Financial Instruments Business Operator, etc. which provides the information set forth in that paragraph);
- ロ 金融商品取引業者等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顧客の閲覧に供し、顧客等の使用に係る電子計算機に備えられた当該顧客の顧客ファイルに当該記載事項を記録する方法（法第三十四条の二第四項に規定する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、金融商品取引業者等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) to make the Information recorded into the files stored on a computer used by a Financial Instruments Business Operator, etc. available for a Customer's inspection via telecommunications line, and to record the Information into the Customer File of the relevant Customer stored on the computer used by such Customer, etc. (or, in cases when the Applicant acknowledges the provision of information by the means specified in Article 34-2, paragraph (4) of the Act or if the Applicant notifies to the effect that the Applicant will not receive information by such means, to record such acknowledgment or notice into a file stored on the computer used by the Financial Instruments Business Operator, etc.);

ハ 金融商品取引業者等の使用に係る電子計算機に備えられた顧客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顧客の閲覧に供する方法

(c) to make the Information recorded into the Customer Files stored on the computer used by a Financial Instruments Business Operator, etc.

available for a Customer's inspection via telecommunications line; and

ニ 閲覧ファイル（金融商品取引業者等の使用に係る電子計算機に備えられたファイルであって、同時に複数の顧客の閲覧に供するため記載事項を記録させるファイルをいう。以下この条において同じ。）に記録された記載事項を電気通信回線を通じて顧客の閲覧に供する方法

(d) to make the Information recorded into the Inspection File (meaning a file stored on a computer used by a Financial Instruments Business Operator, etc. with which to record the Information for the purpose of making them available for public inspection by multiple Customers at the same time; hereinafter the same applies in this Article) available for a Customer's inspection via telecommunications line;

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) to deliver the file storing the Information, which is prepared by the use of any object which can securely record certain information by means of magnetic disks, CD-ROMs or any other means equivalent thereto.

2 前項各号に掲げる方法は、次に掲げる基準に適合するものでなければならない。

(2) The means listed in the items of the preceding paragraph must conform to the following criteria:

一 顧客が顧客ファイル又は閲覧ファイルへの記録を出力することにより書面を作成できるものであること。

(i) that the means enables a Customer to prepare a document by way of outputting information recorded on the Customer File or Inspection File;

二 前項第一号イ、ハ又はニに掲げる方法（顧客の使用に係る電子計算機に備えられ

た顧客ファイルに記載事項を記録する方法を除く。) にあつては、記載事項を顧客ファイル又は閲覧ファイルに記録する旨又は記録した旨を顧客に対し通知するものであること。ただし、顧客が当該記載事項を閲覧していたことを確認したときはこの限りでない。

(ii) in the case of the means listed in item (i), (a), (c) or (d) of the preceding paragraph (excluding the means to record the Information into the Customer File stored on a computer used by a Customer), that the Customer is informed of the fact that the Information will be or have been recorded into the Customer File or the Inspection File; provided, however, that this does not apply to cases when it is confirmed that the Customer has inspected the Information;

三 前項第一号ハ又はニに掲げる方法にあつては、記載事項に掲げられた取引を最後に行った日以後五年間（当該期間が終了する日までの間に当該記載事項に係る苦情の申出があつたときは、当該期間が終了する日又は当該苦情が解決した日のいずれか遅い日までの間）次に掲げる事項を消去し又は改変することができないものであること。ただし、閲覧に供している記載事項を書面により交付する場合、顧客の承諾（令第十五条の二十二に規定する方法による承諾をいう。）を得て前項第一号イ、ロ若しくは同項第二号に掲げる方法により提供する場合又は顧客による当該記載事項に係る消去の指図がある場合は、当該記載事項を消去することができる。

(iii) in the case of the means listed in item (i), (c) or (d) of the preceding paragraph, that the following matters cannot be deleted or altered for the period until five years have elapsed from the day when the transaction referred to in the Information was finally conducted (if any complaint related to the Information has been raised within the period before the expiration date of such period, for the period until either the expiration date of such period or the day when such complaint was settled, whichever comes later); provided, however, that the Information may be deleted in cases when the Information which have been made available for inspection are delivered in writing, where such Information are provided by the means listed in item (i), (a) or (b) of the preceding paragraph or in item (ii) of the preceding paragraph with the Customer's consent (meaning consent given by the means specified in Article 15-22 of the Order), or if the Customer has instructed that the Information should be deleted:

イ 前項第一号ハに掲げる方法については、顧客ファイルに記録された記載事項

(a) in the case of the means specified in item (i), (c) of the preceding paragraph, the Information recorded in the Customer File; and

ロ 前項第一号ニに掲げる方法については、閲覧ファイルに記録された記載事項

(b) in the case of the means specified in item (i), (d) of the preceding paragraph, the Information recorded in the Inspection File;

四 前項第一号ニに掲げる方法にあつては、次に掲げる基準に適合するものであること。



(iv) in the case of the means specified in item (i), (d) of the preceding paragraph, that it conforms to the following requirements:

イ 顧客が閲覧ファイルを検査するために必要な情報を顧客ファイルに記録するものであること。

(a) that information necessary for a Customer's inspection of the Inspection File is recorded into the Customer File; and

ロ 前号に規定する期間を経過するまでの間において、イの規定により顧客が閲覧ファイルを検査するために必要な情報を記録した顧客ファイルと当該閲覧ファイルとを電気通信回線を通じて接続可能な状態を維持させること。ただし、閲覧の提供を受けた顧客が接続可能な状態を維持させることについて不要である旨通知した場合は、この限りでない。

(b) that, before the elapse of the period set forth in the preceding item, the Customer File recording the information necessary for the Customer's inspection of the Inspection File as set forth in (a) and such Inspection File are kept connectible via telecommunications line; provided, however, that this does not apply to cases when the Customer that has been given access to the files has notified to the effect that such connectibility need not be maintained.

3 第一項第一号の「電子情報処理組織」とは、金融商品取引業者等の使用に係る電子計算機と、顧客ファイルを備えた顧客等又は金融商品取引業者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。

(3) The "Electronic data processing system" as used in paragraph (1), item (i) means an electronic data processing system connecting a computer used by a Financial Instruments Business Operator, etc. and a computer storing Customer Files used by a Customer, etc. or Financial Instruments Business Operator, etc., via telecommunications line.

(電磁的方法の種類及び内容)

(Types and Content of Electronic or Magnetic Means)

第五十七条 令第十五条の二十二第一項及び第十五条の二十三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。

Article 57 The types and contents of the means to be specified as set forth in Article 15-22, paragraph (1) and Article 15-23, paragraph (1) of the Order are as follows:

一 前条第一項各号又は第五十七条の三第一項各号に掲げる方法のうち金融商品取引業者等が使用するもの

(i) the means listed in the items of paragraph (1) of the preceding Article or the items of Article 57-3, paragraph (1), which are to be used by the Financial Instruments Business Operator, etc.; and

二 ファイルへの記録の方式

(ii) the format for recording information into a file.

(特定投資家への復帰申出をした者が同意を行う書面の記載事項)

**(Matters to Be Stated in Document Indicating Consent by Person That Made Request for Reinstatement as Professional Investor)**

第五十七条の二 法第三十四条の二第十一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

**Article 57-2** The matters to be specified by Cabinet Office Order as referred to in Article 34-2, paragraph (11) of the Act are as follows:

一 法第三十四条の二第十一項の規定による承諾をする日（以下この条において「承諾日」という。）

(i) the day when the acceptance under the provisions of Article 34-2, paragraph (11) of the Act is to be given (hereinafter referred to as the "Date of Acceptance" in this Article);

二 対象契約の属する契約の種類（法第三十四条に規定する契約の種類をいう。以下この款において同じ。）

(ii) the Kind of Contract to which the Subject Contract belongs (meaning the Kind of Contract prescribed in Article 34 of the Act; hereinafter the same applies in this Subsection);

三 復帰申出者（法第三十四条の二第十一項に規定する復帰申出者をいう。以下この条において同じ。）が次に掲げる事項を理解している旨

(iii) a statement to the effect that the Applicant for Reinstatement (meaning an Applicant for Reinstatement prescribed in Article 34-2, paragraph (11) of the Act; hereinafter the same applies in this Article) understands the following matters:

イ 法第四十五条各号に掲げる規定は、対象契約に関して復帰申出者が当該各号に定める者である場合（同条ただし書に規定する場合を除く。）には適用されない旨

(a) that the provisions listed in the items of Article 45 of the Act do not apply if the Applicant for Reinstatement is any of the persons specified respectively in those items with regard to the Subject Contract (excluding the cases specified in the proviso to that Article);

ロ 対象契約に関して特定投資家として取り扱われることがその知識、経験及び財産の状況に照らして適当ではない者が特定投資家として取り扱われる場合には、当該者の保護に欠けることとなるおそれがある旨

(b) that if a person that, in light of the knowledge, experience and state of property of the person, is deemed inappropriate to be treated as a Professional Investor with regard to the Subject Contracts is treated as a Professional Investor, the protection of such person might be impaired;

四 承諾日以後に対象契約の締結の勧誘又は締結をする場合において、復帰申出者を再び特定投資家として取り扱う旨

(iv) that the Applicant for Reinstatement will be treated as a Professional

Investor again when soliciting the conclusion of, or concluding, the Subject Contract on or after the Date of Acceptance;

五 金融商品取引業者等が対象契約に基づき復帰申出者を代理して他の金融商品取引業者等との間で承諾日以後に締結する金融商品取引契約については、当該他の金融商品取引業者等からも再び特定投資家として取り扱われる旨

(v) that, with regard to any Contract for Financial Instruments Transaction which the Financial Instruments Business Operator, etc., on behalf of the Applicant for Reinstatement, concludes with another Financial Business Operators, etc. on or after the Date of Acceptance pursuant to the Subject Contract, the Applicant for Reinstatement will also be treated as a Professional Investor again by such other Financial Instruments Business Operators, etc.; and

六 復帰申出者は、承諾日以後いつでも、法第三十四条の二第一項の規定による申出ができる旨

(vi) that the Applicant for Reinstatement may make a request under the provisions of Article 34-2, paragraph (1) of the Act at any time on or after the Date of Acceptance.

(情報通信の技術を利用した同意の取得)

(Obtaining Consent Using Information and Communication Technology)

第五十七条の三 法第三十四条の二第十二項（法第三十四条の三第三項（法第三十四条の四第六項において準用する場合を含む。）及び第四十三条の四第三項において準用する場合を含む。以下この条において同じ。）に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 57-3 (1) The means to be specified by Cabinet Office Order as referred to in Article 34-2, paragraph (12) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 34-3, paragraph (3) (including cases when it is applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act) and Article 43-4, paragraph (3) of the Act; hereinafter the same applies in this Article) are as follows:

一 電子情報処理組織を使用する方法のうち次に掲げるもの

(i) the means using an Electronic Data Processing System, as listed in the following:

イ 金融商品取引業者等の使用に係る電子計算機と法第三十四条の二第十二項の規定により同意を得ようとする相手方（以下この条において「顧客」という。）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) to transmit information via telecommunications line connecting a computer used by a Financial Instruments Business Operator, etc. and that used by the other party that it seeks consent from pursuant to Article 34-2, paragraph (12) of the Act (hereinafter referred to as the "Customer")

in this Article), and to record such information in a file stored on a computer used by the recipient; and

ロ 金融商品取引業者等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顧客の同意に関する事項を電気通信回線を通じて当該顧客の閲覧に供し、当該金融商品取引業者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顧客の同意に関する事項を記録する方法

(b) to make information related to the Customer's consent recorded into a file stored on a computer used by a Financial Instruments Business Operator, etc. available for the Customer's inspection via telecommunications line, and to record information related to the Customer's consent into a file stored on a computer used by such Financial Instruments Business Operator, etc.;

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同意に関する事項を記録したものを得る方法

(ii) to obtain the file storing the information related to a consent, which is prepared by the use of any object which can securely record certain information by means of magnetic disks, CD-ROMs or any other means equivalent thereto.

2 前項各号に掲げる方法は、金融商品取引業者等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。

(2) The means listed in the items of the preceding paragraph must be the means enabling a Financial Instruments Business Operator, etc. to prepare a document by way of outputting the information recorded on the files.

3 第一項第一号の「電子情報処理組織」とは、金融商品取引業者等の使用に係る電子計算機と、顧客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。

(3) The "Electronic Data Processing System" as used in paragraph (1), item (i) means an electronic data processing system connecting a computer used by a Financial Instruments Business Operator, etc. and a computer used by a Customer via telecommunications line.

(特定投資家以外の顧客である法人が特定投資家とみなされる場合の期限日)

(Expiration Date in Cases When a Corporation Which Is Customer Other Than Professional Investor Is Deemed to Be Professional Investor)

第五十八条 法第三十四条の三第二項に規定する内閣府令で定める場合は、金融商品取引業者等が一定の日を定め、次に掲げる事項を当該金融商品取引業者等の営業所又は事務所の公衆の見やすい場所への掲示その他の適切な方法により公表している場合とする。

Article 58 (1) The case to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (2) of the Act is cases when a Financial Instruments

Business Operator, etc. has designated a certain date and publicized the following matters by posting them at a place easily accessible to the public at its business office or any other office, or by any other appropriate means:

一 当該日

(i) that designated date; and

二 次項に規定する日を期限日（法第三十四条の三第二項第二号に規定する期限日をいう。次条第二項及び第六十条において同じ。）とする旨

(ii) to the effect that the day set forth in the following paragraph is the

Expiration Date (meaning the Expiration Date set forth in Article 34-3, paragraph (2), item (ii) of the Act; the same applies in paragraph (2) of the following Article and Article 60).

2 法第三十四条の三第二項に規定する内閣府令で定める日は、金融商品取引業者等が前項の規定により定めた日であって承諾日（同条第二項第一号に規定する承諾日をいう。次条第二項第五号及び第六十条において同じ。）から起算して一年以内の日のうち最も遅い日とする。

(2) The day to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (2) of the Act is the day designated by the Financial Instruments Business Operator, etc. under the preceding paragraph, which is the latest of the days within one year from the Date of Acceptance (meaning the Date of Acceptance prescribed in item (i), paragraph (2) of that Article; the same applies in item (v), paragraph (2) of the following Article and Article 60).

（申出をした特定投資家以外の顧客である法人が同意を行う書面の記載事項）

(Matters to Be Specified in Document Indicating Consent by Corporation

Which Is Customer Other Than Professional Investors That Made Request)

第五十九条 法第三十四条の三第二項第四号イに規定する内閣府令で定める事項は、法第四十五条各号に掲げる規定は、対象契約（同項第二号に規定する対象契約をいう。次項及び第六十条の二において同じ。）に関して申出者（法第三十四条の三第二項に規定する申出者をいう。次項において同じ。）が当該各号に定める者である場合（法第四十五条ただし書に規定する場合を除く。）には適用されない旨とする。

Article 59 (1) The matters to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (2), item (iv), (a) of the Act are the fact that the provisions listed in the items of Article 45 of the Act do not apply to cases when the Applicant (meaning the Applicant prescribed in Article 34-3, paragraph (2) of the Act; the same applies in the following paragraph) falls under any of the persons respectively set forth in such items with regard to the Subject Contract (meaning the Subject Contract prescribed in Article 34-3, paragraph (2), item (ii) of the Act; the same applies in the following paragraph and Article 60-2) (excluding the case specified in the proviso to Article 45 of the Act).

2 法第三十四条の三第二項第七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。

- (2) The matters to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (2), item (vii) of the Act are as follows:
- 一 期限日以前に締結した対象契約（投資顧問契約及び投資一任契約を除く。）に関して法令の規定又は契約の定めに基づいて行う行為については、期限日後に行うものであっても、申出者を特定投資家として取り扱う旨
  - (i) that, in regard to any act related to the Subject Contract (excluding an Investment Advisory Contract and a Discretionary Investment Contract) concluded prior to the Expiration Date, which is to be conducted pursuant to the provisions of laws and regulations or the contract, the Applicant is treated as a Professional Investor, even in cases when such act is conducted after the Expiration Date;
  - 二 法第三十四条の三第二項に規定する申出に係る契約の種類が第五十三条第三号及び第四号に掲げるものである場合にあっては、対象契約（投資顧問契約及び投資一任契約に限る。）に関して法令の規定又は契約の定めに基づいて行う行為については、期限日以前に行うものに限り、申出者を特定投資家として取り扱う旨
  - (ii) in cases when the kinds of contract pertaining to the request set forth in Article 34-3, paragraph (2) of the Act falls under any of those specified in Article 53, items (iii) and (iv), the fact that, in regard to any act related to the Subject Contract (limited to an Investment Advisory Contract and a Discretionary Investment Contract), which is to be conducted pursuant to the provisions of laws and regulations or the contract, the Applicant is treated as a Professional Investor only in respect of the act conducted prior to the Expiration Date;
  - 三 申出者は、法第三十四条の三第二項の規定による承諾を行った金融商品取引業者等のみから対象契約に関して特定投資家として取り扱われることになる旨
  - (iii) that the Applicant will be treated as a Professional Investor with regard to the Subject Contract, only by the Financial Instruments Business Operator, etc. which has accepted the request pursuant to the provisions of Article 34-3, paragraph (2) of the Act;
  - 四 金融商品取引業者等が対象契約に基づき申出者を代理して他の金融商品取引業者等との間で期限日以前に締結する金融商品取引契約については、当該他の金融商品取引業者等からも特定投資家として取り扱われる旨
  - (iv) that, with regard to any Contract for Financial Instruments Transaction which the Financial Instruments Business Operator, etc., on behalf of the Applicant, concludes with another Financial Instruments Business Operator, etc. prior to the Expiration Date pursuant to the Subject Contract, such Applicant is also treated as a Professional Investor by such other Financial Instruments Business Operator, etc.; and
  - 五 申出者は、承諾日以後いつでも、法第三十四条の三第九項の規定による申出ができる旨
  - (v) that the Applicant may make a request under the provisions of Article 34-3,

paragraph (9) of the Act at any time on or after the Date of Acceptance.

(申出をした特定投資家以外の顧客である法人が更新申出をするために必要な期間)  
(Period Necessary for a Corporation Which Is Customer Other Than

Professional Investors That Made Request to Make Request for Renewal)

第六十条 法第三十四条の三第七項に規定する内閣府令で定める期間は、十一月（次の各号に掲げる場合にあつては、当該各号に定める期間）とする。

Article 60 (1) The period to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (7) of the Act is eleven months (or, in the following cases, the period set forth in the respective items):

一 承諾日から期限日までの期間が一年に満たない場合（次号に掲げる場合を除く。） 当該期間から一月を控除した期間

(i) when the period between the Date of Acceptance and the Expiration Date is less than one year (excluding the case specified in the following item): that period minus one month; or

二 承諾日から期限日までの期間が一月を超えない場合 一日

(ii) when the period between the Date of Acceptance and the Expiration Date does not exceed one month: one day.

2 法第三十四条の三第八項に規定する場合における前項の規定の適用については、同項各号中「承諾日」とあるのは、「前回の期限日の翌日」とする。

(2) With regard to the application of the provisions of the preceding paragraph in the cases prescribed in Article 34-3, paragraph (8) of the Act, the term "Date of Acceptance" in the items of that paragraph is deemed to be replaced with "day following the previous Expiration Date".

(特定投資家以外の顧客への復帰申出をした法人に交付する書面の記載事項)

(Matters to Be Stated in a Document to Be Delivered to a Corporation That Made a Request for Reinstatement as a Customer Other Than a Professional Investor)

第六十条の二 法第三十四条の三第十一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 60-2 The matters to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (11) of the Act are as follows:

一 法第三十四条の三第十項の規定による承諾をする日（以下この条において「承諾日」という。）

(i) the day when the acceptance under the provisions of Article 34-3, paragraph (10) of the Act is to be given (hereinafter referred to as the "Date of Acceptance" in this Article);

二 対象契約の属する契約の種類

(ii) the Kind of Contract to which the Subject Contract belongs;

三 承諾日以後に対象契約の締結の勧誘又は締結をする場合において、法第三十四条

の三第九項の規定による申出をした法人（次号において「復帰申出者」という。）を再び特定投資家以外の顧客として取り扱う旨

(iii) that the corporation that made a request under the provisions of Article 34-3, paragraph (9) of the Act (hereinafter referred to as the "Applicant for Reinstatement" in the following item) will be treated as a customer other than a Professional Investor again when soliciting the conclusion of, or concluding, the Subject Contract on or after the Date of Acceptance; and

四 金融商品取引業者等が対象契約に基づき復帰申出者を代理して他の金融商品取引業者等との間で承諾日以後に締結する金融商品取引契約については、当該他の金融商品取引業者等からも再び特定投資家以外の顧客として取り扱われる旨

(iv) that, with regard to any Contract for Financial Instruments Transaction which the Financial Instruments Business Operator, etc., on behalf of the Applicant for Reinstatement, concludes with another Financial Business Operator, etc. on or after the Date of Acceptance pursuant to the Subject Contract, the Applicant for Reinstatement will also be treated as a customer other than a Professional Investor again by such other Financial Instruments Business Operator, etc.

（特定投資家として取り扱うよう申し出ることができる営業者等）

(Proprietors That May Make a Request for Treatment as Professional Investor)

第六十一条 法第三十四条の四第一項第一号に規定する内閣府令で定めるものは、次に掲げる要件のいずれかに該当するものとする。

Article 61 (1) The excluded individual to be specified by Cabinet Office Order as referred to in Article 34-4, paragraph (1), item (i) of the Act is that who satisfies any of the following requirements:

一 法第三十四条の四第一項の規定による申出を行うことについてすべての匿名組合員の同意を得ていないこと。

(i) that the individual has not obtained the consent from all of the silent partners on making a request under Article 34-4, paragraph (1) of the Act; or  
二 その締結した匿名組合契約に基づく出資の合計額が三億円未満であること。

(ii) that the total amount of the equity investment under the Silent Partnership Contract which the individual concluded is less than 300 million yen.

2 法第三十四条の四第一項第一号に規定する内閣府令で定める個人は、次に掲げる者とする。

(2) The individuals to be specified by Cabinet Office Order as referred to in Article 34-4, paragraph (1), item (i) of the Act are as follows:

一 組合契約を締結して組合の業務の執行を委任された組合員である個人（次に掲げる要件のすべてに該当する者に限る。）

(i) an individual who has concluded a Partnership Contract and has become a partner delegated to manage the business of the partnership (limited to an



individual who satisfies all of the following requirements):

イ 法第三十四条の四第一項の規定による申出を行うことについて他のすべての組合員の同意を得ていること。

(a) that the individual has obtained the consent from all of the other partners on making a request under Article 34-4, paragraph (1) of the Act; and

ロ 当該組合契約に基づく出資の合計額が三億円以上であること。

(b) that the total amount of the equity investment under the Partnership Contract is not less than 300 million yen;

二 有限責任事業組合契約を締結して組合の重要な業務の執行の決定に関与し、かつ、当該業務を自ら執行する組合員である個人（次に掲げる要件のすべてに該当する者に限る。）

(ii) an individual who has concluded a Limited Liability Partnership Agreement and is involved in the decision-making on the execution of the important business of the partnership, and who is also a partner personally executing such business (limited to an individual who satisfies all of the following requirements):

イ 法第三十四条の四第一項の規定による申出を行うことについて他のすべての組合員の同意を得ていること。

(a) that the individual has obtained the consent from all of the other partners on making a request under Article 34-4, paragraph (1) of the Act; and

ロ 当該有限責任事業組合契約に基づく出資の合計額が三億円以上であること。

(b) that the total amount of the equity investment under the Limited Liability Partnership Agreement is 300 million yen or more.

(特定投資家として取り扱うよう申し出ることができる個人)

**(Individual Who May Make a Request for Treatment as Professional Investor)**

第六十二条 法第三十四条の四第一項第二号に規定する内閣府令で定める要件は、次に掲げる要件の全てに該当することとする。

**Article 62** The requirements to be specified by Cabinet Office Order as referred to in Article 34-4, paragraph (1), item (ii) of the Act are the fulfillment of all of the following:

一 取引の状況その他の事情から合理的に判断して、承諾日（法第三十四条の四第六項において準用する法第三十四条の三第二項第一号に規定する承諾日をいう。次号、次条第二項、第六十四条第二項第五号及び第六十四条の二において同じ。）における申出者（法第三十四条の四第二項に規定する申出者をいう。以下この条及び第六十四条において同じ。）の資産の合計額から負債の合計額を控除した額が三億円以上になると見込まれること。

(i) that, judging reasonably from the status of the transactions or any other circumstances, the total amount of the assets of the Applicant (meaning the Applicant prescribed in Article 34-4, paragraph (2) of the Act; hereinafter the same applies in this Article and Article 64) as of the Date of Acceptance

(meaning the Date of Acceptance prescribed in Article 34-3, paragraph (2), item (i) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act; the same applies in the following item, paragraph (2) of the following Article, and Article 64, paragraph (2), item (v) and Article 64-2), less the total amount of its liabilities as of that date is likely to be 300 million yen or more;

二 取引の状況その他の事情から合理的に判断して、承諾日における申出者の資産（次に掲げるものに限る。）の合計額が三億円以上になると見込まれること。

(ii) that, judging reasonably from the status of the transactions or any other circumstances, the total amount of the Applicant's assets (limited to the assets listed in the following) as of the Date of Acceptance is likely to be 300 million yen or more:

イ 有価証券（ホに掲げるもの及びへに掲げるもの（不動産特定共同事業法（平成六年法律第七十七号）第二条第七項に規定する特例事業者と締結したものに限り。）を除く。）

(a) Securities (excluding the Securities specified in (e) and (f) (limited to contracts that are concluded with a special enterprise operator as defined in Article 2, paragraph (2) of the Real Estate Specified Joint Enterprise Act (Act No. 77 of 1994)));

ロ デリバティブ取引に係る権利

(b) rights pertaining to a Derivative Transaction;

ハ 農業協同組合法（昭和二十二年法律第百三十二号）第十一条の二の四に規定する特定貯金等、水産業協同組合法（昭和二十三年法律第二百四十二号）第十一条の九に規定する特定貯金等、協同組合による金融事業に関する法律（昭和二十四年法律第百八十三号）第六条の五の二に規定する特定預金等、信用金庫法（昭和二十六年法律第二百三十八号）第八十九条の二に規定する特定預金等、長期信用銀行法（昭和二十七年法律第百八十七号）第十七条の二に規定する特定預金等、労働金庫法（昭和二十八年法律第二百二十七号）第九十四条の二に規定する特定預金等、銀行法第十三条の四に規定する特定預金等、農林中央金庫法（平成十三年法律第九十三号）第五十九条の三に規定する特定預金等及び株式会社商工組合中央金庫法（平成十九年法律第七十四号）第二十九条に規定する特定預金等

(c) Specified Deposits, etc. as prescribed in Article 11-2-4 of the Agricultural Co-operatives Act (Act No. 132 of 1947), Specified Deposits, etc. as prescribed in Article 11-9 of the Fishery Cooperatives Act (Act No. 242 of 1948), Specified Deposits, etc. as prescribed in Article 6-5-2 of the Act on Financial Businesses by Cooperative (Act No. 183 of 1949), Specified Deposits, etc. as prescribed in Article 89-2 of the Shinkin Bank Act (Act No. 238 of 1951), Specified Deposits, etc. as prescribed in Article 17-2 of the Long Term Credit Bank Act (Act No. 187 of 1952), Specified Deposits, etc. as prescribed in Article 94-2 of the Labor Bank Act (Act No. 227 of 1953), Specified Deposits, etc. as prescribed in Article 13-4 the Banking Act,

- Specified Deposits, etc. as prescribed in Article 59-3 of the Norinchukin Bank Act (Act No. 93 of 2001) and Specified Deposits, etc. as prescribed in Article 29 of the Shoko Chukin Bank Limited Act (Act No. 74 of 2007);
- ニ 農業協同組合法第十一条の十の三に規定する特定共済契約、消費生活協同組合法（昭和二十三年法律第二百号）第十二条の三第一項に規定する特定共済契約、水産業協同組合法第十五条の七に規定する特定共済契約、中小企業等協同組合法（昭和二十四年法律第百八十一号）第九条の七の五第二項に規定する特定共済契約及び保険業法第三百条の二に規定する特定保険契約に基づく保険金、共済金、返戻金その他の給付金に係る権利
- (d) the rights pertaining to benefits such as insurance proceeds, mutual aid benefits and refunds payable under a Specified Mutual Aid Contract as prescribed in Article 11-10-3 of the Agricultural Cooperatives Act, a Specified Mutual Aid Contract as prescribed in Article 12-3, paragraph (1) of the Consumer Cooperatives Act (Act No. 200 of 1948), a Specified Mutual Aid Contract as prescribed in Article 15-7 of the Fisheries Cooperatives Act, a Specified Mutual Aid Contract as prescribed in Article 9-7-5, paragraph (2) of the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949) and a Specified Insurance Contract as prescribed in Article 300-2 of the Insurance Business Act;
- ホ 信託業法第二十四条の二に規定する特定信託契約に係る信託受益権
- (e) beneficial interest in a trust pertaining to a Specific Trust Agreement as prescribed in Article 24-2 of the Trust Business Act;
- ヘ 不動産特定共同事業法第二条第三項に規定する不動産特定共同事業契約に基づく権利
- (f) rights under a Real Estate Specified Joint Enterprise Contract as prescribed in Article 2, paragraph (3) of the Real Estate Specified Joint Enterprise Act; and
- ト 商品市場における取引（商品先物取引法（昭和二十五年法律第二百三十九号）第二条第十項に規定する商品市場における取引をいう。）、外国商品市場取引（同条第十三項に規定する外国商品市場取引をいう。第六十七条第一号において同じ。）及び店頭商品デリバティブ取引（同法第二条第十四項に規定する店頭商品デリバティブ取引をいう。第六十七条第二号並びに第二百二十三条第七項及び第十一項において同じ。）に係る権利
- (g) rights pertaining to Transactions on a Commodity Market (meaning the Transactions on a Commodity Market defined in Article 2, paragraph (10) of the Commodity Futures Trading Act (Act No. 239 of 1950)), Foreign Commodity Market Transaction (meaning the Foreign Commodity Market Transaction defined in paragraph (13) of that Article; the same applies in Article 67, item (i)), and Over-the-Counter Commodity Derivatives Transactions (meaning the Over-the-Counter Commodity Derivatives Transactions defined in Article 2, paragraph (14) of that Act; the same

applies in Article 67, item (ii) and Article 123, paragraphs (7) and (11));  
and

三 申出者が最初に当該金融商品取引業者等との間で法第三十四条の四第一項の規定による申出に係る契約の種類に属する金融商品取引契約を締結した日から起算して一年を経過していること。

(iii) that one year has elapsed from the day when the Applicant concluded with the Financial Instruments Business Operator, etc. a Contract for a Financial Instruments Transaction which is of the type pertaining to the request under Article 34-4, paragraph (1) of the Act for the first time.

(特定投資家以外の顧客である個人が特定投資家とみなされる場合の期限日)

(Expiration Date of Period When Individual Who Is Customer Other Than Professional Investor Is Deemed to Be Professional Investor)

第六十三条 法第三十四条の四第六項において準用する法第三十四条の三第二項に規定する内閣府令で定める場合は、金融商品取引業者等が一定の日を定め、次に掲げる事項を当該金融商品取引業者等の営業所又は事務所の公衆の見やすい場所への掲示その他の適切な方法により公表している場合とする。

Article 63 (1) The case to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act is cases when a Financial Instruments Business Operator, etc. has designated a certain date and publicized the following matters by posting them at a place accessible to the public at its business office or any other office, or by any other appropriate means:

一 当該日

(i) that designated date; and

二 次項に規定する日を期限日（法第三十四条の四第六項において準用する法第三十四条の三第二項第二号に規定する期限日をいう。次条第二項及び第六十四条の二において同じ。）とする旨

(ii) to the effect that the day set forth in the following paragraph is the Expiration Date (meaning the Expiration Date set forth in Article 34-3, paragraph (2), item (ii) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act; the same applies in paragraph (2) of the following Article and Article 64-2).

2 法第三十四条の四第六項において準用する法第三十四条の三第二項に規定する内閣府令で定める日は、金融商品取引業者等が前項の規定により定めた日であって承諾日から起算して一年以内の日のうち最も遅い日とする。

(2) The day to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act is the day designated by the Financial Instruments Business Operator, etc. under the preceding paragraph, which is the latest of the day within one year from the Date of Acceptance.

(申出をした特定投資家以外の顧客である個人が同意を行う書面の記載事項)

**(Matters to Be Stated in Documents Indicating Consent by an Individual Who Is a Customer Other Than the Professional Investors That Made a Request)**

第六十四条 法第三十四条の四第六項において準用する法第三十四条の三第二項第四号イに規定する内閣府令で定める事項は、法第四十五条各号に掲げる規定は、対象契約（同項第二号に規定する対象契約をいう。次項及び第六十四条の三において同じ。）に関して申出者が当該各号に定める者である場合（法第四十五条ただし書に規定する場合を除く。）には適用されない旨とする。

Article 64 (1) The matters to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (2), item (iv), (a) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act are the fact that the provisions listed in the items of Article 45 do not apply to cases when the Applicant falls under any of the persons set forth respectively in such items in regard to the Subject Contract (meaning the Subject Contract prescribed in Article 34-3, paragraph (2), item (ii) of the Act; the same applies in the following paragraph and Article 64-3) (excluding the case specified in the proviso to Article 45 of the Act).

2 法第三十四条の四第六項において準用する法第三十四条の三第二項第七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。

(2) The matters to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (2), item (vii) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act are as follows:

一 期限日以前に締結した対象契約（投資顧問契約及び投資一任契約を除く。）に関して法令の規定又は契約の定めに基づいて行う行為については、期限日後に行うものであっても、申出者を特定投資家として取り扱う旨

(i) that, with regard to any act related to the Subject Contract (excluding an Investment Advisory Contract and a Discretionary Investment Contract) concluded prior to the Expiration Date, which is to be conducted pursuant to the provisions of laws and regulations or the contract, the Applicant is treated as a Professional Investor, even in cases when such act is conducted after the Expiration Date;

二 法第三十四条の四第六項において準用する法第三十四条の三第二項に規定する申出に係る契約の種類が第五十三条第三号及び第四号に掲げるものである場合にあっては、対象契約（投資顧問契約及び投資一任契約に限る。）に関して法令の規定又は契約の定めに基づいて行う行為については、期限日以前に行うものに限り、申出者を特定投資家として取り扱う旨

(ii) in cases when the kind of contract pertaining to the request set forth in Article 34-3, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act falls under any of the kinds specified in Article 53, items (iii) and (iv), to the effect that, with regard to any act

related to the Subject Contract (limited to an Investment Advisory Contract and a Discretionary Investment Contract), which is to be conducted pursuant to the provisions of laws and regulations or the contract, the Applicant is treated as a Professional Investor only with regard to an act conducted prior to the Expiration Date;

三 申出者は、法第三十四条の四第六項において準用する法第三十四条の三第二項の規定による承諾を行った金融商品取引業者等のみから対象契約に関して特定投資家として取り扱われることになる旨

(iii) that the Applicant is treated as a Professional Investor in regard to the Subject Contract, only by the Financial Instruments Business Operator, etc. which has accepted the request pursuant to the provisions of Article 34-3, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act;

四 金融商品取引業者等が対象契約に基づき申出者を代理して他の金融商品取引業者等との間で期限日以前に締結する金融商品取引契約については、当該他の金融商品取引業者等からも特定投資家として取り扱われる旨

(iv) that, with regard to any Contract for Financial Instruments Transaction which the Financial Instruments Business Operator, etc., on behalf of the Applicant, concludes with another Financial Instruments Business Operator, etc. prior to the Expiration Date pursuant to the Subject Contract, such Applicant is also treated as a Professional Investor by such other Financial Instruments Business Operator, etc.; and

五 申出者は、承諾日以後いつでも、法第三十四条の四第四項の規定による申出ができる旨

(v) that the Applicant may make a request under the provisions of Article 34-4, paragraph (4) of the Act at any time on or after the Date of Acceptance.

(申出をした特定投資家以外の顧客である個人が更新申出をするために必要な期間)

(Period Necessary for an Individual Who Is a Customer Other Than a

Professional Investor That Made a Request to Make a Request for Renewal)

第六十四条の二 法第三十四条の四第六項において準用する法第三十四条の三第七項に規定する内閣府令で定める期間は、十一月（次の各号に掲げる場合にあっては、当該各号に定める期間）とする。

Article 64-2 (1) The period to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act is eleven months (or, in the following cases, the period set forth in the respective items):

一 承諾日から期限日までの期間が一年に満たない場合（次号に掲げる場合を除く。） 当該期間から一月を控除した期間

(i) when the period between the Date of Acceptance and the Expiration Date is less than one year (excluding the case specified in the following item): that

period minus one month; or

二 承諾日から期限日までの期間が一月を超えない場合 一日

(ii) when the period between the Date of Acceptance and the Expiration Date does not exceed one month: one day.

2 法第三十四条の四第六項において準用する法第三十四条の三第八項に規定する場合における前項の規定の適用については、同項各号中「承諾日」とあるのは、「前回の期限日の翌日」とする。

(2) With regard to the application of the provisions of the preceding paragraph in the cases prescribed in Article 34-3, paragraph (8) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act, the term "Date of Acceptance" in the items of that paragraph is deemed to be replaced with "day following the previous Expiration Date".

(特定投資家以外の顧客への復帰申出をした個人に交付する書面の記載事項)

(Matters to Be Stated in Documents to Be Delivered to an Individual Who Made a Request for Reinstatement as a Customer Other Than a Professional Investor)

第六十四条の三 法第三十四条の四第六項において準用する法第三十四条の三第十一項に規定する内閣府令で定める事項は、次に掲げる事項とする。

Article 64-3 The matters to be specified by Cabinet Office Order as referred to in Article 34-3, paragraph (11) of the Act as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act are as follows:

一 法第三十四条の四第五項の規定による承諾をする日（以下この条において「承諾日」という。）

(i) the day when the acceptance under the provisions of Article 34-4, paragraph (5) of the Act is to be given (hereinafter referred to as the "Date of Acceptance" in this Article);

二 対象契約の属する契約の種類

(ii) the Kind of Contract to which the Subject Contract belongs;

三 承諾日以後に対象契約の締結の勧誘又は締結をする場合において、法第三十四条の四第四項の規定による申出をした個人（次号において「復帰申出者」という。）を再び特定投資家以外の顧客として取り扱う旨

(iii) that the corporation that made a request under the provisions of Article 34-4, paragraph (4) of the Act (hereinafter referred to as the "Applicant for Reinstatement" in the following item) will be treated as a customer other than a Professional Investor again when soliciting the conclusion of, or concluding, the Subject Contract on or after the Date of Acceptance; and

四 金融商品取引業者等が対象契約に基づき復帰申出者を代理して他の金融商品取引業者等との間で承諾日以後に締結する金融商品取引契約については、当該他の金融商品取引業者等からも再び特定投資家以外の顧客として取り扱われる旨

(iv) that, with regard to any Contract for Financial Instruments Transaction

which the Financial Instruments Business Operator, etc., on behalf of the Applicant for Reinstatement, concludes with another Financial Business Operator, etc. on or after the Date of Acceptance pursuant to the Subject Contract, the Applicant for Reinstatement will also be treated as a customer other than a Professional Investor again by such other Financial Instruments Business Operator, etc.

## 第二節 業務

### Section 2 Business Affairs

#### 第一款 通則

##### Subsection 1 General Rules

(保護預り有価証券を担保とする金銭の貸付け)

(Money Loan Secured by Securities in Safe Custody)

第六十五条 法第三十五条第一項第三号に規定する内閣府令で定めるものは、次の各号のいずれかに該当するものとする。

Article 65 The money loan to be specified by Cabinet Office Order as referred to in Article 35, paragraph (1), item (iii) of the Act is the money loan which falls under any of the following items:

一 顧客から保護預りをしている有価証券が次に掲げるいずれかの有価証券（当該保護預りをした顧客の所有するものに限る。）であって、当該顧客が当該有価証券を引き続き所有するために必要なものとして当該有価証券を担保として行う金銭の貸付けのうち、当該顧客に貸し付ける金額が当該有価証券を担保として既に貸し付けている金銭の額と合計して五百万円（当該貸付けの時における当該有価証券の時価の範囲内に限る。次号において同じ。）を超えないもの

(i) a money loan that may be necessary for a customer in maintaining the ownership in the Securities specified as follows deposited by a customer for safe custody (limited to the Securities owned by the customer which has made such deposit for safety custody), which is secured by such Securities, and in which case the total of the amount to be loaned to the customer and the amount of loan already extended as secured by such Securities does not exceed five million yen (limited to the amount within the range of market price of the Securities as of the time of such loan; the same applies in the next item):

イ 国債証券

(a) national government bond securities;

ロ 地方債証券

(b) municipal bond securities;

ハ 政府保証債券

(c) government guaranteed bond certificates;

ニ 社債券



(d) corporate bond certificates;

ホ 株券

(e) share certificates;

ヘ 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百九十八号）に規定する投資信託又は外国投資信託の受益証券

(f) Beneficiary Certificates of an Investment Trust or a Foreign Investment Trust as prescribed in the Act on Investment Trust and Investment Corporations (Act No. 198 of 1951);

ト 投資証券（投資信託及び投資法人に関する法律第二条第十五項に規定する投資証券をいう。以下同じ。）若しくは投資法人債券（同条第二十項に規定する投資法人債券をいう。第百十七条第十六項第三号並びに第一百五十三条第一項第四号ハ及びニにおいて同じ。）又は外国投資証券（新投資口予約権証券に類するものを除く。）

(g) Investment Securities (meaning the Investment Securities provided in Article 2, paragraph (15) of the Act on Investment Trust and Investment Corporations; the same applies hereinafter), Investment Corporation Bond Certificates (meaning the Investment Corporation Bond Certificates provided in paragraph (20) of that Article; the same applies in Article 117, paragraph (16), item (iii) and Article 153, paragraph (1), item (iv), (c) and (d)) or Foreign Investment Securities (excluding those similar to Certificates of Investment Equity Subscription Rights);

チ 外国又は外国法人の発行する証券又は証書でイからホまでに掲げる有価証券の性質を有するもの

(h) instruments or certificates issued by a foreign state or a foreign corporation, which have the natures of the Securities listed in (a) through (e);

二 顧客から保護預りをしている有価証券が投資信託の受益証券のうち次に掲げるいずれかのもの（当該保護預りをした顧客の所有するものに限る。）であって、当該有価証券に係る解約を請求した顧客に対し、解約に係る金銭が支払われるまでの間に当該有価証券を担保として行うその解約に係る金銭の額に相当する額の金銭の貸付けのうち、当該顧客に貸し付ける金額が当該有価証券を担保として既に貸し付けている金銭の額と合計して五百万円を超えないもの

(ii) in cases when the Securities deposited by a customer for safe custody fall under the category of any of the following Beneficiary Certificates pertaining to an Investment Trust (limited to the Securities owned by the customer that has made the deposit for safety custody), a money loan secured by such Securities in the amount equivalent to a cancellation money for such Securities, which is to be granted prior to the payment of the cancellation money to the customer that has requested the cancellation of such Securities, and in which case the total of the amount to be loaned to the customer and the amount of loan already granted as secured by such Securities does not

exceed five million yen:

イ 投資信託及び投資法人に関する法律施行規則（平成十二年総理府令第百二十九号）第十三条第二号イに規定する公社債投資信託のうち、主たる投資対象を短期の公社債（前号イからニまでに掲げる有価証券（外国又は外国法人の発行する証券又は証書で同様の性質を有するものを含む。）をいう。）、預金、金銭信託及びコール・ローン等の金融資産とするものであって、次に掲げる要件の全てに該当するものの受益証券

(a) a Bond Investment Trust prescribed in Article 13, item (ii), (a) of the Regulation for Enforcement of the Act on Investment Trust and Investment Corporations (Order of the Prime Minister's Office No. 129 of 2000) which satisfies all of the following requirements and whose primary investment targets comprise financial assets such as short-term public or corporate bonds (meaning the Securities listed in (a) through (d) of the preceding item (including instruments or certificates issued by a foreign state or a foreign corporation which have a similar nature thereto)), deposits, money trusts and call loans:

(1) 信託期間に制限のないものであること。

1. that the term of the trust is unlimited;

(2) 毎日決算を行い元本を超える額を分配し、その分配金が月末に再投資されるものであること。

2. that the account is settled and the amount in excess of the principal is distributed every day, and that the dividend thereof is to be reinvested at the end of each month;

(3) 解約を常時行うことができるものであること。

3. that the Bond Investment Trust is cancellable at any time; and

(4) 解約金の支払いが当日又はその翌営業日に行われるものであること。

4. that the cancellation money is payable on the day of cancellation or on the business day immediately after such day;

ロ 投資信託のうち、主たる投資対象を中期の利付国債、預金、金銭信託及びコール・ローン等の金融資産とするものであって、イ（１）から（４）までに掲げる要件の全てに該当するものの受益証券

(b) Beneficiary Certificates of an Investment Trust which satisfy all of the requirements listed in (a), 1. to 4. and whose primary investment targets comprise financial assets such as medium-term interest-bearing government bonds, deposits, money trusts and call loans; and

ハ 投資信託及び投資法人に関する法律施行規則第二十五条第二号に規定する公社債投資信託（計算期間が一日のものに限る。）の受益証券

(c) Beneficiary Certificates of the Bond Investment Trust prescribed in Article 25, item (ii) of the Regulation for Enforcement of the Act on Investment Trust and Investment Corporations (limited to the Bond Investment Trust of which accounting period is one day).

(累積投資契約の締結)

(Conclusion of Contracts for Cumulative Investment)

第六十六条 法第三十五条第一項第七号に規定する内閣府令で定めるものは、次の各号に掲げる要件のすべてに該当する契約の締結とする。

Article 66 The conclusion to be specified by Cabinet Office Order as referred to in Article 35, paragraph (1), item (vii) of the Act is the conclusion of a contract which satisfies all of the requirements listed in the following items:

一 有価証券の買付けの方法として、当該有価証券の種類及び買付けのための預り金の充当方法を定めていること。

(i) that the contract provides for, as a means of purchases of Securities, the types of the Securities and the means for the appropriation of a deposit for making purchases;

二 預り金の管理の方法として、顧客からの払込金及び顧客が寄託している有価証券の果実並びに償還金の受入れに基づいて発生した金融商品取引業者の預り金を累積投資預り金として他の預り金と区分して経理することを定めていること。

(ii) that the contract provides, as a means for the management of deposits, that the profits derived from the money paid and Securities deposited by the customer, and the money which the Financial Instruments Business Operator's keeps custody due to acceptance of redemption are treated as the Cumulative Investment Deposit, and that accounting of such Cumulative Investment Deposit is managed separately from any other deposit;

三 他の顧客又は金融商品取引業者と共同で買い付ける場合には、顧客が買い付けた有価証券につき回記号及び番号が特定されたときに、当該顧客が単独で当該有価証券の所有権を有することが確定することを定めていること。

(iii) that the contract provides that, in the case of the joint purchase with another customer or Financial Instruments Business Operator, it is certain that the customer gains sole ownership in the Securities purchased by such customer when the code and number thereof are identified;

四 有価証券の管理の方法として、預託を受けた有価証券（金融商品取引業者と顧客が共有しているものに限る。）が他の有価証券と分別して管理されるものであること。

(iv) that the contract provides, as a means for the management of Securities, that the deposited Securities (limited to those co-owned by the Financial Instruments Business Operator and the customer) are managed separately from any other Securities; and

五 顧客から申出があったときには解約するものであること。

(v) that the contract may be cancelled if the customer so requests.

(指標に係る変動等を利用して行う取引)

(Transactions Conducted by Using Fluctuations in Indicators)

第六十七条 法第三十五条第二項第二号に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 67 The transactions to be specified by Cabinet Office Order as referred to in Article 35, paragraph (2), item (ii) of the Act are as follows:

一 外国商品市場取引

(i) Foreign Commodity Market Transaction; and

二 店頭商品デリバティブ取引

(ii) Over-the-Counter Commodity Derivatives Transactions.

(届出業務)

(Business Subject to Notification)

第六十八条 法第三十五条第二項第七号に規定する内閣府令で定める業務は、次に掲げる業務とする。

Article 68 The business to be specified by Cabinet Office Order as referred to in Article 35, paragraph (2), item (vii) of the Act is as follows:

一 金地金の売買又はその媒介、取次ぎ若しくは代理に係る業務

(i) business pertaining to purchase and sale of gold bullion, or an intermediary, brokerage or agency service therefor;

二 組合契約の締結又はその媒介、取次ぎ若しくは代理に係る業務

(ii) business pertaining to conclusion of a Partnership Contract, or an intermediary, brokerage or agency service therefor;

三 匿名組合契約の締結又はその媒介、取次ぎ若しくは代理に係る業務

(iii) business pertaining to conclusion of a Silent Partnership Contract, or an intermediary, brokerage or agency service therefor;

四 貸出参加契約（金融機関等貸出債権に係る権利義務関係を移転させずに、原貸出債権に係る経済的利益及び損失の危険を原債権者から第三者に移転させる契約をいう。）の締結又はその媒介、取次ぎ若しくは代理に係る業務

(iv) business pertaining to conclusion of a Loan Participation Contract (meaning a contract wherein the economic profit and risk of loss originating from a loan claim of a financial institution, etc. is transferred from the original creditor thereof to a third party, instead of transferring any right and obligation arising from the original loan), or an intermediary, brokerage or agency service therefor;

五 保険業法第二条第二十六項に規定する保険募集に係る業務

(v) business pertaining to insurance solicitation as prescribed in Article 2, paragraph (26) of the Insurance Business Act;

六 自ら所有する不動産の賃貸に係る業務

(vi) business pertaining to lease of real properties owned by a Financial Instruments Business Operator itself;

七 物品賃貸業

(vii) goods leasing business;

八 他の事業者の業務に関する電子計算機のプログラムの作成又は販売を行う業務及び計算受託業務

(viii) business pertaining to creation and sale of computer programs for the business of any other business operator, and a business to accept the entrustment of computing service;

九 確定拠出年金法（平成十三年法律第八十八号）第二条第七項に規定する確定拠出年金運営管理業

(ix) business of management of the defined contribution pension prescribed in Article 2, paragraph (7) of the Defined Contribution Pension Act (Act No. 88 of 2001);

十 国民年金基金連合会から確定拠出年金法第六十一条第一項の規定による委託を受けて同項第一号、第二号又は第五号に掲げる事務（第五号に掲げる事務にあつては、同法第七十三条において準用する同法第二十二条の措置に関する事務又は同法第二条第三項に規定する個人型年金に係る届出の受理に関する事務に限る。）を行う業務

(x) business of carrying out the affairs listed in Article 61, paragraph (1), item (i), (ii) or (v) of the Defined Contribution Pension Act (with regard to the affair specified in item (v), limited to the affairs related to the measures set forth in Article 22 of that Act as applied mutatis mutandis pursuant to Article 73 of that Act or the affairs related to the acceptance of a notification on pensions for individuals as prescribed in Article 2, paragraph (3) of that Act), based on an entrustment from the National Pension Fund Association pursuant to the provisions of Article 61, paragraph (1) of that Act;

十一 信託業法第二条第八項に規定する信託契約代理業

(xi) Trust Agreement Agency Business prescribed in Article 2, paragraph (8) of the Trust Business Act;

十二 金融機関の信託業務の兼営等に関する法律（昭和十八年法律第四十三号）第一条第一項第四号に掲げる業務若しくは同項第六号に掲げる業務のうち遺言の執行に関するもの又は同号若しくは同項第七号（イを除く。）に掲げる業務のうち遺産の整理に関するものに係る契約の締結の媒介（信託業務を営む金融機関（同項の認可を受けた金融機関をいう。以下同じ。）のために行うものに限る。）に係る業務

(xii) an intermediary service for a conclusion of a contract for the business specified in Article 1, paragraph (1), item (iv) of the Act on Provision, etc. of Trust Business by Financial Institutions (Act No. 43 of 1943), a contract for the business specified in item (vi) of that paragraph which relates to the execution of a will, or a contract for the business specified in that item or item (vii) of that paragraph (excluding (a)) which relates to the arrangement of an estate (limited to intermediary services provided for a financial institution engaged in trust business (meaning a financial institution authorized under that paragraph; the same applies hereinafter));

十三 金融機関代理業（銀行法第二条第十四項に規定する銀行代理業、長期信用銀行

法第十六条の五第二項に規定する長期信用銀行代理業、信用金庫法第八十五条の二第二項に規定する信用金庫代理業、協同組合による金融事業に関する法律第六条の三第二項に規定する信用協同組合代理業、労働金庫法第八十九条の三第二項に規定する労働金庫代理業、農業協同組合法第九十二条の二第二項に規定する特定信用事業代理業、水産業協同組合法第二百一十一条の二第二項に規定する特定信用事業代理業及び農林中央金庫法第九十五条の二第二項に規定する農林中央金庫代理業をいう。以下同じ。)

(xiii) Financial Institution Agency Service (meaning the Bank Agency Service prescribed in Article 2, paragraph (14) of the Banking Act, the Long Term Credit Bank Agency Service prescribed in Article 16-5, paragraph (2) of the Long-Term Credit Bank Act, the Shinkin Bank Agency Service prescribed in Article 85-2, paragraph (2) of the Shinkin Bank Act, the Credit Cooperative Agency Service prescribed in Article 6-3, paragraph (2) of the Act on Financial Businesses by Cooperative, the Labor Bank Agency Service prescribed in Article 89-3, paragraph (2) of the Labor Bank Act, the Specific Credit Business Agency Service prescribed in Article 92-2, paragraph (2) of the Agricultural Cooperatives Act, the Specific Credit Business Agency Service prescribed in Article 121-2, paragraph (2) of the Fishery Cooperatives Act and the Norinchukin Bank Agency Service prescribed in Article 95-2, paragraph (2) of the Norinchukin Bank Act; the same applies hereinafter);

十四 不動産の管理業務

(xiv) real property management business;

十五 不動産に係る投資に関し助言を行う業務

(xv) advisory business related to real property investment;

十六 算定割当量（地球温暖化対策の推進に関する法律（平成十年法律第百十七号）第二条第六項に規定する算定割当量その他これに類似するものをいう。次号において同じ。）の取得若しくは譲渡に関する契約の締結又はその媒介、取次ぎ若しくは代理を行う業務

(xvi) business of a conclusion of a contract on the acquisition or transfer of Carbon Dioxide Equivalent Quotas (meaning the carbon dioxide equivalent quotas prescribed in Article 2, paragraph (6) of the Act on Promotion of Global Warming Countermeasures (Act No. 117 of 1998) or any other subject-matter similar thereto; the same applies in the following item), or an intermediary, brokerage or agency service therefor;

十七 次に掲げる取引又はその媒介、取次ぎ若しくは代理を行う業務

(xvii) business of conducting any of the following transactions, or an intermediary, brokerage or agency service therefor:

イ 当事者が数量を定めた算定割当量について当該当事者間で取り決めた算定割当量の相場に基づき金銭の支払を相互に約する取引その他これに類似する取引

(a) a transaction wherein the parties mutually promise to pay money with regard to the Carbon Dioxide Equivalent Quotas of which quantities are

fixed by the parties, based on a quotation for the Carbon Dioxide Equivalent Quotas fixed by the parties, or any other transaction similar thereto; and

ロ 当事者の一方の意思表示により当事者間において前号の契約に係る取引及びイに掲げる取引を成立させることができる権利を相手方が当事者の一方に付与し、当事者の一方がこれに対して対価を支払うことを約する取引その他これに類似する取引

(b) a transaction wherein the parties thereto promise that one of the parties thereto grants to the other party the right to effect a transaction pertaining to the contract specified in the preceding item and a transaction specified in (a) between the parties upon the other party's manifestation of intention and the other party pays money in consideration for such right, or any other transaction similar thereto;

十八 投資法人（投資信託及び投資法人に関する法律第二条第十二項に規定する投資法人をいう。以下同じ。）から同法第百十七条第一項の規定による委託を受けて同項第四号に掲げる事務を行う業務又は特別目的会社から委託を受けてその機関の運営に関する事務を行う業務

(xviii) business of conducting the affairs specified in Article 117, paragraph (1), item (iv) of the Act on Investment Trust and Investment Corporations, based on an entrustment by an Investment Corporation (meaning an Investment Corporation prescribed in Article 2, paragraph (12) of that Act; the same applies hereinafter) pursuant to the provisions of Article 117, paragraph (1) of that Act; or the business of conducting the affairs related to the management of an organ of a Special Purpose Company, based on entrustment by such Special Purpose Company;

十九 有価証券又はデリバティブ取引に係る権利以外の資産に対する投資として、他人のため金銭その他の財産の運用を行う業務（法第三十五条第二項第一号、第二号、第五号の二及び第六号に掲げる業務に該当するものを除く。）

(xix) business of investing money or other properties for other person, as an investment in assets other than Securities or rights pertaining to a Derivative Transaction (excluding the business which falls under any of the categories of business listed in Article 35, paragraph (2), items (i), (ii), (v)-2 and (vi) of the Act);

二十 債務の保証又は引受けに係る契約の締結又はその媒介、取次ぎ若しくは代理に係る業務

(xx) business of concluding a contract for a guarantee or assumption of an obligation, or an intermediary, brokerage or agency service therefor;

二十一 その行う業務に係る顧客に対し他の事業者のあっせん又は紹介を行う業務

(xxi) business of making an arrangement with or introducing another business operator, to customers of its business;

二十二 他の事業者の業務に関する広告又は宣伝を行う業務

(xxii) business of creating any advertisement or promotion in regard to the business of any other business operator;

二十三 資金決済に関する法律（平成二十一年法律第五十九号）第二条第二項に規定する資金移動業

(xxiii) funds transfer business prescribed in Article 2, paragraph (2) of the Act on Funds Settlement (Act No. 59 of 2009); and

二十四 法第三十五条第二項第一号から第六号まで又は前各号に掲げる業務に附帯する業務

(xxiv) business incidental to those listed in Article 35, paragraph (2), items (i) through (vi) of the Act or in the preceding items.

（その他業務に係る届出）

(Notification of Additional Business)

第六十九条 法第三十五条第三項又は第六項の規定により届出を行う金融商品取引業者は、当該届出に係る業務の種類並びに当該業務の開始又は廃止の年月日及び理由を記載した届出書に、次の各号に掲げる場合の区分に応じ、当該各号に定める書類を添付して、所管金融庁長官等に提出しなければならない。

Article 69 A Financial Instruments Business Operator which intends to file a notification under Article 35, paragraph (3) or (6) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification stating the type of business to be notified as well as the date of and reason for the commencement or discontinuation of such business, attaching a document specified in the following items in accordance the categories of documents set forth respectively therein:

一 当該業務を開始した場合 次に掲げる事項を記載した書類

(i) in the case of the commencement of the business: a document stating the following particulars:

イ 当該業務の方法

(a) the business means;

ロ 当該業務の損失の危険の管理方法

(b) the means of the risk management concerning loss arising from the business; and

ハ 当該業務を行う部署の名称及び人員配置

(c) the name of the section in charge of the business and the positions of the personnel;

二 当該業務を廃止した場合 当該業務の廃止に伴う顧客勘定の処理の方法を記載した書面

(ii) in the case of the discontinuation of the business: a document stating the means of the treatment of customers' accounts incidental to the discontinuation of such business.



(その他業務の承認申請)

(Applications for Approval of Additional Business)

第七十条 法第三十五条第四項の承認を受けようとする金融商品取引業者は、次に掲げる事項を記載した承認申請書を所管金融庁長官等に提出しなければならない。

Article 70 (1) A Financial Instruments Business Operator which intends to obtain the approval under Article 35, paragraph (4) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written application for approval stating the following particulars:

一 商号

(i) the trade name;

二 登録年月日及び登録番号

(ii) the registration date and registration number;

三 承認を受けようとする業務の種類

(iii) the type of business for which approval is sought; and

四 当該業務の開始予定年月日

(iv) the scheduled date for the commencement of the business.

2 前項の承認申請書には、次に掲げる事項を記載した書類を添付しなければならない。

(2) A document stating the following particulars must be attached to a written application for approval as set forth in the preceding paragraph:

一 当該業務の内容及び方法

(i) the content of the business and business means;

二 当該業務に係る損失の危険の管理方法に関する次に掲げる事項

(ii) the following matters in relation to the means of risk management concerning risk of loss pertaining to the business:

イ 当該業務に係る損失の危険相当額（第一種金融商品取引業を行う者にあつては、第七十八条第一項第一号に規定する市場リスク相当額及び同項第二号に規定する取引先リスク相当額を含む。以下この号において同じ。）の算定方法

(a) the means of calculating the Value of Loss Risk Equivalent pertaining to the business (in the case of a person engaged in a Type-I Financial Instruments Business, including the Market Risk Equivalent defined in Article 178, paragraph (1), item (i) and the Counterparty Risk Equivalent defined in item (ii) of that paragraph; hereinafter the same applies in this item);

ロ 当該業務に係る損失の危険相当額の限度枠の設定及び適用方法

(b) the means of the establishment and application of a ceiling on the Value of Loss Risk Equivalent pertaining to the business;

ハ 当該業務に係る損失の危険相当額の算定及び限度枠の管理を行う部署の名称及び体制

(c) the name and structure of the section in charge of the calculation of the Value of Loss Risk Equivalent pertaining to the business and the management of the ceiling thereof;

ニ 当該業務に係る損失の危険相当額の算定の基礎となる資料の作成及び保存の方法

(d) the means of preparation and preservation of materials which would serve as the basis of the calculation of the Value of Loss Risk Equivalent pertaining to the business;

ホ 当該業務に係る損失の危険相当額及びその限度枠の適用状況について、検査を行う頻度、部署の名称及び体制

(e) the frequency of inspection of the Value of Loss Risk Equivalent pertaining to the business and the status of the application of the ceiling thereof, and the name and structure of the section in charge of such inspection; and

ヘ その他当該業務に係る損失の危険の管理に関する重要な事項

(f) any other important matter related to the risk management concerning loss pertaining to the business;

三 当該業務を所掌する組織及び人員配置

(iii) the organizational structure for executing the business and the positions of the personnel therefor;

四 当該業務の運営に関する社内規則

(iv) the internal rules regarding the management of the business.

(業務管理体制の整備)

(Establishment of Operational Control System)

第七十条の二 法第三十五条の三の規定により金融商品取引業者等が整備しなければならない業務管理体制は、金融商品取引業等を適確に遂行するための社内規則等（社内規則その他これに準ずるものをいう。）を整備し、当該社内規則等を遵守するための従業員に対する研修その他の措置がとられていることとする。

Article 70-2 (1) The operational control system to be established by a Financial Instruments Business Operator, etc. pursuant to Article 35-3 of the Act is to develop internal rules, etc. (meaning internal rules and other documents equivalent thereto) for ensuring the implementation of Financial Instruments Business, etc. in an appropriate way and to implement employee training and other measures to ensure compliance with the internal rules, etc.

2 法第三十五条の三の規定により金融商品取引業者等（電子募集取扱業務を行う者又は第六条の二各号に掲げる方法により法第二条第八項第七号に掲げる行為（法第三条各号に掲げる有価証券又は金融商品取引所に上場されていない有価証券（令第十五条の四の二各号に掲げるものを除く。）について行う場合に限る。）を業として行う者に限る。第二号において同じ。）が整備しなければならない業務管理体制は、前項の要件のほか、次に掲げる要件を満たさなければならない。

(2) The operational control system to be established by a Financial Instruments Business Operator, etc. (limited to an operator conducting Electronic Public Offering Services or an operator conducting the acts specified in Article 2,

paragraph (8), item (vii) of the Act by the means specified in the items of Article 6-2 (limited to the case relating to the Securities specified in the items of Article 3 of the Act or the Securities not listed on a Financial Instruments Exchange (excluding the Securities specified in the items of Article 15-4-2 of the Order)) in the course of trade; the same applies in item (ii)), pursuant to Article 35-3 of the Act, must satisfy the following requirements in addition to the requirements under the preceding paragraph:

一 金融商品取引業等に係る電子情報処理組織の管理を十分に行うための措置がとられていること。

(i) that the measures to ensure sufficient control of the electronic data processing system pertaining to the Financial Instruments Business, etc. have been taken;

二 法第三十六条の二第一項の規定により同項の標識に表示されるべき事項（金融商品取引業者等が電子申込型電子募集取扱業務等を行う場合であって、金融商品取引業協会（当該金融商品取引業者等が行う業務（当該電子申込型電子募集取扱業務等に係るものに限る。）を行う者を主要な協会員又は会員とするものに限る。）に加入していない場合にあつては、その旨を含む。）に関し、金融商品取引業者等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情報の内容を電気通信回線を通じて公衆の閲覧に供するための措置がとられていること。

(ii) that, for the matters to be indicated on the sign under Article 36-2, paragraph (1) of the Act pursuant to that paragraph (in cases when the Financial Instruments Business Operator, etc. conducts Electronic-based Application Type Electronic Public Offering Services, and if it is not a member of any Financial Instruments Firms Association (limited to an association having principal association members or members that are persons conducting the business implemented by the Financial Instruments Business Operator, etc. (limited to the business pertaining to the Electronic-based Application Type Electronic Public Offering Services)), including such fact), measures have been taken to make available for public inspection the contents of information recorded into the files stored on the computer used by the Financial Instruments Business Operator via telecommunications line;

三 電子申込型電子募集取扱業務等において取り扱おうとする有価証券に関し、その発行者の財務状況、事業計画の内容及び資金使途その他電子申込型電子募集取扱業務等の対象とすることの適否の判断に資する事項の適切な審査（電子申込型電子募集取扱業務等において取り扱う有価証券の募集又は私募に係る顧客の応募額の目標として設定した金額（次号及び第五号並びに第八十三条第一項第六号ロ及びハにおいて「目標募集額」という。）が発行者の事業計画に照らして適当なものであることを確認することを含む。）を行うための措置がとられていること。

(iii) that, for the Securities to be handled in the course of Electronic-based Application Type Electronic Public Offering Services, etc., measures have

been taken for the examination, in an appropriate manner, of the financial status of the issuers, details of business plans, purpose of use of funds and any other matters to facilitate the decision of whether it is appropriate to handle the Securities as part of Electronic-based Application Type Electronic Public Offering Services, etc. (including the confirmation of the appropriateness of the amount fixed as a target for the subscription amount of customers of the Public Offering or Private Placement of Securities handled as part of the Electronic-based Application Type Electronic Public Offering Services (referred to as "Target Subscription Amount" in the following item and item (v) as well as Article 83, paragraph (1), item (vi), (b) and (c))) in light of the business plan of the issuer;

四 電子申込型電子募集取扱業務等において取り扱う有価証券の募集又は私募に係る顧客の応募額が顧客が当該有価証券の取得の申込みを行うことができる期間（次号及び第八十三条第一項第六号イにおいて「申込期間」という。）内に目標募集額に到達しなかった場合及び目標募集額を超過した場合の当該応募額の取扱いの方法を定め、当該方法に関して顧客に誤解を生じさせないための措置がとられていること。

(iv) that the means of handling the Target Subscription Amount are provided for cases when the subscription amount of customers of the Public Offering or Private Placement of Securities handled as part of the Electronic-based Application Type Electronic Public Offering Services failed to reach the Target Subscription Amount within the period during which the customers may make a subscription for the acquisition of the Securities (referred to as "Subscription Period" in the following item and Article 83, paragraph (1), item (vi), (a)) and cases when the subscription amount exceeded the Target Subscription Amount, and that measures have been taken to prevent the customers' misunderstanding as to the means;

五 電子申込型電子募集取扱業務等において取り扱う有価証券の募集又は私募に関して、顧客の応募額が申込期間内に目標募集額に到達したときに限り当該有価証券が発行される方法を用いている場合には、当該目標募集額に到達するまでの間、発行者が応募代金の払込みを受けないことを確保するための措置がとられていること。

(v) that, in relation to the Public Offering or Private Placement of the Securities handled as part of the Electronic-based Application Type Electronic Public Offering Services, if the Financial Instruments Business Operator, etc. uses a means whereby the Securities are issued subject to the achievement of the Target Subscription Amount for the subscription amount of customer within the Subscription Period, measures have been taken to ensure that the issuer will not receive the payment of subscription price before the Target Subscription Amount is achieved;

六 電子申込型電子募集取扱業務等に係る顧客が電子申込型電子募集取扱業務等において取り扱う有価証券の取得の申込みをした日から起算して八日を下らない期間が

経過するまでの間、当該顧客が当該申込みの撤回又は当該申込みに係る発行者との間の契約の解除を行うことができることを確認するための措置がとられていること。

(vi) that the measures have been taken to confirm that customers may withdraw the subscription or cancel the subscription contract with the issuer before the elapse of the period which is not less than eight days from the day when the customer of the Electronic-based Application Type Electronic Public Offering Services, etc. made a subscription for the acquisition of Securities to be handled as part of the Electronic-based Application Type Electronic Public Offering Services;

七 発行者が電子申込型電子募集取扱業務等に係る顧客の応募代金の払込みを受けた後に、当該発行者が顧客に対して事業の状況について定期的に適切な情報を提供することを確保するための措置がとられていること。

(vii) that the measures have been taken to ensure that the issuer provides customers with appropriate information on the business on a regular basis after the issuer receives the payment of the subscription price by the customer of the Electronic-based Application Type Electronic Public Offering Services; and

八 第一種少額電子募集取扱業務又は第二種少額電子募集取扱業務において取り扱う募集又は私募に係る有価証券の発行価額の総額及び当該有価証券を取得する者が払い込む額が令第十五条の十の三各号に掲げる要件を満たさなくなることを防止するための必要かつ適切な措置（第十六条の三各項目に規定する算定方法に基づいて当該有価証券の発行価額の総額及び当該有価証券を取得する者が払い込む額を適切に算定するための措置を含む。）がとられていること。

(viii) that necessary and appropriate measures have been taken to prevent the total amount of issue value of the Securities for the Public Offering or Private Placement handled as part of the Type-I Small-Amount Electronic Public Offering Service or Type-II Small-Amount Electronic Public Offering Service and the amount to be paid by the person acquiring the Securities from falling below the requirements specified in the items of Article 15-10-3 of the Order (including the measure for the appropriate calculation of the total amount of issue value of the Securities or the amount to be paid by the person acquiring the Securities in accordance with the calculation means provided in the paragraphs of Article 16-3).

3 前項第二号から第七号までの「電子申込型電子募集取扱業務等」とは、電子申込型電子募集取扱業務（電子募集取扱業務のうち、次に掲げる方法により当該電子募集取扱業務の相手方（以下この項において「顧客」という。）に有価証券の取得の申込みをさせるものをいう。以下この項において同じ。）又は第一種少額電子募集取扱業者若しくは第二種少額電子募集取扱業者が行う電子募集取扱業務（電子申込型電子募集取扱業務に該当するものを除く。以下この項において同じ。）及びこれらの業務において取り扱う募集又は私募に係る有価証券についての法第二条第八項第九号に掲げる行為（電子申込型電子募集取扱業務又は第一種少額電子募集取扱業者若しくは第二種

少額電子募集取扱業者が行う電子募集取扱業務に該当するものを除く。)をいう。

(3) The term "Electronic-based Application Type Electronic Public Offering Services, etc." referred to in items (ii) through (vii) of the preceding paragraph means Electronic-based Application Type Electronic Public Offering Services (meaning an Electronic Public Offering Services whereby the counterparty to the Electronic Public Offering Services (hereinafter referred to as a "Customer" in this paragraph) makes a subscription for the acquisition of Securities by the following means; hereinafter the same applies in this paragraph), or Electronic Public Offering Services conducted by a Type-I Small-Amount Electronic Public Offering Service Provider or Type-II Small-Amount Electronic Public Offering Service Provider (excluding services which fall under the category of Electronic-based Application Type Electronic Public Offering Services; hereinafter the same applies in this paragraph), and the acts specified in Article 2, paragraph (8), item (ix) of the Act in relation to the Securities for the Public Offering and Private Placement to be handled as part of these services (excluding the services which fall under the categories of Electronic-based Application Type Electronic Public Offering Services, or Electronic Public Offering Services conducted by a Type-I Small-Amount Electronic Public Offering Service Provider or Type-II Small-Amount Electronic Public Offering Service Provider):

一 金融商品取引業者等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顧客が申し込もうとする有価証券に関する事項を電気通信回線を通じて顧客の閲覧に供し、当該金融商品取引業者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顧客の申込みに関する事項を記録する方法

(i) a means whereby the matters relating to the Securities to be subscribed for by a Customer recorded in the files stored on a computer used by a Financial Instruments Business Operator, etc. are made available for inspection via telecommunication lines, and whereby the matters relating to the subscription by the Customer is recorded in the file stored on a computer used by the Financial Instruments Business Operator, etc.; or

二 金融商品取引業者等の使用に係る電子計算機と有価証券の取得の申込みをしようとする顧客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又はこれに類する方法により顧客が申し込もうとする有価証券に関する事項を送信し（音声の送受信による通話を伴う場合を除く。）、当該金融商品取引業者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顧客の申込みに関する事項を記録する方法

(ii) a means whereby the matters relating to the Securities to be subscribed for by a Customer that intends to make a subscription for the acquisition of the Securities are transmitted via telecommunication lines connecting a computer used by a Financial Instruments Business Operator, etc. and a computer used by the Customer or similar means (excluding the case of involving a communication through audio transmission), and whereby the

matters relating to the subscription by the Customer are recorded in the file stored on a computer used by the Financial Instruments Business Operator, etc.

4 法第三十五条の三の規定により金融商品取引業者等（金融商品取引業等として高速取引行為を行う者に限る。）が整備しなければならない業務管理体制は、第一項の要件のほか、高速取引行為に係る電子情報処理組織その他の設備の管理を十分に行うための措置がとられていることとする。

(4) The operational control systems to be established by Financial Instruments Business Operators, etc. (limited to the business operators conducting High-Speed Trading as Financial Instruments Business, etc.) pursuant to Article 35-3 of the Act are the measures to ensure sufficient management of an electronic data processing systems for the High-Speed Trading and other facilities, in addition to the requirements under paragraph (1).

（金融商品関連業務の範囲）

(Range of Financial Instruments-Related Business)

第七十条の三 法第三十六条第二項に規定する内閣府令で定める業務は、次の各号に掲げる場合の区分に応じ、当該各号に定める業務とする。

Article 70-3 The businesses to be specified by Cabinet Office Order as referred to in Article 36, paragraph (2) of the Act are the businesses specified in the following items according to the category of cases set forth in the respective items:

一 特定金融商品取引業者等（法第三十六条第三項に規定する特定金融商品取引業者等をいう。以下同じ。）が令第十五条の二十七第一号に掲げる者である場合 次のイ及びロに掲げる業務

(i) when a Specified Financial Instruments Business Operator, etc. (meaning a Specified Financial Instruments Business Operator, etc. prescribed in Article 36, paragraph (3) of the Act; the same applies hereinafter) is a person listed in Article 15-27, item (i) of the Order: the businesses listed in (a) and (b) below:

イ 金融商品取引業又は登録金融機関業務

(a) Financial Instruments Business or Registered Financial Institution Business; and

ロ 法第三十五条第一項に規定する金融商品取引業に付随する業務（当該特定金融商品取引業者等の子金融機関等（法第三十六条第五項に規定する子金融機関等をいう。以下同じ。）が行う当該業務に相当する業務を含む。）

(b) a business incidental to Financial Instruments Business prescribed in Article 35, paragraph (1) of the Act (including a business conducted by a Subsidiary Financial Institution, etc. of such Specified Financial Instruments Business Operator, etc. (meaning a Subsidiary Financial Institution, etc. prescribed in Article 36, paragraph (5) of the Act; the same

applies hereinafter) that is equivalent to such business); and  
二 特定金融商品取引業者等が令第十五条の二十七第二号に掲げる者である場合 次のイ及びロに掲げる業務

(ii) when a Specified Financial Instruments Business Operator, etc. is a person listed in Article 15-27, item (ii) of the Order: the businesses listed in (a) and (b) below:

イ 金融商品取引業又は登録金融機関業務

(a) Financial Instruments Business or Registered Financial Institution Business; and

ロ 法第三十五条第一項に規定する金融商品取引業に付随する業務

(b) a business incidental to Financial Instruments Business prescribed in Article 35, paragraph (1) of the Act.

(顧客の利益が不当に害されることのないよう必要な措置)

(Measures Required So That Interests of Customer Would Not Be Unjustly Impaired)

第七十条の四 特定金融商品取引業者等は、当該特定金融商品取引業者等又はその親金融機関等（法第三十六条第四項に規定する親金融機関等をいう。以下同じ。）若しくは子金融機関等が行う取引に伴い、当該特定金融商品取引業者等又はその子金融機関等が行う金融商品関連業務（同条第二項に規定する金融商品関連業務をいう。以下同じ。）に係る顧客の利益が不当に害されることのないよう、次に掲げる措置を講じなければならない。

Article 70-4 (1) A Specified Financial Instruments Business Operator, etc. must take the following measures so that, as a result of any transaction it or its Parent Financial Institution, etc. (meaning a Parent Financial Institution, etc. prescribed in Article 36, paragraph (4) of the Act; the same applies hereinafter) or Subsidiary Financial Institution, etc. conducts, the interests of a customer pertaining to Financial Instruments Related Business (meaning a Financial Instruments Related Business prescribed in paragraph (2) of that Article; the same applies hereinafter) conducted by the Specified Financial Instruments Business Operator, etc. or its Subsidiary Financial Institution etc. would not be unjustly impaired:

一 対象取引を適切な方法により特定するための体制の整備

(i) the establishment of a system for identifying a subject transaction in an appropriate manner;

二 次に掲げる方法その他の方法により当該顧客の保護を適正に確保するための体制の整備

(ii) the establishment of a system for ensuring in an appropriate manner the protection of such customer by following means and any other means:

イ 対象取引を行う部門と当該顧客との取引を行う部門を分離する方法

(a) means of separating the section conducting the subject transaction and



- the section conducting a transaction with such customer;
- ロ 対象取引又は当該顧客との取引の条件又は方法を変更する方法
- (b) means of changing the terms or means of the subject transaction or the transaction with such customer;
- ハ 対象取引又は当該顧客との取引を中止する方法
- (c) means of discontinuing the subject transaction or the transaction with such customer; and
- ニ 対象取引に伴い、当該顧客の利益が不当に害されるおそれがあることについて、当該顧客に適切に開示する方法
- (d) means of disclosing in an appropriate fashion that as a result of the subject transaction, the interests of such customer might be unjustly impaired;
- 三 前二号に掲げる措置の実施の方針の策定及びその概要の適切な方法による公表
- (iii) the formulation of policies for implementing the measures listed in the preceding two items and the publication of an overview thereof by an appropriate means; and
- 四 次に掲げる記録の保存
- (iv) the storage of the following records:
- イ 第一号の体制の下で実施した対象取引の特定に係る記録
- (a) the records pertaining to the identification of subject transactions performed under the system under item (i); and
- ロ 第二号の体制の下で実施した顧客の保護を適正に確保するための措置に係る記録
- (b) the records pertaining to the measures for ensuring in an appropriate manner the protection of customers performed under the system under item (ii).
- 2 前項第四号に規定する記録は、その作成の日から五年間保存しなければならない。
- (2) The records prescribed in item (iv) of the preceding paragraph must be preserved for five years after the preparation thereof.
- 3 第一項の「対象取引」とは、特定金融商品取引業者等又はその親金融機関等若しくは子金融機関等が行う取引に伴い、当該特定金融商品取引業者等又はその子金融機関等が行う金融商品関連業務に係る顧客の利益が不当に害されるおそれがある場合における当該取引をいう。
- (3) A "subject transaction" under paragraph (1) means a transaction conducted by a Specified Financial Instruments Business Operator, etc. or its Parent Financial Institution, etc., or Subsidiary Financial Institution, etc., as a result of which the interests of a customer pertaining to Financial Instruments Related Business conducted by such Specified Financial Instruments Business Operator, etc. or its Subsidiary Financial Institution, etc. might be unjustly impaired.

(掲示すべき標識の様式)

**(Forms of Signs to Be Posted)**

第七十一条 法第三十六条の二第一項に規定する内閣府令で定める様式は、次の各号に掲げる者の区分に応じ、当該各号に定めるものとする。

Article 71 The forms to be specified by Cabinet Office Order as referred to in Article 36-2, paragraph (1) of the Act are the forms specified in the following items, in accordance with the categories of the persons respectively set forth therein:

一 金融商品取引業者 別紙様式第十号

(i) Financial Instruments Business Operator: Appended Form No. 10; or

二 登録金融機関 別紙様式第十一号

(ii) Registered Financial Institution: Appended Form 11.

(広告類似行為)

**(Acts Similar to Advertising)**

第七十二条 法第三十七条各項に規定する内閣府令で定める行為は、郵便、信書便（民間事業者による信書の送達に関する法律（平成十四年法律第九十九号）第二条第六項に規定する一般信書便事業者又は同条第九項に規定する特定信書便事業者の提供する同条第二項に規定する信書便をいう。第二百六十六条において同じ。）、ファクシミリ装置を用いて送信する方法、電子メール（特定電子メールの送信の適正化等に関する法律（平成十四年法律第二十六号）第二条第一号に規定する電子メールをいう。第二百六十六条において同じ。）を送信する方法、ビラ又はパンフレットを配布する方法その他の方法（次に掲げるものを除く。）により多数の者に対して同様の内容で行う情報の提供とする。

Article 72 The acts to be specified by Cabinet Office Order as referred to in the paragraphs of Article 37 of the Act are the provision of identical information to many persons, by means of postal mail, Correspondences Delivery (meaning a correspondence delivery as prescribed in Article 2, paragraph (2) of the Act on Correspondence Delivery by Private Business Operators (Act No. 99 of 2002) that is provided by a general correspondence delivery operator as prescribed in paragraph (6) of that Article or by a specified correspondence delivery operator as prescribed in paragraph (9) of that Article; the same applies in Article 266), transmission by facsimile devices, transmission by Electronic Mails (meaning the electronic mail prescribed in Article 2, item (i) of the Act on Regulation of Transmission of Specified Electronic Mail (Act No. 26 of 2002); the same applies in Article 266), distribution of leaflets or pamphlets or by any other means (excluding those listed in the following):

一 法令又は法令に基づく行政官庁の処分に基づき作成された書類を配布する方法

(i) distribution of documents prepared in accordance with laws or regulations, or in accordance with the dispositions rendered by administrative agencies under the laws and regulations;

二 個別の企業の分析及び評価に関する資料であって、金融商品取引契約の締結の勧誘に使用しないものを配布する方法

(ii) distribution of materials on the analysis and appraisal of the respective companies not intended to be used for solicitation for the conclusion of a Contract for Financial Instruments Transaction;

三 次に掲げるすべての事項のみが表示されている景品その他の物品（口からニまでに掲げる事項について明瞭かつ正確に表示されているものに限る。）を提供する方法（当該事項のうち景品その他の物品に表示されていない事項がある場合にあつては、当該景品その他の物品と当該事項が表示されている他の物品とを一体のものとして提供する方法を含む。）

(iii) provision of premiums or any other goods only indicating all of the following information (limited to premiums or goods clearly and accurately indicating the information listed in (b) through (d)) (if any of the following information is not indicated on the premiums or other goods, such provision includes the provision of such premiums or other goods incorporating other goods indicating such information as an integral part thereof):

イ 次に掲げるいずれかのものの名称、銘柄又は通称

(a) the name, issue or alias of any of the following:

(1) 金融商品取引契約又はその種類

1. the Contract for Financial Instruments Transaction or the types thereof;

(2) 有価証券又はその種類

2. the Securities or the types thereof;

(3) 出資対象事業又はその種類

3. the Invested Business or the types thereof; or

(4) (1) から (3) までに掲げる事項に準ずる事項

4. the information equivalent to those listed in 1. through 3.;

ロ この号に規定する方法により多数の者に対して同様の内容で行う情報の提供をする金融商品取引業者等の商号、名称若しくは氏名又はこれらの通称

(b) the trade name, name or alias of the Financial Instruments Business

Operator, etc. which provides identical information to many persons by the means specified in this item;

ハ 令第十六条第二項第一号に掲げる事項（当該事項の文字又は数字が当該事項以外の事項の文字又は数字のうち最も大きなものと著しく異ならない大ききさで表示されているものに限る。）

(c) the matters specified in Article 16, paragraph (2), item (i) of the Order (limited to cases when the letters or numerical characters representing such matter are indicated in a size which does not differ substantially from the size of the largest letters or numerical characters representing matters other than such matters);

ニ 次に掲げるいずれかの書面の内容を十分に読むべき旨

(d) a notice to the effect that the recipient thereof should read any of the

following documents comprehensively:

- (1) 法第三十七条の三第一項に規定する書面（以下「契約締結前交付書面」という。）
1. the document prescribed in Article 37-3, paragraph (1) of the Act (hereinafter referred to as the "Document for Delivery Prior to Conclusion of Contract");
- (2) 第八十条第一項第一号に規定する上場有価証券等書面
2. the Explanatory Document on Listed Securities, etc. prescribed in Article 80, paragraph (1), item (i);
- (3) 第八十条第一項第三号に規定する目論見書（同号の規定により当該目論見書と一体のものとして交付される書面がある場合には、当該目論見書及び当該書面）
3. the Prospectus prescribed in Article 80, paragraph (1), item (iii) (if there is any document to be delivered as an integral part of such Prospectus pursuant to the provisions of that item; such Prospectus and such document); and
- (4) 第八十条第一項第四号ロに規定する契約変更書面
4. the Explanatory Document on Change to Contract Information prescribed in Article 80, paragraph (1), item (iv), (b).

(金融商品取引業の内容についての広告等の表示方法)

(Means of Indication of Advertisement, etc. on the Content of Financial Instruments Business)

第七十三条 金融商品取引業者等がその行う金融商品取引業（登録金融機関にあっては、登録金融機関業務。次項及び第三項において同じ。）の内容について広告又は前条に規定する行為（以下この款において「広告等」という。）をするときには、法第三十七条第一項各号に掲げる事項について明瞭かつ正確に表示しなければならない。

Article 73 (1) In cases when a Financial Instruments Business Operator, etc. intends to make an advertisement or to conduct any other acts specified in the preceding Article (hereinafter referred to as the "Advertisement, etc." in this Subsection) with regard to the contents of its Financial Instruments Business (in the case of a Registered Financial Institution, its Registered Financial Institution Business; the same applies in the following paragraph and paragraph (3)), it must clearly and accurately indicate the matters listed in the items of Article 37, paragraph (1) of the Act.

2 金融商品取引業者等がその行う金融商品取引業の内容について広告等をするときには、令第十六条第一項第四号及び第五号に掲げる事項の文字又は数字を当該事項以外の事項の文字又は数字のうち最も大きなものと著しく異なる大きさで表示するものとする。

(2) In cases when a Financial Instruments Business Operator, etc. intends to make an Advertisement, etc. in regard to the contents of its Financial

Instruments Business, it is to indicate the letters or numerical characters representing the matters specified in Article 16, paragraph (1), items (iv) and (v) of the Order in a size which does not differ substantially from the size of the largest letters or numerical characters representing matters other than such matters.

3 金融商品取引業者等がその行う金融商品取引業の内容について基幹放送事業者（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。以下同じ。）の放送設備により放送をさせる方法又は第七十七条第一項各号に掲げる方法（音声により放送をさせる方法を除く。）により広告をするときは、前項の規定にかかわらず、令第十六条第二項第一号に掲げる事項の文字又は数字を当該事項以外の事項の文字又は数字のうち最も大きなものと著しく異ならない大ききさで表示するものとする。

(3) Notwithstanding the provisions of the preceding paragraph, in cases when a Financial Instruments Business Operator, etc. intends to make any advertisement of the contents of its Financial Instruments Business by means of having broadcast through the use of broadcasting facilities of a Basic Broadcaster (meaning the Basic Broadcaster prescribed in Article 2, item (xxiii) of the Broadcast Act (Act No. 132 of 1950) and excluding the Japan Broadcasting Corporation and the Open University of Japan (meaning the Open University of Japan defined in Article 3 of the Act on the Open University of Japan (Act No. 156 of 2002); the same applies hereinafter) or by any of the means listed in the items of Article 77, paragraph (1) (excluding the means of sound broadcasting), it is to indicate the letters or numerical characters representing the matters specified in Article 16, paragraph (2), item (i) of the Order in a size which does not differ substantially from the size of the largest letters or numerical characters representing matters other than such matters.

（顧客が支払うべき対価に関する事項）

(Matters Related to Consideration Payable by Customers)

第七十四条 令第十六条第一項第一号に規定する内閣府令で定めるものは、手数料、報酬、費用その他いかなる名称によるかを問わず、金融商品取引契約に関して顧客が支払うべき対価（有価証券の価格又は保証金等の額（同項第三号に規定する保証金等の額をいう。第二百六十八条第一項において同じ。）を除く。以下この款において「手数料等」という。）の種類ごとの金額若しくはその上限額又はこれらの計算方法（当該金融商品取引契約に係る有価証券の価格、令第十六条第一項第三号に規定するデリバティブ取引等の額若しくは運用財産の額に対する割合又は金融商品取引行為を行うことにより生じた利益に対する割合を含む。以下この項において同じ。）の概要及び当該金額の合計額若しくはその上限額又はこれらの計算方法の概要とする。ただし、これらの表示をすることができない場合にあっては、その旨及びその理由とする。

Article 74 (1) The matters to be specified by Cabinet Office Order as referred to in Article 16, paragraph (1), item (i) of the Order are the amount of the consideration payable by customers in relation to a Contract for Financial Instruments Transaction irrespective of its name such as fees, remuneration, expenses or others (excluding the price of the Securities or the Amount of Security Deposit, etc. (meaning the Amount of Security Deposit, etc. prescribed in item (iii) of that paragraph; the same applies in Article 268, paragraph (1); hereinafter referred to as the "Fees, etc." in this Subsection)) itemized by the types of such consideration or the upper limit thereof, or the outline of the means of calculation thereof (including the ratio to the price of the Securities, the amount of the Derivative Transactions, etc. prescribed in Article 16, paragraph (1), item (iii) of the Order or the amount of Investment Properties, which pertains to the Contract for Financial Instruments Transaction, or the ratio to the profit generating from the acts that constitute Financial Instruments Transactions; hereinafter the same applies in this paragraph); and the total of such amount or upper limit thereof, or the outline of the means of calculation thereof; provided, however, that in cases when these details cannot be indicated, such fact and the reason therefor are indicated.

2 前項の金融商品取引契約が法第二条第一項第十号若しくは第十一号に掲げる有価証券に表示されるべき権利又は同条第二項第五号若しくは第六号に掲げる権利（以下この条及び第二百六十八条において「投資信託受益権等」という。）の取得に係るものであって、当該投資信託受益権等に係る財産が他の投資信託受益権等（以下この条において「出資対象投資信託受益権等」という。）に対して出資され、又は拋出されるものである場合には、前項の手数料等には、当該出資対象投資信託受益権等に係る信託報酬その他の手数料等を含むものとする。

(2) In cases when the Contract for Financial Instruments Transaction set forth in the preceding paragraph pertains to the acquisition of rights to be indicated on the Securities specified in Article 2, paragraph (1), item (x) or (xi) of the Act or of the rights specified in paragraph (2), item (v) or (vi) of that Article (hereinafter referred to as the "Investment Trust Beneficial Interests, etc." in this Article and Article 268), and if the properties pertaining to such Investment Trust Beneficial Interests, etc. is to be invested or contributed in another Investment Trust Beneficial Interests, etc. (such other Investment Trust Beneficial Interests, etc. are hereinafter referred to as the "Target Investment Trust Beneficial Interests, etc." in this Article), the Fees, etc. set forth in the preceding paragraph are to include a trust fee and any other Fees, etc. pertaining to such Target Investment Trust Beneficial Interests, etc.

3 前項の出資対象投資信託受益権等に係る財産が他の投資信託受益権等に対して出資され、又は拋出される場合には、当該他の投資信託受益権等を出資対象投資信託受益権等とみなして、前二項の規定を適用する。

(3) In cases when the property pertaining to the Target Investment Trust

Beneficial Interests, etc. set forth in the preceding paragraph are to be invested or contributed in another Investment Trust Beneficial Interests, etc., such other Investment Trust Beneficial Interests, etc. are deemed to be a Target Investment Trust Beneficial Interests, etc., and the provisions of the preceding two paragraphs apply.

4 前項の規定は、同項（この項において準用する場合を含む。）の規定により出資対象投資信託受益権等とみなされた投資信託受益権等に係る財産が他の投資信託受益権等に対して出資され、又は拠出される場合について準用する。

(4) The provisions of the preceding paragraph apply mutatis mutandis to cases when the property pertaining to the Investment Trust Beneficial Interests, etc. which is deemed to be a Target Investment Trust Beneficial Interests, etc. pursuant to the provisions of that paragraph (including cases when it is applied mutatis mutandis pursuant to this paragraph) is to be invested or contributed in another Investment Trust Beneficial Interests, etc.

（売付けの価格と買付けの価格に相当する事項）

(Matters Equivalent to Sale Price and Purchase Price)

第七十五条 令第十六条第一項第六号に規定する内閣府令で定める事項は、次の各号に掲げる取引の区分に応じ、当該各号に定める事項とする。

Article 75 The matters to be specified by Cabinet Office Order as referred to in Article 16, paragraph (1), item (vi) of the Order are the matters listed in the following items, in accordance with the categories of the transactions respectively set forth therein:

一 法第二条第二十二項第二号に掲げる取引 現実数値（同条第二十一項第二号に規定する現実数値をいう。以下同じ。）が約定数値（同号に規定する約定数値をいう。以下同じ。）を上回った場合に金銭を支払う立場の当事者となる取引の約定数値と当該金銭を受領する立場の当事者となる取引の約定数値又はこれらに類似するもの

(i) the transaction specified in Article 2, paragraph (22), item (ii) of the Act: the Agreed Figure under the transactions wherein the person becomes the party paying money when the Actual Figure (meaning the Actual Figure prescribed in item (ii), paragraph (21) of that Article; the same applies hereinafter) exceeds the Agreed Figure (meaning the Agreed Figure prescribed in that item; the same applies hereinafter), and the Agreed Figure under the transactions wherein the person becomes the party receiving such money, or any other figures similar thereto;

二 法第二条第二十二項第三号又は第四号に掲げる取引 同項第三号又は第四号に規定する権利を付与する立場の当事者となる取引の当該権利の対価の額と当該権利を取得する立場の当事者となる取引の当該権利の対価の額

(ii) the transaction specified in Article 2, paragraph (22), item (iii) or (iv) of the Act: the amount of consideration for the rights in regard to the transaction wherein the person becomes the party granting the rights specified in item

(iii) or (iv) of that paragraph, and the amount of consideration for the rights in regard the transaction wherein the person becomes the party acquiring such rights;

三 法第二条第二十二項第五号に掲げる取引 金融商品（同条第二十四項第三号に掲げるものを除く。）の利率等（同条第二十一項第四号に規定する利率等をいう。以下同じ。）若しくは金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となる取引における約定した期間の開始時の当該金融商品の利率等若しくは金融指標と当該金融商品の利率等若しくは金融指標が約定した期間に上昇した場合に金銭を受領する立場の当事者となる取引における約定した期間の開始時の当該金融商品の利率等若しくは金融指標又はこれらに類似するもの

(iii) the transaction specified in Article 2, paragraph (22), item (v) of the Act: the Interest Rates, etc. (meaning the interest rates, etc. prescribed in paragraph (21), item (iv) of that Article; the same applies hereinafter) of the Financial Instruments (excluding that specified in paragraph (24), item (iii) of that Article) or the Financial Indicator as of the time of the commencement of the agreed period for the transaction wherein the person becomes the party paying money when the Interest Rates, etc. or the Financial Indicators of the Financial Instruments rise within the agreed period, and the Interest Rates, etc. of the Financial Instruments or the Financial Indicators as of the time of the commencement of the agreed period for the transaction wherein the person becomes the party receiving money when the Interest Rates, etc. of the Financial Instruments or the Financial Indicator rise within the agreed period, or any other figures similar thereto; and

四 法第二条第二十二項第六号に掲げる取引 同号に規定する事由が発生した場合において金銭を支払う立場の当事者となる取引の条件と金銭を受領する立場の当事者となる取引の条件又はこれらに類似するもの

(iv) the transaction specified in Article 2, paragraph (22), item (vi) of the Act: the conditions of the transaction wherein the person becomes the party paying money in the case of the occurrence of any event specified in that item, and the conditions of the transaction wherein the person becomes the party receiving money in such case, or any other conditions similar thereto.

(顧客の判断に影響を及ぼす重要事項)

(Important Matters Which May Have Impact on Customers' Decision)

第七十六条 令第十六条第一項第七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 76 The matters to be specified by Cabinet Office Order as referred to in Article 16, paragraph (1), item (vii) of the Order are as follows:

一 当該金融商品取引契約に関する重要な事項について顧客の不利益となる事実

(i) the facts regarding important matters on the Contract for Financial



Instruments Transaction, which would be disadvantageous to the customer;  
and

二 当該金融商品取引業者等が金融商品取引業協会に加入している場合にあつては、その旨及び当該金融商品取引業協会の名称

(ii) in cases when the Financial Instruments Business Operator, etc. is a member of a Financial Instruments Firms Association, such fact and the name of such Financial Instruments Firms Association.

(基幹放送事業者の放送設備により放送をさせる方法に準ずる方法等)

(Means Equivalent to Broadcasting Using Broadcasting Facilities of Basic Broadcaster)

第七十七条 令第十六条第二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。

Article 77 (1) The means to be specified by Cabinet Office Order as referred to in Article 16, paragraph (2) of the Order are as follows:

一 一般放送事業者（放送法第二条第二十五号に規定する一般放送事業者をいう。第二百七十条第一項第一号において同じ。）の放送設備により放送をさせる方法

(i) to broadcast using the broadcasting facilities of Private Broadcaster (meaning the Private Broadcaster defined in Article 2, item (xxv) of the Broadcast Act; the same applies in article 270, paragraph (1), item (i));

二 金融商品取引業者等又は当該金融商品取引業者等が行う広告等に係る業務の委託を受けた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情報の内容（基幹放送事業者の放送設備により放送をさせる方法又は前号に掲げる方法により提供される事項と同一のものに限る。）を電気通信回線を利用して顧客に閲覧させる方法

(ii) to make available for the customer's inspection the contents of the information recorded into the files stored on the computer used by a Financial Instruments Business Operator, etc. or by a person that has accepted entrustment of the service of an Advertisement, etc. to be made by the Financial Instruments Business Operator, etc. (limited to information identical to that provided by means of broadcasting using the broadcasting facilities of a Basic Broadcaster or by the means specified in the preceding item) via telecommunications line; or

三 常時又は一定の期間継続して屋内又は屋外で公衆に表示させる方法であつて、看板、立看板、はり紙及びはり札並びに広告塔、広告板、建物その他の工作物等に掲出させ、又は表示させるもの並びにこれらに類するもの

(iii) to expose to the public an indoor or outdoor advertisement regularly or continuously for a fixed period, by means of posting or indicating it on signboards, standing signboards, bills, notices, advertising towers, billboards, buildings or any other structures, or any other means similar thereto.

2 令第十六条第二項第二号に規定する内閣府令で定める事項は、第七十二条第三号ニ

に掲げる事項とする。

(2) The matters to be specified by Cabinet Office Order as referred to in Article 16, paragraph (2), item (ii) of the Order are the matters specified in Article 72, item (iii), (d).

(誇大広告をしてはならない事項)

(Matters Prohibited from Misleading Advertisements)

第七十八条 法第三十七条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 78 The matters to be specified by Cabinet Office Order as referred to in Article 37, paragraph (2) of the Act are as follows:

一 金融商品取引契約の解除に関する事項（法第三十七条の六第一項から第四項までの規定に関する事項を含む。）

(i) the matters related to cancellation of a Contract for a Financial Instruments Transaction (including matters related to the provisions of Article 37-6, paragraphs (1) through (4) of the Act);

二 金融商品取引契約に係る損失の全部若しくは一部の負担又は利益の保証に関する事項

(ii) the matters related to the sharing of all or part of the losses or a guarantee of profit, in connection with a Contract for a Financial Instruments Transaction;

三 金融商品取引契約に係る損害賠償額の予定（違約金を含む。）に関する事項

(iii) the matters related to agreement for liquidated damages (including penalties) pertaining to the Contract for Financial Instruments Transaction;

四 金融商品取引契約に係る金融商品市場又は金融商品市場に類似する市場で外国に所在するもの（商品関連業務を行う場合にあっては、商品市場（商品先物取引法第二条第九項に規定する商品市場をいう。）又は外国商品市場（同条第十二項に規定する外国商品市場をいう。）を含む。第二百七十一条第四号において同じ。）に関する事項

(iv) the matters related to the Financial Instruments Market or any other market similar thereto located in a foreign state, which pertains to the Contract for Financial Instruments Transaction (in the case of conducting Commodity-Related Business, including a Commodity Market (meaning the Commodity Market provided in Article 2, paragraph (9) of the Commodity Derivatives Act) or a Foreign Commodity Market (meaning the Foreign Commodity Market provided in paragraph (12) of that Article); the same applies in Article 271, item (iv));

五 金融商品取引業者等の資力又は信用に関する事項

(v) the matters related to the financial resources or credit of the Financial Instruments Business Operator, etc.;

六 金融商品取引業者等の金融商品取引業（登録金融機関にあっては、登録金融機関

- 業務) の実績に関する事項
- (vi) the matters related to the performance of the Financial Instruments Business conducted by the Financial Instruments Business Operator, etc. (in the case of a Registered Financial Institution, the performance of the Registered Financial Institution Business conducted by the Registered Financial Institution);
- 七 金融商品取引契約に関して顧客が支払うべき手数料等の額又はその計算方法、支払の方法及び時期並びに支払先に関する事項
- (vii) the matters related to the amount of the Fees, etc. payable by customers in connection with a Contract for Financial Instruments Transaction or the means of calculation therefor, and the means and timing of the payment of such Fees, etc. and the payee of such Fees, etc.;
- 八 抵当証券等（法第二条第一項第十六号に掲げる有価証券又は同項第十七号に掲げる有価証券（同項第十六号に掲げる性質を有するものに限る。）をいう。以下同じ。）の売買その他の取引について広告等をする場合にあっては、次に掲げる事項
- (viii) in cases of an Advertisement, etc. for the purchase and sale or any other transaction of the Mortgage Securities, etc. (meaning the Securities specified in Article 2, paragraph (1), item (xvi) of the Act, or the Securities specified in item (xvii) of that paragraph (limited to those which have the nature specified in item (xvi) of that paragraph); the same applies hereinafter), the following matters:
- イ 抵当証券等に記載された債権の元本及び利息の支払の確実性又は保証に関する事項
- (a) the matters related to the certainty or guarantee of the payment of principal and interests of the claims specified in the Mortgage Securities, etc.;
- ロ 金融商品取引業者等に対する推薦に関する事項
- (b) the matters related to recommendation regarding a Financial Instruments Business Operator, etc.;
- ハ 利息に関する事項
- (c) the matters related to interest; and
- ニ 抵当証券等に記載された抵当権の目的に関する事項
- (d) the matters related to the collateral on which the mortgage has been created, as stated in the Mortgage Securities, etc.;
- 九 投資顧問契約について広告等をする場合にあっては、助言の内容及び方法に関する事項
- (ix) in cases of an Advertisement, etc. regarding an Investment Advisory Contract, the matters related to the contents and means of advice;
- 十 投資一任契約又は法第二条第八項第十五号に掲げる行為を行うことを内容とする契約について広告等をする場合にあっては、投資判断の内容及び方法に関する事項
- (x) in cases of an Advertisement, etc. of a Discretionary Investment Contract or

a contract for conducting acts specified in Article 2, paragraph (8), item (xv) of the Act, the matters related to the contents and means of making the Investment Decisions; and

十一 第七条第四号ニ（１）に掲げる権利に係る募集又は私募について広告等をする場合にあっては、競走用馬の血統及び飼養管理の状況に関する事項

(xi) in cases of an Advertisement, etc. regarding the public offering or private placement of the rights specified in Article 7, item (iv), (d), 1., the matters related to bloodlines of the racehorses and the status of the management of the breeding thereof.

(契約締結前交付書面の記載方法)

(Means of Stating a Document for Delivery Prior to the Conclusion of a Contract)

第七十九条 契約締結前交付書面には、法第三十七条の三第一項各号に掲げる事項を日本工業規格Ｚ八三〇五に規定する八ポイント以上の大きさの文字及び数字を用いて明瞭かつ正確に記載しなければならない。

Article 79 (1) The matters listed in the items of Article 37-3, paragraph (1) of the Act must be stated unambiguously and accurately in the Document for Delivery Prior to Conclusion of Contract by using letters, characters and numerals larger than 8-point as provided in the JIS Z8305.

2 前項の規定にかかわらず、契約締結前交付書面には、次に掲げる事項を枠の中に日本工業規格Ｚ八三〇五に規定する十二ポイント以上の大きさの文字及び数字を用いて明瞭かつ正確に記載し、かつ、次項に規定する事項の次に記載するものとする。

(2) Notwithstanding the provisions of the preceding paragraph, the matters listed in the following items are to be stated unambiguously and accurately after the matters required to be stated under the following paragraph in the frame of the Document for Delivery Prior to Conclusion of Contract by using letters, characters and numerals larger than 12-point as provided in the JIS Z8305:

一 法第三十七条の三第一項第四号に掲げる事項の概要並びに同項第五号及び第六号並びに第八十二条第三号から第六号までに掲げる事項

(i) an outline of the matters listed in Article 37-3, paragraph (1), item (iv) of the Act, and the matters listed in Article 37-3, paragraph (1), items (v) and (vi) of the Act and Article 82, items (iii) through (vi) of this Cabinet Office Order;

二 金融商品取引契約が店頭デリバティブ取引契約（令第十六条の四第一項イからハまでに掲げる取引（以下「店頭金融先物取引」という。）に係る同号に掲げる契約又は同項第二号に掲げる契約（第百十六条第一項第三号イ及びロに掲げる取引に係るものを除く。）をいう。以下同じ。）であるときは、第九十四条第一項第一号及び第四号に掲げる事項

(ii) in cases when the Contract for Financial Instruments Transaction is a

contract for Over-the-Counter Derivatives Transactions (meaning contracts listed in Article 16-4, paragraph (1), (a) through (c) of the Order pertaining to the translations listed in those items (hereinafter referred to as the "Over-the-Counter Transactions of Financial Futures") or contracts listed in item (ii) of that paragraph (excluding contracts pertaining to transactions listed in Article 116, paragraph (1), item (iii), (a) and (b)); the same applies hereinafter), the matters listed in Article 94, paragraph (1), items (i) and (iv); and

三 金融商品取引契約が電子申込型電子募集取扱業務等（第七十条の二第三項に規定する電子申込型電子募集取扱業務等をいう。以下同じ。）に係る取引に係るものであるときは、第八十三条第一項第六号へ及びトに掲げる事項

(iii) in cases when the Contract for Financial Instruments Transaction relates to a transaction pertaining to Electronic-based Application Type Electronic Public Offering Services (meaning the Electronic-based Application Type Electronic Public Offering Services, etc. provided in Article 70-2, paragraph (3); the same applies hereinafter), whether the matters specified in Article 83, paragraph (1), item (vi), (f) and (g) are applicable;

四 第八十二条第九号に掲げる事項

(iv) the matter listed in Article 82, item (ix).

3 金融商品取引業者等は、契約締結前交付書面には、第八十二条第一号に掲げる事項、第九十二条の二第一項第三号に掲げる事項（その締結しようとする金融商品取引契約が、出資対象事業持分のうち当該出資対象事業に係る出資対象事業が主として有価証券又はデリバティブ取引に係る権利に対する投資を行う事業以外の事業であるものの売買その他の取引に係るものである場合に限る。）及び法第三十七条の三第一項各号に掲げる事項のうち顧客の判断に影響を及ぼすこととなる特に重要なものを、日本工業規格Z八三〇五に規定する十二ポイント以上の大きさの文字及び数字を用いて当該契約締結前交付書面の最初に平易に記載するものとする。

(3) A Financial Instruments Business Operator, etc. is to, when preparing the Document for Delivery Prior to Conclusion of Contract, state plainly the matter listed in Article 82, item (i), the matters listed in Article 92-2, paragraph (1), item (iii) (limited to cases when the Financial Instruments Transaction Contract to be concluded pertains to the purchase and sale and other transactions of the right of the Equity of Invested Business, of which Invested Business pertaining to the Equity of Invested Business is the business other than a business which invests primarily in the rights pertaining to Securities or derivative transactions), and particularly important matters that may have an impact on customers' judgment among the matters listed in the items of Article 37-3, paragraph (1) of the Act at the beginning of the Document for Delivery Prior to Conclusion of Contract by using letters, characters and numerals larger than 12-point as provided in the JIS Z8305.

(契約締結前交付書面の交付を要しない場合)

**(Exemption from Requirement to Deliver Documents for Delivery Prior to the Conclusion of a Contract)**

第八十条 法第三十七条の三第一項ただし書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 80 (1) The matters to be specified by Cabinet Office Order as referred to in the proviso to Article 37-3, paragraph (1) of the Act are as follows:

一 金融商品取引所に上場されている有価証券、店頭売買有価証券（法第二条第一項第十九号に掲げる有価証券及び金融庁長官の指定する有価証券を除く。）、金融商品取引所に類似するもので外国に所在するものに上場されている有価証券又は店頭売買有価証券市場に類似する市場で外国に所在するものにおいて取引されている有価証券（金融庁長官の指定する有価証券を除く。）の売買その他の取引（デリバティブ取引に該当するもの並びに信用取引及び発行日取引又はこれらに類似する取引を除く。以下「上場有価証券等売買等」という。）に係る金融商品取引契約の締結前一年以内に当該顧客に対し当該金融商品取引契約について法第三十七条の三第一項第一号から第五号まで並びに第八十二条第一号、第三号、第五号、第十一号、第十四号及び第十五号に掲げる事項を、前条に規定する方法に準ずる方法により記載した書面（以下「上場有価証券等書面」という。）を交付している場合

(i) cases when, with regard to the purchase and sale or any other transaction of Securities listed on a Financial Instruments Exchange Market, Over-the-Counter Traded Securities (excluding the Securities specified in Article 2, paragraph (1), item (xix) of the Act and the Securities designated by the Commissioner of the Financial Services Agency), Securities listed on an exchange located in a foreign state which is similar to a Financial Instruments Exchange, or Securities traded on a market located in a foreign state which is similar to the Over-the Counter Securities Market (excluding the Securities designated by the Commissioner of the Financial Services Agency) (the above excludes transactions which fall under the category of Derivative Transactions, and also excludes margin transactions, When-Issued Transaction or any other transaction similar to those transactions; hereinafter collectively referred to as the "Purchase and Sale, etc. of Listed Securities, etc."), a Financial Instruments Business Operator, etc., within one year prior to the conclusion of the Contract for a Financial Instruments Transaction pertaining to the transaction, had delivered to the customer a document on the Contract for Financial Instruments Transaction containing the matters set forth in Article 37-3, paragraph (1), items (i) through (v) of the Act and Article 82, items (i), (iii), (v), (xi), (xiv) and (xv) of this Cabinet Office Order prepared in accordance with the means equivalent to those specified in the preceding Article (hereinafter referred to as the "Explanatory Document on Listed Securities, etc.");

二 有価証券の売買（法第二条第八項第一号に規定する有価証券の売買をいう。以下

同じ。) その他の取引又はデリバティブ取引等に係る金融商品取引契約の締結前一年以内に当該顧客に対し当該金融商品取引契約と同種の内容の金融商品取引契約に係る契約締結前交付書面を交付している場合

(ii) in cases when, within one year prior to the conclusion of the Contract for Financial Instruments Transaction pertaining to the Purchase and Sale of Securities (meaning the purchase and sale of Securities prescribed in Article 2, paragraph (8), item (i) of the Act; the same applies hereinafter), any other type of transaction of Securities, or Derivative Transactions, etc., a Financial Instruments Business Operator, etc. has delivered to the customer a Document for Delivery Prior to Conclusion of Contract related to any other Contract for Financial Instruments Transaction which is in substance identical to the first-mentioned Contract for Financial Instruments Transaction;

三 当該顧客に対し目論見書（前条に規定する方法に準ずる方法により当該契約締結前交付書面に記載すべき事項のすべてが記載されているものに限る。）を交付している場合（目論見書に当該事項のすべてが記載されていない場合にあつては、当該目論見書及び当該事項のうち当該目論見書に記載されていない事項のすべてが記載されている書面を一体のものとして交付している場合を含む。）又は法第十五条第二項第二号に掲げる場合

(iii) in cases when the Financial Instruments Business Operator, etc. has delivered to the customer a Prospectus (limited to a Prospectus containing all of the matters to be stated in the Document for Delivery Prior to Conclusion of Contract, as prepared in accordance with the means equivalent to those specified in the preceding Article) (if the Prospectus does not contain all of such matters, including cases when a document stating all of the matters not contained therein has been delivered as an integral part of such Prospectus), or in the cases specified in Article 15, paragraph (2), item (ii) of the Act;

四 既に成立している金融商品取引契約の一部の変更をすることを内容とする金融商品取引契約を締結しようとする場合においては、次に掲げるとき。

(iv) if the Financial Instruments Business Operator, etc. intends to conclude a Contract for Financial Instruments Transaction for the purpose of effecting a partial change to any term of a Contract for Financial Instruments Transaction already in effect, the following cases:

イ 当該変更既に成立している当該金融商品取引契約に係る契約締結前交付書面の記載事項に変更すべきものがないとき。

(a) where such partial change does not result in a change to the matters to be stated in the Document for Delivery Prior to Conclusion of Contract pertaining to the Contract for Financial Instruments Transaction already in effect; or

ロ 当該変更に伴い既に成立している金融商品取引契約に係る契約締結前交付書面の記載事項に変更すべきものがある場合にあつては、当該顧客に対し当該変更す

べき記載事項を記載した書面（以下「契約変更書面」という。）を交付しているとき。

(b) if such partial change results in a change to the matters to be stated in the Document for Delivery Prior to Conclusion of Contract pertaining to the Contract for Financial Instruments Transaction already in effect, cases when the Financial Instruments Business Operator, etc. has delivered to the customer a document stating the matters subject to such change (hereinafter referred to as the "Explanatory Document on Change to Contract Information");

五 当該金融商品取引契約が次に掲げる行為に係るものである場合

(v) if the Contract for Financial Instruments Transaction pertains to any of the following acts:

イ 有価証券の売付け（当該金融商品取引業者等との間で当該有価証券の買付けに係る金融商品取引契約を締結した場合に限る。）

(a) the sale of Securities (limited to cases when a Contract for Financial Instruments Transaction for the purchase of the Securities has been concluded with the Financial Instruments Business Operator, etc.);

ロ 有価証券の買付けの媒介又は代理（公開買付者（法第二十七条の三第二項（法第二十七条の二十二の二第二項において準用する場合を含む。）に規定する公開買付者をいう。以下同じ。）を相手方として公開買付け（法第二十七条の二第六項（法第二十七条の二十二の二第二項において準用する場合を含む。）に規定する公開買付けをいう。第百十条第一項第二号ト及び第百十一条第二号において同じ。）に係る有価証券の買付けの媒介又は代理を行う場合に限る。）

(b) an intermediary or agency service for the purchase of Securities (limited to cases when the Financial Instruments Business Operator, etc. provides an intermediary or agency service for the purchase of Securities pertaining to the Tender Offer (meaning the Tender Offer prescribed in Article 27-2, paragraph (6) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of the Act); the same applies in Article 110, paragraph (1), item (ii), (g) and Article 111, item (ii)) to a Tender Offeror (meaning the Tender Offeror prescribed in Article 27-3, paragraph (2) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of the Act); the same applies hereinafter));

ハ 令第一条の十二に規定する行為

(c) an act set forth in Article 1-12 of the Order;

ニ 令第三十三条の十四第三項に規定する反対売買

(d) a reversing trade set forth in Article 33-14, paragraph (3) of the Order;

ホ 累積投資契約（金融商品取引業者等が顧客から金銭を預かり、当該金額を対価としてあらかじめ定めた期日において当該顧客に有価証券を継続的に売り付ける契約をいう。以下ホ及び第百十条第一項第一号イにおいて同じ。）による有価証



- 券の買付け又は累積投資契約に基づき定期的にする有価証券の売付け
- (e) the purchase of Securities under a Contract for Cumulative Investment (meaning a contract wherein a Financial Instruments Business Operator, etc. receives a money deposit from a customer and sells Securities to that customer continuously on dates designated in advance while receiving a consideration payable out of such money deposit; hereinafter the same applies in (e) and Article 110, paragraph (1), item (i), (a)), or the sale of Securities to be conducted on a regular basis under a Contract for Cumulative Investment;
- へ 顧客が所有する法第二条第一項第十号に掲げる有価証券又は同条第二項第五号若しくは第六号に掲げる権利から生ずる収益金をもって当該有価証券又は当該権利と同一の銘柄を取得させるもの
- (f) with regard to the Securities specified in Article 2, paragraph (1), item (x) of the Act owned by a customer or rights specified in paragraph (2), item (v) or (vi) of that Article, an act to have such customer acquire an issue identical to such Securities or rights, using the earnings generated from those Securities or rights;
- ト 法第二条第一項第十号に掲げる有価証券（投資信託及び投資法人に関する法律施行規則第二十五条第二号に規定する公社債投資信託（計算期間が一日のものに限る。）の受益証券に限る。）の売買（当初の買付けを除く。）又は当該有価証券に係る投資信託契約（投資信託及び投資法人に関する法律第三条又は第四十七条第一項に規定する投資信託契約をいう。以下同じ。）の解約
- (g) the purchase and sale (excluding the initial purchase) of the Securities specified in Article 2, paragraph (1), item (x) of the Act (limited to the Beneficiary Certificates for Bond Investment Trust prescribed in Article 25, item (ii) of the Regulation for Enforcement of the Act on Investment Trust and Investment Corporations (limited to the Bond Investment Trust of which accounting period is one day)), or cancellation of an Investment Trust Agreement (meaning the Investment Trust Agreement prescribed in Article 3 or Article 47, paragraph (1) of the Act on Investment Trust and Investment Corporations; the same applies hereinafter) pertaining to such Securities;
- チ 有価証券の引受け
- (h) the Underwriting of Securities; or
- リ 有価証券の募集若しくは売出しの取扱い若しくは私募の取扱い又は特定投資家向け売付け勧誘等の取扱い（当該金融商品取引契約に係る顧客が当該有価証券の発行者又は所有者である場合に限る。）
- (i) dealing in a Public Offering or Secondary Distribution of Securities, dealing in Private Placement of Securities, or dealing in a Solicitation for Selling, etc. Only for Professional Investors (limited to cases when the customer pertaining to the Contract for Financial Instruments Transaction

is the Issuer or owner of such Securities).

- 2 法第三十四条の二第四項及び令第十五条の二十二の規定並びに第五十六条の規定は、前項第一号の規定による上場有価証券等書面の交付、同項第三号の規定による書面の交付及び同項第四号ロの規定による契約変更書面の交付について準用する。
- (2) The provisions of Article 34-2, paragraph (4) of the Act, Article 15-22 of the Order and Article 56 of this Cabinet Office Order apply mutatis mutandis to the delivery of an Explanatory Document on Listed Securities, etc. under item (i) of the preceding paragraph, delivery of a document under item (iii) of that paragraph and delivery of an Explanatory Document on Change to Contract Information under item (iv), (b) of that paragraph.
- 3 上場有価証券等書面を交付した日（この項の規定により上場有価証券等書面を交付したものとみなされた日を含む。）から一年以内に上場有価証券等売買等に係る金融商品取引契約の締結を行った場合には、当該締結の日において上場有価証券等書面を交付したものとみなして、第一項第一号の規定を適用する。
- (3) In cases when, within one year from the day of delivery of the Explanatory Document on Listed Securities, etc. (including the day when the Explanatory Document on Listed Securities, etc. is deemed to have been delivered pursuant to the provisions of this paragraph), a Contract for Financial Instruments Transaction pertaining to the Purchase and Sale, etc. of Listed Securities, etc. has been concluded, such Explanatory Document on Listed Securities, etc. is deemed to have been delivered on the date of the conclusion of the contract, and the provisions of paragraph (1), item (i) apply.
- 4 契約締結前交付書面を交付した日（この項の規定により契約締結前交付書面を交付したものとみなされた日を含む。）から一年以内に当該契約締結前交付書面に係る金融商品取引契約と同種の内容の金融商品取引契約（店頭デリバティブ取引契約を除く。）の締結を行った場合には、当該締結の日において契約締結前交付書面を交付したものとみなして、第一項第二号の規定を適用する。
- (4) In cases when, within one year from the day of delivery of the Document for Delivery Prior to Conclusion of Contract (including the day when the Document for Delivery Prior to Conclusion of Contract is deemed to have been delivered pursuant to the provisions of this paragraph), a Contract for Financial Instruments Transaction which is in substance identical to that pertaining to such Document for Delivery Prior to Conclusion of Contract (excluding the contract for Over-the-Counter Derivatives Transactions) has been concluded, such Document for Delivery Prior to Conclusion of Contract is deemed to have been delivered on the date of the conclusion of the contract, and the provisions of paragraph (1), item (ii) apply.
- 5 法第二条第一項第十号に掲げる有価証券に係る目論見書（第一項第三号の規定により目論見書と一体のものとして交付される書面がある場合には、当該目論見書及び当該書面）に対する第一項第三号の規定の適用については、同号中「前条に規定する方法に準ずる方法により当該」とあるのは、「当該」とする。

(5) With regard to the application of the provisions of paragraph (1), item (iii), to a Prospectus (if there is any document to be delivered as an integral part of a Prospectus pursuant to the provisions of paragraph (1), item (iii), such Prospectus and such document) pertaining to any Securities listed in Article 2, paragraph (1), item (x) of the Act, the phrase "Document for Delivery Prior to Conclusion of Contract, as prepared in accordance with the means equivalent to those specified in the preceding Article" is deemed to be replaced with "Document for Delivery Prior to Conclusion of Contract".

(顧客が支払うべき対価に関する事項)

(Matters Related to Consideration Payable by Customers)

第八十一条 法第三十七条の三第一項第四号に規定する内閣府令で定めるものは、手数料、報酬、費用その他いかなる名称によるかを問わず、金融商品取引契約に関して顧客が支払うべき手数料等の種類ごとの金額若しくはその上限額又はこれらの計算方法（当該金融商品取引契約に係る有価証券の価格、令第十六条第一項第三号に規定するデリバティブ取引等の額若しくは運用財産の額に対する割合又は金融商品取引行為を行うことにより生じた利益に対する割合を含む。以下この項において同じ。）及び当該金額の合計額若しくはその上限額又はこれらの計算方法とする。ただし、これらの記載をすることができない場合にあっては、その旨及びその理由とする。

Article 81 (1) The matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (iv) of the Act are the amount of the consideration payable by customers in relation to a Contract for Financial Instruments Transaction irrespective of its name such as fees, remuneration, expenses or others, as itemized by the types of such consideration or the upper limit thereof, or an outline of the means of calculation thereof (including the ratio to the price of Securities, the amount of the Derivative Transactions, etc. prescribed in Article 16, paragraph (1), item (iii) of the Order or the amount of Investment Property, which pertains to the Contract for Financial Instruments Transaction, or the ratio to the profit generating from acts that constitute Financial Instruments Transactions; hereinafter the same applies in this paragraph); and the total of such amount or upper limit thereof or an outline of the means of calculation thereof; provided, however, that in cases when these details cannot be indicated, such fact and the reason therefor are indicated.

2 第七十四条第二項から第四項までの規定は、前項の手数料等について準用する。

(2) The provisions of Article 74, paragraphs (2) to (4) apply mutatis mutandis to the Fees, etc. set forth in the preceding paragraph.

(契約締結前交付書面の共通記載事項)

(Matters to Be Stated in All Types of Documents to Be Delivered Prior to Conclusion of Contract)

第八十二条 法第三十七条の三第一項第七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 82 The matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows:

一 当該契約締結前交付書面の内容を十分に読むべき旨

(i) a notice to the effect that the recipient of the Document for Delivery Prior to Conclusion of Contract should read the contents thereof comprehensively;

二 令第十六条第一項第二号に掲げる事項

(ii) the matters specified in Article 16, paragraph (1), item (ii) of the Order;

三 顧客が行う金融商品取引行為について金利、通貨の価格、金融商品市場における相場その他の指標に係る変動を直接の原因として損失が生ずることとなるおそれがある場合にあつては、次に掲げる事項

(iii) in cases when any act that constitutes a Financial Instruments

Transaction to be conducted by the customer bears a risk of the accrual of any loss caused directly by a fluctuation in indicators such as money rate, value of currencies or quotations on the Financial Instruments Market, the following matters:

イ 当該指標

(a) the indicators; and

ロ 当該指標に係る変動により損失が生ずるおそれがある理由

(b) the reasons for the risk of loss which may be caused by any fluctuation in the indicators;

四 前号の損失の額が顧客が預託すべき委託証拠金その他の保証金の額を上回ることとなるおそれ（以下この号において「元本超過損が生ずるおそれ」という。）がある場合にあつては、次に掲げる事項

(iv) in cases when there is a risk that the amount of loss set forth in the preceding item may exceed the amount of any security deposit to be deposited by the customer such as customer margin (such risk is hereinafter referred to as the "Risk of Loss in Excess of Principal" in this item), the following matters:

イ 前号の指標のうち元本超過損が生ずるおそれを生じさせる直接の原因となるもの

(a) the indicator referred to in the preceding item which would be a direct cause of the Risk of Loss in Excess of Principal; and

ロ イに掲げるものに係る変動により元本超過損が生ずるおそれがある理由

(b) the reason of Risk of Loss in Excess of Principal which may be caused by the fluctuation in the indicators set forth in (a);

五 顧客が行う金融商品取引行為について当該金融商品取引業者等その他の者の業務又は財産の状況の変化を直接の原因として損失が生ずることとなるおそれがある場合にあつては、次に掲げる事項

(v) in cases when an act that constitutes a Financial Instruments Transaction to be conducted by the customer bears a risk of the accrual of any loss caused

directly by a change to the status of the business or property of the Financial Instruments Business Operator, etc. or any other person, the following matters:

イ 当該者

(a) such person; and

ロ 当該者の業務又は財産の状況の変化により損失が生ずるおそれがある旨及びその理由

(b) the fact that any change to status of such person's business or property may result in an accrual of loss, and the reasons therefor;

六 前号の損失の額が顧客が預託すべき委託証拠金その他の保証金の額を上回ることとなるおそれ（以下この号において「元本超過損が生ずるおそれ」という。）がある場合にあっては、次に掲げる事項

(vi) in cases when there is a risk that the amount of loss set forth in the preceding item may exceed the amount of any security deposit to be deposited by the customer such as customer margin (hereinafter referred to as the "Risk of Loss in Excess of Principal" in this item), the following matters:

イ 前号の者のうち元本超過損が生ずるおそれを生じさせる直接の原因となるもの

(a) the person set forth in the preceding item that would be a direct cause of the Risk of Loss in Excess of Principal; and

ロ イに掲げるものの業務又は財産の状況の変化により元本超過損が生ずるおそれがある旨及びその理由

(b) the fact that any change to status of business or property of the person specified in (a) may result in Risk of Loss in Excess of Principal, and reasons therefor;

七 当該金融商品取引契約に関する租税の概要

(vii) an outline of the taxation related to the Contract for Financial Instruments Transaction;

八 当該金融商品取引契約の終了の事由がある場合にあっては、その内容

(viii) in cases when there is any ground for termination of the Contract for Financial Instruments Transaction, the details thereof;

九 当該金融商品取引契約への法第三十七条の六の規定の適用の有無

(ix) information as to whether the provisions of Article 37-6 of the Act is applicable to the Contract for Financial Instruments Transaction;

十 当該金融商品取引契約が法第三十七条の六の規定が適用されるものである場合にあっては、同条第一項から第四項までの規定に関する事項

(x) in cases when the provisions of Article 37-6 of the Act is applicable to the Contract for Financial Instruments Transaction, the matters related to the provisions of paragraphs (1) through (4) of that Article;

十一 当該金融商品取引業者等の概要

(xi) an outline of the Financial Instruments Business Operator, etc.;

十二 当該金融商品取引業者等が行う金融商品取引業（登録金融機関にあつては、登録金融機関業務）の内容及び方法の概要

(xii) an outline of contents and means of the Financial Instruments Business to be conducted by the Financial Instruments Business Operator, etc. (in the case of a Registered Financial Institution, the Registered Financial Institution Business to be conducted by the Registered Financial Institution);

十三 顧客が当該金融商品取引業者等に連絡する方法

(xiii) the means whereby a customer contacts the Financial Instruments Business Operator, etc.; and

十四 当該金融商品取引業者等が加入している金融商品取引業協会の有無及び加入している場合にあつては、その名称（当該金融商品取引業者等が金融商品取引業協会（当該金融商品取引契約に係る業務を行う者を主要な協会員又は会員とするものに限る。）に加入していない場合にあつては、その旨を含む。）並びに対象事業者となっている認定投資者保護団体（当該金融商品取引契約が当該認定投資者保護団体の認定業務（法第七十九条の十第一項に規定する認定業務をいう。）の対象となるものである場合における当該認定投資者保護団体に限る。）の有無及び対象事業者となっている場合にあつては、その名称

(xiv) information as to whether the Financial Instruments Business Operator, etc. is a member of any Financial Instruments Firms Association, and if the Financial Instruments Business Operator, etc. is a member of a Financial Instruments Firms Association, the name of the association (if the Financial Instruments Business Operator, etc. is not a member of any Financial Instruments Firms Association (limited to an association having principal members or members that are persons engaged in the business pertaining to the Contract for Financial Instruments Transaction), including such fact), or whether it is a Target Business Operator of any Certified Investor Protection Organization (limited to such Certified Investor Protection Organization if the Contract for Financial Instruments Transaction is covered by the Certified Businesses (meaning the Certified Businesses prescribed in Article 79-10, paragraph (1) of the Act) of such Certified Investor Protection Organization), and if it is a member or a Target Business Operator of any of these organizations, the name thereof;

十五 次のイ又はロに掲げる場合の区分に応じ、当該イ又はロに定める事項

(xv) according to the categories specified in the following (a) or (b), the matters specified in the following (a) or (b):

イ 指定紛争解決機関（当該金融商品取引契約に係る業務をその紛争解決等業務の種類とするものに限る。以下この号において同じ。）が存在する場合 当該金融商品取引業者等が法第三十七条の七第一項第一号イ、第二号イ、第三号イ、第四号イ又は第五号イに定める業務に係る手続実施基本契約を締結する措置を講ずる当該手続実施基本契約の相手方である指定紛争解決機関の商号又は名称

(a) in cases when there is a Designated Dispute Resolution Organization

(limited to such organization of which Category for Dispute Resolution, etc. covers the business concerning such Contract for Financial Instruments Transaction; hereinafter the same applies in this item): the trade name or name of the Designated Dispute Resolution Organization with which the Financial Instruments Business Operator, etc. concludes a Basic Contract for Implementation of Dispute Procedures for the purpose of taking the measures to conclude such Contract for Implementation of Dispute Procedures pertaining to the business specified in Article 37-7, paragraph (1), item (i), (a), item (ii), (a), item (iii), (a), item (iv), (a) or item (v), (a) of the Act; or

ロ 指定紛争解決機関が存在しない場合 当該金融商品取引業者等の法第三十七条の七第一項第一号ロ、第二号ロ、第三号ロ、第四号ロ又は第五号ロに定める業務に関する苦情処理措置及び紛争解決措置の内容

(b) in cases when there is no Designated Dispute Resolution Organization: the contents of the Complaint Processing Measures and Dispute Resolution Measures concerning the business specified in Article 37-7, paragraph (1), item (i), (b), item (ii), (b), item (iii), (b), item (iv), (b) or item (v), (b) of the Act of the Financial Instruments Business Operator, etc.

(有価証券の売買その他の取引に係る契約締結前交付書面の共通記載事項)

(Matters to Be Stated in All Types of Documents to Be Delivered Prior to Conclusion of Contract Pertaining to Purchase and Sale and Other Transactions of Securities)

第八十三条 その締結しようとする金融商品取引契約が有価証券の売買その他の取引に係るものである場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、前条各号に掲げる事項のほか、次に掲げる事項とする。ただし、その締結しようとする金融商品取引契約が電子募集取扱業務に係る取引に係るものである場合以外の場合にあっては、第三号から第六号までに掲げる事項を除く。

Article 83 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to the purchase and sale or any other transaction of Securities, the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows, beyond the matters set forth in the items of the preceding Article; provided, however, in cases when the Contract for Financial Instruments Transaction to be concluded is not a contract for the transaction pertaining to the Electronic Public Offering Services, the matters specified in items (iii) through (vi) are excluded:

一 当該有価証券の譲渡に制限がある場合にあつては、その旨及び当該制限の内容

(i) in cases when the transfer of the Securities is subject to any restriction, to that effect and the details of such restriction; and

二 当該有価証券が取扱有価証券である場合にあつては、当該取扱有価証券の売買の

- 機会に関し顧客の注意を喚起すべき事項
- (ii) in cases when the Securities fall under the category of the Tradable Securities, the matters which should be noted by the customer in relation to an opportunity for the purchase and sale of the Tradable Securities;
    - 三 当該有価証券の発行者の商号、名称又は氏名及び住所
  - (iii) the trade name, name and address of the issuer of the Securities;
    - 四 当該有価証券の発行者が法人であるときは、代表者の氏名
  - (iv) in cases when the issuer of the Securities is a corporation, the name of its representative;
    - 五 当該有価証券の発行者の事業計画の内容及び資金使途
  - (v) the details of the business plan of the issuer of the Securities and the purpose of use of funds;
    - 六 電子申込型電子募集取扱業務等の場合にあっては、次に掲げる事項
  - (vi) in the case of Electronic-based Application Type Electronic Public Offering Services, the following matters:
    - イ 申込期間
      - (a) the Subscription Period;
    - ロ 目標募集額
      - (b) the Target Subscription Amount;
    - ハ 当該有価証券の取得に係る応募額が目標募集額を下回る場合及び上回る場合における当該応募額の取扱いの方法
      - (c) the means of handling the subscription amount for the acquisition of the Securities in cases when such amount falls below or exceeds the Target Subscription Amount;
    - ニ 当該有価証券の取得に係る応募代金の管理方法
      - (d) the means of management of subscription prices for the acquisition of the Securities;
    - ホ 第七十条の二第二項第三号に規定する措置の概要及び当該有価証券に関する当該措置の実施結果の概要
      - (e) the summary of the measures provided in Article 70-2, paragraph (2), item (iii) and the summary of the results of implementation of the measures relating to the Securities;
    - ヘ 電子申込型電子募集取扱業務等に係る顧客が当該有価証券の取得の申込みをした後、当該顧客が当該申込みの撤回又は当該申込みに係る発行者との間の契約の解除を行うために必要な事項
      - (f) the matters necessary for a customer of Electronic-based Application Type Electronic Public Offering Services, etc. to withdraw the subscription or cancel the subscription contract with the issuer after making the subscription of acquisition of the Securities; and
    - ト 当該有価証券の取得に関し、売買の機会に関する事項その他の顧客の注意を喚起すべき事項



(g) in relation to the acquisition of the Securities, the matters relating to the opportunity for purchase and sale and any other matters which require the attention of customers.

2 一の有価証券の売買その他の取引について二以上の金融商品取引業者等が法第三十七条の三第一項の規定により顧客に対し契約締結前交付書面を交付しなければならない場合において、いずれかの金融商品取引業者等が前項各号に掲げる事項を記載した契約締結前交付書面を交付したときは、他の金融商品取引業者等は、同項の規定にかかわらず、契約締結前交付書面に同項各号に掲げる事項を記載することを要しない。

(2) Notwithstanding the provisions of the preceding paragraph, in cases when two or more Financial Instruments Business Operators, etc. are required to deliver to the customer a Document for Delivery Prior to Conclusion of Contract with regard to the same purchase and sale or any other transaction of Securities pursuant to the provisions of Article 37-3, paragraph (1) of the Act, and where one of such Financial Instruments Business Operators, etc. has delivered to the customer the Document for Delivery Prior to Conclusion of Contract stating the matters set forth in the items of the preceding paragraph, the other Financial Instruments Business Operator, etc. need not include in its Document for Delivery Prior to Conclusion of Contract the matters set forth in the items of the preceding paragraph.

3 その締結しようとする金融商品取引契約が有価証券の売付けの媒介、取次ぎ又は代理に係るものであって、当該金融商品取引契約に係る顧客がこれらの有価証券の発行者又は所有者である場合には、第一項の規定にかかわらず、契約締結前交付書面に同項各号に掲げる事項を記載することを要しない。

(3) Notwithstanding the provisions of paragraph (1), in cases when the Contract for Financial Instruments Transaction to be concluded pertains to an intermediary, brokerage or agency service for the sale of Securities, and if the customer pertaining to such Contract for Financial Instruments Transaction is an Issuer or owner of such Securities, the Financial Instruments Business Operator, etc. need not specify in the Document for Delivery Prior to Conclusion of Contract the matters specified in the items of that paragraph.

(信託受益権等の売買その他の取引に係る契約締結前交付書面の記載事項の特則)  
(Special Provisions on Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of Contract Pertaining to Purchase and Sale or Any Other Transaction of Beneficial Interest in Trust)

第八十四条 その締結しようとする金融商品取引契約が法第二条第一項第十四号に掲げる有価証券若しくは同項第十七号に掲げる有価証券（同項第十四号に掲げる有価証券の性質を有するものに限る。）又は同条第二項第一号若しくは第二号に掲げる権利（以下「信託受益権等」という。）の売買その他の取引に係るものである場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、前条第一項に規定する事項のほか、次に掲げる事項とする。

Article 84 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to the purchase and sale or any other transaction of Securities specified in Article 2, paragraph (1), item (xiv) of the Act, Securities specified in item (xvii) of that paragraph (limited to those which have the nature of the Securities specified in item (xiv) of that paragraph) or the rights specified in paragraph (2), item (i) or (ii) of that Article (hereinafter collectively referred to as the "Beneficial Interest in Trust, etc."), the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows, beyond the matters specified in paragraph (1) of the preceding Article:

一 信託財産の種類、信託期間、信託財産の管理又は処分の方法及び信託財産の交付に関する事項

(i) the matters related to the type of the trust property, term of the trust, means for the management or disposition of the trust property and delivery of the trust property;

二 信託財産の管理又は処分の権限を有する者及び権限の内容に関する事項（当該者が適格投資家向け投資運用業を行うことにつき法第二十九条の登録を受けた金融商品取引業者であるときは、その旨を含む。）

(ii) the matters related to the person that has been granted the authority to manage or dispose of the trust property, as well as the details of such authority (in cases when the person is the Financial Instruments Business Operator that is registered pursuant to Article 29 of the Act for engaging in Investment Management Business for Qualified Investors, including to that effect);

三 信託の設定時における第三者による信託財産の評価の有無その他信託財産の評価に関する事項

(iii) information as to whether the trust property was appraised by any third party at the time of the creation of the trust, or any other matters related to the appraisal of the trust property;

四 信託行為において定められる信託受益権等（法第二条第二項の規定により有価証券とみなされる同項第一号又は第二号に掲げる権利に限る。）の譲渡手続に関する事項

(iv) the matters related to procedures for the transfer of the Beneficial Interest in Trust, etc. (limited to the rights specified in Article 2, paragraph (2), item (i) or (ii) of the Act, which are regarded as Securities pursuant to the provisions of that paragraph) as prescribed by the act of trust;

五 取引の種類別の

(v) the type of transaction;

六 売付けの代理若しくは媒介又は募集、私募若しくは売出しの取扱いの場合にあつては、売主又は買主に関する事項

(vi) in the case of an agency or intermediary service for sales, or in case of

dealing in a public offering, private placement or secondary distribution, the matters related to the seller or purchaser;

七 信託の目的

(vii) the purpose of the trust;

八 受益者の権利義務に関する次に掲げる事項

(viii) the following matters in relation to the beneficiaries' rights and obligations:

イ 受託者が受益者との間において、信託法（平成十八年法律第百八号）第四十八条第五項（同法第五十四条第四項において準用する場合を含む。）に規定する合意を行う定めがある場合（信託業法第二十九条の三の規定により信託会社が説明する場合を除く。）は、その旨及び当該合意の内容

(a) in cases when there are any provisions providing that the trustee and the beneficiary enter into an agreement as set forth in Article 48, paragraph (5) of the Trust Act (Act No. 108 of 2006) (including cases when it is applied mutatis mutandis pursuant to Article 54, paragraph (4) of that Act) (excluding cases when the trust company provides an explanation pursuant to the provisions of Article 29-3 of the Trust Business Act), to that effect and the details of such agreement;

ロ 受益者の意思決定に関する特別の定めがある場合は、その旨及び当該定めの内容

(b) in cases when there are any special provisions on the decision-making of beneficiaries, to that effect and the details thereof;

ハ 信託の変更、併合又は分割に関する特別の定めがある場合は、その旨及び当該定めの内容

(c) in cases when there are any special provisions on the change, consolidation or split of the trust, to that effect and the details thereof;

ニ 信託終了の事由に関する特別の定めがある場合は、その旨及び当該定めの内容

(d) in cases when there are any special provisions on the grounds for the termination of the trust, to that effect and the details thereof;

ホ 信託の合意による終了に関する特別の定めがある場合は、その旨及び当該定めの内容

(e) in cases when there are any special provisions on the termination of the trust based on an agreement, to that effect and the details thereof; and

ヘ 受託者の辞任及び新受託者の選任に関する特別の定めがある場合は、その旨及び当該定めの内容

(f) in cases when there are any provisions on the resignation of a trustee and the appointment of a new trustee, to that effect and the details thereof;

九 信託受益権等の損失の危険に関する次に掲げる事項

(ix) the following matters in relation to the risk of loss of the Beneficial Interest in Trust, etc.:

イ 信託法第二十一条第一項第三号に掲げる権利に係る債務がある場合は、当該債

務の総額及び契約ごとの債務の金額その他当該債務の内容に関する事項（当該債務が借入れである場合にあっては、総借入金額並びに契約ごとの借入先の属性、借入金額、返済期限、直前の計算期間の借入残高、計算期間及び借入期間における利率、返済方法、担保の設定に関する事項並びに借入れの目的及び用途を含む。）

(a) in cases when there is any obligation pertaining to the right specified in Article 21, paragraph (1), item (iii) of the Trust Act, the matters related to details of the obligation such as the total amount of the obligation and the amount of obligation per contract (in cases when such obligation is a borrowing, including the total amount of the borrowing, and also including information on the features of the lender, borrowed amount, due date, outstanding balance for the immediately prior Accounting Period, interest rates for the Accounting Period and borrowing period, means of repayment and creation of security, as itemized by the relevant contracts, and aim and purpose of use of such borrowing);

ロ イに掲げるもののほか、信託受益権について損失を生じるおそれのある債務がある場合は、その旨及び当該債務の総額その他の当該債務の状況

(b) beyond what is set forth in (a), if there is any obligation which may result in any loss related to the beneficial interest in the trust, to that effect and the status of the obligation such as the total amount thereof;

ハ 信託債権、信託財産に設定された担保権その他当該信託受益権に優先する権利がある場合は、当該権利の内容

(c) in cases when there is any trust claim, security interest created on the trust property or any other rights having priority over the beneficial interest in trust, the details of such rights;

ニ 信託受益権について信用補完が講じられている場合は、その旨及び当該信用補完の内容

(d) in cases when a credit enhancement has been implemented in relation to the beneficial interest in trust, to that effect and the details of such credit enhancement; and

ホ 金融機関の信託業務の兼営等に関する法律第六条の規定に基づき損失の補てん又は利益の補足を約する特約が付されている場合は、その旨及びその内容

(e) in cases when there are special provisions promising to compensate for loss or to supplement profit pursuant to the provisions of Article 6 of the Act on Provision, etc. of Trust Business by Financial Institutions, to that effect and the details thereof;

十 信託財産に関する租税その他の費用に関する事項

(x) the matters related to tax and any other expenses for the trust property;

十一 信託財産の計算期間に関する事項

(xi) the matters related to the Accounting Period of the trust property;

十二 信託財産の管理又は処分の状況の報告に関する事項

(xii) the matters related to reporting of the status of the management or disposition of the trust property;

十三 受託者の氏名又は名称及び公告の方法

(xiii) the name of the trustee, and the means of giving public notice;

十四 信託財産である金銭を固有財産又は他の信託財産である金銭と合同運用する場合は、その旨及び当該信託財産と固有財産又は他の信託財産との間の損益の分配に係る基準

(xiv) in cases when the money comprising the trust property is to be invested jointly with the money comprising the trustee's own property or the money comprising any other trust property, to that effect and the criteria for the allocation of profit and loss between such trust property, and the trustee's own property or such other trust property;

十五 当該金融商品取引契約が信託法第三条第三号に掲げる方法によってする信託に係る信託受益権等の売買その他の取引に係るものである場合にあっては、次に掲げる事項

(xv) in cases when the Contract for Financial Instruments Transaction pertains to the purchase and sale or any other transaction of the Beneficial Interest in Trust, etc. pertaining to the trust created by the means specified in Article 3, item (iii) of the Trust Act, the following matters:

イ 信託法第三条第三号の公正証書その他の書面又は電磁的記録に記載され、又は記録された事項の内容

(a) the particulars of information stated or recorded in the notarial deed or any other document or Electronic or Magnetic Record as set forth in Article 3, item (iii) of the Trust Act;

ロ 受託者に係る信託業法第五十条の二第一項の登録の有無及び同条第十項の調査の有無

(b) information as to whether the trustee has been registered under Article 50-2, paragraph (1) of the Trust Business Act, and information as to whether the inspection under paragraph (10) of that Article has been conducted;

ハ 信託業法第五十条の二第十項の調査が行われた場合には、当該調査の結果

(c) in cases when the inspection under Article 50-2, paragraph (10) of the Trust Business Act has been conducted, the results thereof; and

ニ 信託業法第五十条の二第十項の調査が行われなかった場合であり、かつ、信託受益権等の売買その他の取引を行う者が当該信託の受託者と同一の者であるものについては、信託業法施行規則（平成十六年内閣府令第百七号）第五十一条の七第一項各号に掲げる事項

(d) in cases when the inspection under Article 50-2, paragraph (10) of the Trust Business Act has not been conducted, and if the person conducting the purchase and sale or any other transactions of the Beneficial Interest in Trust, etc. is the trustee of such trust, the matters listed in the items of

Article 51-7, paragraph (1) of the Regulation for Enforcement of the Trust Business Act (Cabinet Office Order No. 107 of 2004);

十六 当該金融商品取引契約が信託法第二条第十二項に規定する限定責任信託に係る信託受益権等の売買その他の取引に係るものである場合にあっては、第一号から第十四号までに掲げるもののほか、次に掲げる事項

(xvi) in cases when the Contract for Financial Instruments Transaction pertains to the purchase and sale or any other transaction of the Beneficial Interest in Trust, etc. pertaining to the Limited Liability Trust prescribed in Article 2, paragraph (12) of the Trust Act, the following matters beyond those set forth in items (i) through (xiv):

イ 限定責任信託の名称

(a) the name of the Limited Liability Trust;

ロ 限定責任信託の事務処理地

(b) the place if the affairs of the Limited Liability Trust are handled; and

ハ 給付可能額及び受益者に対する信託財産に係る給付は当該給付可能額を超えてすることはできない旨

(c) the amount payable, and the fact that the benefit pertaining to the trust property in excess of such payable amount cannot be paid to the beneficiaries.

2 前条第二項の規定は、信託受益権等の売買その他の取引について準用する。この場合において、同項中「前項各号」とあるのは、「第八十四条第一項各号」と読み替えるものとする。

(2) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the purchase and sale or any other transaction of the Beneficial Interest in Trust, etc. In such case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 84, paragraph (1)".

3 前条第三項の規定は、信託受益権等について準用する。この場合において、同項中「第一項」とあるのは、「第八十四条第一項」と読み替えるものとする。

(3) The provisions of paragraph (3) of the preceding Article apply mutatis mutandis to the Beneficial Interest in Trust, etc. In this case, the term "paragraph (1)" of that paragraph is deemed to be replaced with "Article 84, paragraph (1)".

(不動産信託受益権の売買その他の取引に係る契約締結前交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of Contract Pertaining to Purchase and Sale or Other Transaction of Beneficial Interest in Real Property Trust)

第八十五条 その締結しようとする金融商品取引契約が不動産信託受益権の売買その他の取引に係るものである場合における法第三十七条の三第一項第七号に規定する内閣

府令で定める事項は、前条第一項に規定する事項のほか、次に掲げる事項とする。ただし、当該不動産信託受益権に係る信託財産が宅地である場合にあっては、第一号から第九号まで及び第十三号に掲げるものに限る。

**Article 85 (1)** With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to a purchase and sale or any other transaction of Beneficial Interest in Real Property Trust, the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows, beyond those specified in paragraph (1) of the preceding Article; provided, however, that if the trust property pertaining to the Beneficial Interest in Real Property Trust comprises a Building Lot, such matters are limited to those listed in items (i) through (ix) and in item (xiii):

一 当該不動産信託受益権に係る信託財産の上に存する登記された権利の種類及び内容並びに登記名義人又は登記簿の表題部に記録された所有者の氏名（法人にあっては、その名称）

(i) the types and details of the registered right existing on the trust property pertaining to the Beneficial Interest in Real Property Trust, as well as the name of the registered right holder thereof or the name of the owner recorded in the heading-section of the registry (in the case of a corporation, the name thereof);

二 当該不動産信託受益権に係る信託財産である宅地又は建物に係る都市計画法（昭和四十三年法律第百号）、建築基準法（昭和二十五年法律第二百一号）その他の法令に基づく制限で宅地建物取引業法施行令（昭和三十一年政令第三百八十三号）第三条の二に規定する制限に関する事項の概要

(ii) an outline of the matters related to restrictions on the Building Lots or building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust as imposed under the City Planning Act (Act No. 100 of 1968), the Building Standards Act (Act No. 201 of 1950) or any other laws and regulations, which are specified in Article 3-2 of the Order for Enforcement of the Building Lots and Buildings Transaction Business Act (Cabinet Order No. 383 of 1964);

三 当該不動産信託受益権に係る信託財産である宅地又は建物に係る私道に関する負担に関する事項

(iii) matters related to the burden of a private road in connection with the Building Lots or building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust;

四 当該不動産信託受益権に係る信託財産である宅地又は建物に係る飲用水、電気及びガスの供給並びに排水のための施設の整備の状況（これらの施設が整備されていない場合においては、その整備の見通し及びその整備についての特別の負担に関する事項）

(iv) the status of the construction or maintenance of the facilities for the supply

of drinking water, electricity and gas and the drainage facilities for the Building Lot or building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust (in cases when these facilities have not been constructed or maintained, the matters related to plans for construction or maintenance thereof and special burden therefor);

五 当該不動産信託受益権に係る信託財産である宅地又は建物が宅地の造成又は建築に関する工事の完了前のものであるときは、その完了時における形状、構造その他宅地建物取引業法施行規則（昭和三十二年建設省令第十二号）第十九条の二の四に規定する事項

(v) in cases when the development or construction work of the Building Lot or building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust has not been completed, the matters related to the shape and structure at the time of the completion thereof as well as any other matters specified in Article 19-2-4 of the Regulation for Enforcement of the Building Lots and Buildings Transaction Business Act (Order of the Ministry of Construction No. 12 of 1957);

六 当該不動産信託受益権に係る信託財産である建物が建物の区分所有等に関する法律（昭和三十七年法律第六十九号）第二条第一項に規定する区分所有権の目的であるものであるときは、当該建物を所有するための一棟の建物の敷地に関する権利の種類及び内容、同条第四項に規定する共用部分に関する規約の定めその他の一棟の建物又はその敷地（一団地内に数棟の建物があつて、その団地内の土地又はこれに関する権利がそれらの建物の所有者の共有に属する場合には、その土地を含む。）に関する権利及びこれらの管理又は使用に関する事項で宅地建物取引業法施行規則第十九条の二の五各号に掲げるもの

(vi) in cases when the building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust is the subject of the unit ownership prescribed in Article 2, paragraph (1) of the Act on Unit Ownership, etc. of Building (Act No. 69 of 1962), the type and details of the rights related to site of a building for the purpose of ownership of the building, the provisions of a regulation in relation to common elements as specified in paragraph (4) of that Article, the other rights related to a building and its site (in cases when two or more buildings are built in a housing complex, and if the land located within such housing complex or the rights relevant thereto are co-owned by the owners of such buildings, including such land), as well as the matters related to the management or use thereof as set forth in the items of Article 19-2-5 of the Regulation for Enforcement of the Building Lots and Buildings Transaction Business Act;

七 当該不動産信託受益権に係る信託財産である宅地又は建物が宅地造成等規制法（昭和三十六年法律第百九十一号）第二十条第一項により指定された造成宅地防災区域内にあるときは、その旨

(vii) in cases when the Building Lot or building comprising the trust property



pertaining to the Beneficial Interest in Real Property Trust is located in the disaster prone developed residential area designated under Article 20, paragraph (1) of the Act on Regulation of Residential Land Development (Act No. 191 of 1961), to that effect;

八 当該不動産信託受益権に係る信託財産である宅地又は建物が土砂災害警戒区域等における土砂災害防止対策の推進に関する法律（平成十二年法律第五十七号）第七条第一項により指定された土砂災害警戒区域内にあるときは、その旨

(viii) in cases when the Building Lot or building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust is located in the sediment disaster prone areas designated under Article 7, paragraph (1) of the Act on Sediment Disaster Countermeasures for Sediment Disaster Prone Areas (Act No. 57 of 2000), to that effect;

九 当該不動産信託受益権に係る信託財産である宅地又は建物が津波防災地域づくりに関する法律（平成二十三年法律第百二十三号）第五十三条第一項により指定された津波災害警戒区域内にあるときは、その旨

(ix) in cases when the Building Lot or building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust is located in the sediment disaster prone areas designated under Article 53, paragraph (1) of the Act on Regional Development for Tsunami Disaster Prevention (Act No. 123 of 2011), to that effect;

十 当該不動産信託受益権に係る信託財産である建物について、石綿の使用の有無の調査の結果が記録されているときは、その内容

(x) in cases when, with regard to the building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust, the results of any investigation as to whether asbestos was used have been recorded, the contents of such record;

十一 当該不動産信託受益権に係る信託財産である建物（昭和五十六年六月一日以降に新築の工事に着手したものを除く。）が建築物の耐震改修の促進に関する法律（平成七年法律第百二十三号）第四条第一項に規定する基本方針のうち同条第二項第三号の技術上の指針となるべき事項に基づいて次に掲げる者が行う耐震診断を受けたものであるときは、その内容

(xi) in cases when the building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust (excluding a building for which construction work was commenced on or after June 1, 1981) has undergone a seismic test implemented by any of the following parties in accordance with the items serving as the technical guidelines as specified in Article 4, paragraph (2), item (iii) of the Act on Promotion of Seismic Retrofitting of Buildings (Act No. 123 of 1995), from among the basic policies specified in Article 4, paragraph (1) of that Act, the details thereof:

イ 建築基準法第七十七条の二十一第一項に規定する指定確認検査機関

(a) a Designated Confirmation and Inspection Agency as prescribed in Article

- 77-21, paragraph (1) of the Building Standards Act;
- ロ 建築士法（昭和二十五年法律第二百二号）第二条第一項に規定する建築士
- (b) an architect and building engineer as prescribed in Article 2, paragraph (1) of the Act on Architects and Building Engineers (Act No. 202 of 1950);
- ハ 住宅の品質確保の促進等に関する法律（平成十一年法律第八十一号）第五条第一項に規定する登録住宅性能評価機関
- (c) a Registered Housing Quality Evaluation Agency as prescribed in Article 5, paragraph (1) of the Housing Quality Assurance Act (Act No. 81 of 1999);
- or
- ニ 地方公共団体
- (d) a local government;
- 十二 当該不動産信託受益権に係る信託財産である建物が住宅の品質確保の促進等に関する法律第五条第一項に規定する住宅性能評価を受けた新築住宅であるときは、その旨
- (xii) in cases when the building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust is a newly constructed housing which has undergone the housing quality evaluation test prescribed in Article 5, paragraph (1) of the Housing Quality Assurance Act, to that effect; and
- 十三 当該不動産信託受益権に係る信託財産である宅地又は建物の瑕疵を担保すべき責任の履行に関し保証保険契約の締結その他の措置で次に掲げるものが講じられているときは、その概要
- (xiii) in cases when, in regard to the performance of a defect warranty obligation related to the Building Lot or building comprising the trust property pertaining to the Beneficial Interest in Real Property Trust, any of the measures as specified as follows such as a conclusion of guarantee insurance contract has been taken, the outlines thereof:
- イ 当該宅地又は建物の瑕疵を担保すべき責任の履行に関する保証保険契約又は責任保険契約の締結
- (a) the conclusion of a guarantee insurance contract or a liability insurance contract for the performance of a defect warranty obligation related to the Building Lot or building;
- ロ 当該宅地又は建物の瑕疵を担保すべき責任の履行に関する保証保険又は責任保険を付保することを委託する契約の締結
- (b) the conclusion of a contract for the consignment of the establishment of guarantee insurance or liability insurance for the performance of a defect warranty obligation related to the Building Lot or building; or
- ハ 当該宅地又は建物の瑕疵を担保すべき責任の履行に関する債務について銀行等が連帯して保証することを委託する契約の締結
- (c) the conclusion of a contract for consigning the bank, etc. to jointly and severally guarantee the obligation of the performance of a defect warranty

obligation related to the Building Lot or building.

2 第八十三条第二項の規定は、不動産信託受益権の売買その他の取引について準用する。この場合において、同項中「前項各号」とあるのは、「第八十五条第一項各号」と読み替えるものとする。

(2) The provisions of Article 83, paragraph (2) apply mutatis mutandis to the purchase and sale or any other transaction of the Beneficial Interest in Real Property Trust. In such case, the term "items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 85, paragraph (1)".

3 第八十三条第三項の規定は、不動産信託受益権について準用する。この場合において、同項中「第一項」とあるのは、「第八十五条第一項」と読み替えるものとする。

(3) The provisions of Article 83, paragraph (3) apply mutatis mutandis to the Beneficial Interest in Real Property Trust. In this case, the term "paragraph (1)" in that paragraph is deemed to be replaced with "Article 85, paragraph (1)".

(抵当証券等の売買その他の取引に係る契約締結前交付書面の記載事項の特則)  
(Special Provisions on Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of Contract Pertaining to Purchase and Sale and Other Transactions of Mortgage Securities)

第八十六条 その締結しようとする金融商品取引契約が抵当証券等の売買その他の取引に係るものである場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、第八十三条第一項に規定する事項のほか、次に掲げる事項とする。

Article 86 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to the purchase and sale or any other transaction of Mortgage Securities, etc., the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows, beyond those specified in Article 83, paragraph (1):

一 元本の単位に関する事項

(i) the matters related to a unit of principal;

二 利息に関する事項

(ii) the matters related to interest;

三 当該抵当証券等に記載された債権の元本及び利息の弁済の受領に関する定めがあるときは、その内容

(iii) in cases when there are any provisions on the receipt of payment of principal and interest of the claims, as stated in the Mortgage Securities, etc., the details thereof;

四 代金の受渡しの方法

(iv) the means of the delivery of the price;

五 元本及び利息の支払の時期、手段その他支払の方法

(v) the timing and means of the payment of principal and interest, or any other payment means;

六 当該抵当証券等に記載された抵当証券法（昭和六年法律第十五号）第十二条第一項各号に掲げる事項

(vi) the matters listed in the items of Article 12, paragraph (1) of the Mortgage Securities Act (Act No. 15 of 1931), as stated in the Mortgage Securities, etc.;

七 当該抵当証券等に係る貸付契約に関する次に掲げる事項

(vii) the following matters in relation to the loan contract pertaining to the Mortgage Securities, etc.:

イ 貸付契約の締結の年月日

(a) the date of the conclusion of the loan contract;

ロ 貸付資金の金額、金利、用途並びに返済の方法及び期限

(b) the amount, interest and purpose of the loaned fund, as well as the means and due date for payment;

ハ 保証人の有無

(c) information as to whether there is any guarantor;

ニ 貸付契約に係る担保物件の概要に関する次に掲げる事項

(d) the following matters with regard to the outline of the collateral pertaining to the loan contract:

(1) 担保設定額

1. the secured amount;

(2) 担保物件の評価をした年月日、評価額並びに評価をした者の商号、名称又は氏名及び連絡先

2. the appraisal date and the appraised value of the collateral, as well the trade name, name or contact information of the appraiser; and

(3) 物件明細

3. the description of the collateral;

ホ ニの担保物件に係る事業計画その他の計画で定める貸付資金の返済計画の概要

(e) an outline of the repayment plan for the loaned fund specified in the business plan or any other plan pertaining to the collateral set forth in (d); and

ヘ 債務者が法人である場合にあっては、当該法人に関する次に掲げる事項

(f) in cases when the debtor is a corporation, the following matters in relation to the corporation:

(1) 設立の年月又は事業を開始した年月

1. the date of incorporation, or the date of the commencement of business;

(2) 主たる事業の種類

2. the type of the primary business;

(3) 当該契約締結前交付書面を交付した日の三月前（当該金融商品取引業者等が外国法人である場合には、六月前）の日を含む事業年度の前事業年度の決算日における資本金の額又は出資の総額並びに貸借対照表及び損益計算書

3. the amount of stated capital or total amount of investment as well as the balance sheet and the profit and loss statement, as of the closing day of

the accounts of the business year immediately preceding the business year in which the date three months (in cases when the Financial Instruments Business Operator, etc. is a foreign corporation, six months) prior to the delivery date of the Document for Delivery Prior to Conclusion of Contract falls;

ト 債務者が当該金融商品取引業者等の関連当事者（財務諸表等規則第八条第十七項に規定する関連当事者をいう。）である場合には、その旨

(g) in cases when the debtor falls under the Party Concerned (meaning the Party Concerned prescribed in Article 8, paragraph (17) of the Regulation on Financial Statements, etc.)) of the Financial Instruments Business Operator, etc., to that effect; and

チ 顧客が債務者から債権を取り立てる方法

(h) the means whereby the customer collects the claims from the debtor;

ハ 当該金融商品取引業者等の資本金の額又は出資の総額及び他の事業を行っている場合には、その事業の種類

(viii) the amount of stated capital or total amount of investment of the Financial Instruments Business Operator, etc., and, in cases when it is engaged in another business, the type of such business;

九 当該金融商品取引業者等に係る法第四十六条の三第一項、第四十七条の二又は第四十八条の二第一項に規定する事業報告書に記載すべき事項

(ix) the matters to be stated in the business report under Article 46-3, paragraph (1), Article 47-2 or Article 48-2, paragraph (1) of the Act, in relation to the Financial Instruments Business Operator, etc.;

十 抵当証券等の元本が政府により保証されたものではない旨

(x) the fact that the principal of the Mortgage Securities, etc. is not guaranteed by the government; and

十一 当該金融商品取引業者等に係る直近の計算書類又は次に掲げるいずれかの事項

(xi) the latest financial statements of the Financial Instruments Business Operator, etc., or any of the following matters in regard to such Financial Instruments Business Operator, etc.:

イ 会社法第三百九十六条第一項後段の会計監査報告の内容

(a) the contents of the accounting audit report set forth in the second sentence of Article 396, paragraph (1) of the Companies Act;

ロ 当該金融商品取引業者等が会計監査人設置会社でない場合において、公認会計士（公認会計士法（昭和二十三年法律第百三号）第十六条の二第五項に規定する外国公認会計士を含む。以下同じ。）又は監査法人の監査を受けているときは、当該監査における監査報告の内容

(b) in cases when the Financial Instruments Business Operator, etc. is not a company with accounting auditors, and where it has been audited by a certified public accountant (including a foreign certified public accountant prescribed in Article 16-2, paragraph (5) of the Certified Public

Accountants Act (Act No. 103 of 1948); the same applies hereinafter) or an auditing firm, the details of the report of such auditing; or

ハ 当該金融商品取引業者等が会計監査人設置会社でない場合であつて、公認会計士又は監査法人の監査を受けていないときは、公認会計士又は監査法人の監査を受けていない旨及びその理由

(c) in cases when the Financial Instruments Business Operator, etc. is not a company with accounting auditors, and where it has not been audited by a certified public accountant or an auditing firm, the effect that it has not been audited by a certified public accountant or an auditing firm, and reason therefor.

2 第八十三条第二項の規定は、抵当証券等の売買その他の取引について準用する。この場合において、同項中「前項各号」とあるのは、「第八十六条第一項各号」と読み替えるものとする。

(2) The provisions of Article 83, paragraph (2) apply mutatis mutandis to the purchase and sale or any other transaction of the Mortgage Securities, etc. In this case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 86, paragraph (1)".

3 第八十三条第三項の規定は、抵当証券等について準用する。この場合において、同項中「第一項」とあるのは、「第八十六条第一項」と読み替えるものとする。

(3) The provisions of Article 83, paragraph (3) apply mutatis mutandis to the Mortgage Securities, etc. In this case, the term "paragraph (1)" in that paragraph is deemed to be replaced with "Article 86, paragraph (1)".

(出資対象事業持分の売買その他の取引に係る契約締結前交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of Contract Pertaining to Purchase and Sale or Other Transactions of Equity in Invested Business)

第八十七条 その締結しようとする金融商品取引契約が出資対象事業持分の売買その他の取引に係るもの（以下この条において「出資対象事業持分取引契約」という。）である場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、第八十三条第一項に規定する事項のほか、次に掲げる事項とする。

Article 87 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to the purchase and sale or any other transaction of the Equity in Invested Business (such contract is hereinafter referred to as "Contract for Transaction of Equity in Invested Business" in this Article), the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows, beyond those specified in Article 83, paragraph (1):

一 出資対象事業持分取引契約に関する次に掲げる事項

(i) the following matters related to the Contract for Transaction of Equity in

**Invested Business:**

イ 出資対象事業持分の名称

(a) the name of the Equity in Invested Business;

ロ 出資対象事業持分の形態

(b) the type of the Equity in Invested Business;

ハ 出資対象事業持分取引契約の締結の申込みに関する事項

(c) the matters related to an application for the conclusion of the Contract for Transaction of Equity in Invested Business;

ニ 出資又は拠出をする金銭の払込みに関する事項

(d) the matters related to the payment of money to be invested or contributed;

ホ 出資対象事業持分に係る契約期間がある場合にあっては、当該契約期間

(e) in cases when the contract term for the Equity in Invested Business has been prescribed, such contract term;

ヘ 出資対象事業持分に係る解約に関する次に掲げる事項

(f) the following matters related to the cancellation of the Equity in Invested Business:

(1) 解約の可否

1. whether the Equity in Invested Business is cancellable;

(2) 解約により行われる出資対象事業持分に係る財産の分配に係る金銭の額の計算方法、支払方法及び支払予定日

2. the calculation means, means of payment and scheduled payment date of the money related to the distribution of the properties pertaining to the Equity in Invested Business, which is payable upon cancellation thereof; and

(3) 解約に係る手数料

3. the cancellation fee;

ト 損害賠償額の予定（違約金を含む。）に関する定めがあるときは、その内容

(g) in cases when there is an agreement for agreement for liquidated damages (including penalties), the details thereof;

チ 顧客の権利及び責任の範囲に関する次に掲げる事項

(h) the following matters in connection with the scope of the rights and liabilities of the customer:

(1) 出資対象事業に係る財産に対する顧客の監視権の有無及び顧客が当該監視権を有する場合にあっては、その内容

1. information as to whether the customer has a right to monitor the properties pertaining to the Invested Business and if so, the details of such right;

(2) 出資対象事業に係る財産の所有関係

2. ownership in the properties pertaining to the Invested Business;

(3) 顧客の第三者に対する責任の範囲

3. the scope of the customer's liabilities owed to third parties;
    - (4) 出資対象事業に係る財産が損失により減じた場合の顧客の損失分担に関する事項
  4. the matters related to the allocation of losses to be borne by the customer, in cases of any detriment to the properties pertaining to the Invested Business due to any loss; and
    - (5) 出資対象事業持分の内容
  5. the details of the Equity in Invested Business;
- 二 出資対象事業の運営に関する次に掲げる事項
- (ii) the following matters in relation to the operation of the Invested Business:
- イ 出資対象事業の内容及び運営の方針
    - (a) the contents of the Invested Business and the operation policy therefor;
    - ロ 組織、内部規則、出資対象事業に関する意思決定に係る手続その他の出資対象事業の運営体制に関する事項
    - (b) matters related to the operational system for the Invested Business, such as its organizational structure, internal rules and decision-making process for the Invested Business;
  - ハ 出資対象事業持分の発行者の商号、名称又は氏名、役割及び関係業務の内容
    - (c) the trade name, name, duty and relevant business of the issuer of the Equity in Invested Business;
  - ニ 出資対象事業の運営を行う者の商号、名称又は氏名（当該者が適格投資家向け投資運用業を行うことにつき法第二十九条の登録を受けた金融商品取引業者であるときは、その旨を含む。）、役割及び関係業務の内容
    - (d) the trade name, name, duty and relevant business of the person operating the Invested Business (in cases when the person is a Financial Instruments Business Operator that is registered as set forth in Article 29 of the Act for engaging in Investment Management Business for Qualified Investors, including to that effect);
  - ホ 出資対象事業が有価証券に対する投資を行う事業であるものである場合にあっては、次に掲げる者の商号、名称又は氏名（（2）に掲げる者が適格投資家向け投資運用業を行うことにつき法第二十九条の登録を受けた金融商品取引業者であるときは、その旨を含む。）、役割及び関係業務の内容
    - (e) in cases when the Invested Business is a business which invests in Securities, the trade name, name, duty and relevant business of the following persons (in cases when the person listed in 2. is a Financial Instruments Business Operator that is registered as set forth in Article 29 of the Act for engaging in Investment Management Business for Qualified Investors, including to that effect):
      - (1) 当該有価証券（投資の総額に占める割合が大きいものから順次その順位を付し、その第一順位から第三十順位までのものに限る。）の発行者（当該発行者（第七十四条第二項に規定する投資信託受益権等の発行者に限る。）



が他の有価証券に対する投資を行う場合における当該他の有価証券は、当該有価証券とみなす。)

1. the Issuers of the Securities (limited to the first to the 30th-ranked Securities, in accordance with the descending order of the proportion to the total amount of investment) (in cases when the Issuer (limited to the Issuer of the Investment Trust Beneficial Interests, etc. prescribed in Article 74, paragraph (2)) makes an investment in other Securities, such other Securities are regarded as the Securities);

(2) 出資対象事業持分の発行者又は(1)に掲げる者から金銭その他の財産の運用又は保管の委託を受ける者(当該者が運用を再委託する者は出資対象事業持分の発行者又は(1)に掲げる者から委託を受ける者とみなす。)

2. the person accepting entrustment of an investment or the custody of money or any other property from the Issuer of the Equity in Invested Business or a person specified in 1. (another person that such person re-entrusts an investment to is deemed to be the person accepting entrustment from the Issuer of the Equity in Invested Business or the person specified in 1.);

へ 出資対象事業から生ずる収益の配当又は出資対象事業に係る財産の分配(以下「配当等」という。)の方針

(f) the policy for the dividend of profit generating from the Investment Business, or the policy for the distribution of properties pertaining to the Invested Business (hereinafter collectively referred to as the "Dividends, etc.");

ト 事業年度、計算期間その他これに類する期間

(g) the business year, Accounting Period or any other period similar thereto;

チ 出資対象事業に係る手数料等の徴収方法及び租税に関する事項

(h) the means for the collection of Fees, etc. pertaining to the Invested Business and the matters related to tax to be imposed thereon; and

リ 法第四十条の三に規定する管理の方法

(i) the management means set forth in Article 40-3 of the Act;

三 出資対象事業の経理に関する次に掲げる事項

(iii) the following matters in relation to the accounting of the Invested Business:

イ 貸借対照表

(a) the balance sheet;

ロ 損益計算書

(b) the profit and loss statement;

ハ 出資対象事業持分の総額

(c) the total amount of the Equity in Invested Business;

ニ 発行済みの出資対象事業持分の総数

(d) the total number of issued Equity in Invested Business;

ホ 配当等に関する次に掲げる事項

(e) the following matters related to the Dividends, etc.:

(1) 配当等の総額

1. the total amount of the Dividends, etc.;

(2) 配当等の支払方法

2. the payment means of the Dividends, etc.;

(3) 出資対象事業に係る財産の分配が第一号ホに掲げる契約期間の末日以前に行われる場合にあつては、当該分配に係る金銭の支払方法

3. in cases when the distribution of the properties pertaining to the Invested Business is to be made prior to the last day of the contract term specified in item (i), (e), the payment means of the money pertaining to such distribution; and

(4) 配当等に対する課税方法及び税率

4. the means for and rate of taxation on the Dividends, etc.;

へ 総資産額、純資産額、営業損益額、経常損益額及び純損益額

(f) the amount of total assets, the Net Assets, the amount of operating profit or loss, the amount of current profit or loss and the amount of net profit or loss;

ト 出資対象事業持分一単位当たりの総資産額、純損益額及び配当等の金額

(g) the amount of total net assets, the amount of net profit or loss and the amount of Dividends, etc. per unit of Equity in Invested Business;

チ 自己資本比率及び自己資本利益率

(h) the capital-to-asset ratio and return on equity;

リ 出資対象事業が有価証券に対する投資を行う事業であるものである場合にあつては、当該有価証券に関する次に掲げる事項

(i) in cases when the Invested Business is a business which invests in Securities, the following matters related to the Securities:

(1) 発行地又は金融商品取引所その他これに準ずるものが所在する地域ごとの銘柄、当該有価証券が株券である場合にあつては、当該株券の発行者の業種、数量、金額（簿価の総額及び時価の総額又は評価額の総額をいう。以下この号において同じ。）並びに当該有価証券が債券である場合にあつては、利率及び償還金額

1. the issues of the Securities itemized by the place of issuance or regions if the Financial Instruments Exchange or any others similar thereto are located; in cases when the category of the Securities is a share certificate, the type of business of the issuer thereof, and the volumes and amount thereof (the amount means the total book value and the total market value or the total appraisal value; hereinafter the same applies in this item); and in cases when the category of the Securities is a bond, the interest rates and the amount of redemption;

(2) (1) の金額の評価方法

- 2. the means of the appraisal of the amounts specified in 1.; and
- (3) (1) の金額がそれぞれ出資対象事業に係る資産の総額に占める割合
- 3. the proportion of each of the amounts specified in 1. to the total amount of assets pertaining to the Invested Business;

ヌ 出資対象事業が有価証券以外の資産に対する投資を行う事業であるものである場合にあっては、当該資産に関する次に掲げる事項

(j) in cases when the Invested Business is a business which invests in any asset other than Securities, the following matters related to the asset:

- (1) 資産の種類ごとの数量及び金額
- 1. the volumes and amount of asset, as itemized by the type of assets;
- (2) (1) の金額の評価方法
- 2. the means of appraisal of the amounts set forth in 1.;
- (3) (1) の金額がそれぞれ出資対象事業に係る資産の総額に占める割合
- 3. the proportion of each of the amounts specified in 1. to the total amount of assets pertaining to the Invested Business; and

四 第二百九条第一項第三号又は第四号に掲げる行為を行う場合にあっては、その旨

(iv) in cases of conducting the act specified in Article 129, paragraph (1), item (iii) or (iv), to that effect.

2 第八十三条第二項の規定は、出資対象事業持分の売買その他の取引について準用する。この場合において、同項中「前項各号」とあるのは、「第八十七条第一項各号」と読み替えるものとする。

(2) The provisions of Article 83, paragraph (2) apply mutatis mutandis to the purchase and sale or any other transaction of Equity in Invested Business. In this case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 87, paragraph (1)".

3 第八十三条第三項の規定は、出資対象事業持分について準用する。この場合において、同項中「第一項」とあるのは、「第八十七条第一項」と読み替えるものとする。

(3) The provisions of Article 83, paragraph (3) apply mutatis mutandis to the Equity in Invested Business. In this case, the term "paragraph (1)" in that paragraph is deemed to be replaced with "the items of Article 87, paragraph (1)".

(外国出資対象事業持分の売買その他の取引に係る契約締結前交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of Contract Pertaining to Purchase and Sale or Other Transaction of Equity in Foreign Invested Business)

第八十八条 その締結しようとする金融商品取引契約が法第二条第二項第六号に掲げる権利（以下「外国出資対象事業持分」という。）の売買その他の取引に係るものである場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、

前条第一項に規定する事項のほか、次に掲げる事項とする。

Article 88 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to the purchase and sale or any other transaction of the right specified in Article 2, paragraph (2), item (vi) of the Act (hereinafter referred to as the "Equity in Foreign Invested Business"), the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows, beyond those specified in paragraph (1) of the preceding Article:

一 外国出資対象事業持分に係る契約その他の法律行為の準拠法の名称及びその主な内容

(i) the name of the laws governing the contract or any other juridical act pertaining to the Equity in Foreign Invested Business, and the outline thereof;

二 外国出資対象事業持分の発行者が監督を受けている外国の当局の有無並びに当該当局がある場合にあっては、その名称及び当該監督の主な内容

(ii) existence of the authority of the foreign state supervising the Issuer of the Equity in Foreign Invested Business, and in cases when the authority exists, the name and the outline of the supervision;

三 配当等、売却代金その他の送金についての為替管理上の取扱い

(iii) the treatment of remittance of the Dividends, etc., sales proceeds and any other payment, in regard to exchange control;

四 本邦内に住所を有する者であって、裁判上及び裁判外において当該外国出資対象事業持分の発行者を代理する権限を有する者の有無並びに当該者がある場合にあっては、その氏名又は名称及び住所並びに当該権限の内容

(iv) information as to whether there is any person domiciled in Japan that has been granted authority to act as an agent of the Issuer of the Equity in Foreign Invested Business in connection with acts in or out of court, and there is such person, the name and address and the contents of such authority; and

五 当該外国出資対象事業持分に係る契約その他の法律行為に当該外国出資対象事業持分に関する訴訟について管轄権を有する裁判所の定めがある場合にあっては、その名称及び所在地並びに執行の手続

(v) in cases when the contract or any other juridical act pertaining to the Equity in Foreign Invested Business provides for the court to have jurisdiction over an action related to such Equity in Foreign Invested Business, the name and location of such court and the procedure for execution.

2 第八十三条第二項の規定は、外国出資対象事業持分の売買その他の取引について準用する。この場合において、同項中「前項各号」とあるのは、「第八十八条第一項各号」と読み替えるものとする。

(2) The provisions of Article 83, paragraph (2) apply mutatis mutandis to the

purchase and sale or any other transaction of the Equity in Foreign Invested Business. In such case, the term "items of the preceding paragraph" is deemed to be replaced with "the items of Article 88, paragraph (1)".

3 第八十三条第三項の規定は、外国出資対象事業持分について準用する。この場合において、同項中「第一項」とあるのは、「第八十八条第一項」と読み替えるものとする。

(3) The provisions of Article 83, paragraph (3) apply mutatis mutandis to the Equity in Foreign Invested Business. In this case, the term "paragraph (1)" in that paragraph is deemed to be replaced with "Article 88, paragraph (1)".

(主として信託受益権等に対する投資を行う事業を出資対象事業とする出資対象事業持分の売買その他の取引に係る契約締結前交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of Contract Pertaining to Purchase and Sale or Other Transactions of Equity in Invested Business Whose Invested Business Is Business Which Primarily Invests in Beneficial Interest in Trust)

第八十九条 その締結しようとする金融商品取引契約が、出資対象事業持分のうち当該出資対象事業持分に係る出資対象事業が主として信託受益権等に対する投資を行う事業であるものの売買その他の取引に係るものである場合における法第三十七条の第三項第七号に規定する内閣府令で定める事項は、第八十七条第一項に規定する事項（当該金融商品取引契約が外国出資対象事業持分の売買その他の取引に係るものにあつては、前条第一項に規定する事項）のほか、第八十四条第一項各号に掲げる事項とする。

Article 89 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to a purchase and sale or any other transaction of Equity in Invested Business wherein the Invested Business pertaining to such Equity in Invested Business is a business which primarily invests in Beneficial Interest in Trust, etc., the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are the matters listed in the items of Article 84, paragraph (1), in addition to those specified in Article 87, paragraph (1) (in cases when the Contract for Financial Instruments Transaction pertains to the purchase and sale or any other transaction of Equity in Foreign Invested Business, beyond those specified in paragraph (1) of the preceding Article).

2 前項の信託受益権等には、同項の出資対象事業が出資対象事業持分に対する投資を行う事業である場合であつて当該出資対象事業持分に係る出資対象事業（次項及び第四項において「子出資対象事業」という。）が信託受益権等に対する投資を行う事業であるときにおける当該信託受益権等を含むものとする。

(2) The Beneficial Interest in Trust, etc. set forth in the preceding paragraph is to include the Beneficial Interest in Trust, etc. in cases when the Invested Business set forth in that paragraph is a business which invests in an Equity

in Invested Business and the Invested Business pertaining to such Equity in Invested Business (referred to as the "Secondary Invested Business" in the following paragraph and paragraph (4)) is a business which invests in Beneficial Interest in Trust, etc.

3 前項の子出資対象事業が出資対象事業持分に対する投資を行う事業である場合であつて、当該出資対象事業持分に係る出資対象事業が信託受益権等に対する投資を行う事業であるときにおける当該出資対象事業は、子出資対象事業とみなして、前二項の規定を適用する。

(3) In cases when the Secondary Invested Business set forth in the preceding paragraph is a business which invests in Equity in Invested Business and the Invested Business pertaining to such Equity in Invested Business is a business which invests in Beneficial Interest in Trust, etc., such Invested Business is deemed to be a Secondary Invested Business, and the provisions of the preceding two paragraphs apply.

4 前項の規定は、同項（この項において準用する場合を含む。）の規定により子出資対象事業とみなされた出資対象事業が出資対象事業持分に対する投資を行う事業である場合であつて、当該出資対象事業持分に係る出資対象事業が信託受益権等に対する投資を行う事業であるときについて準用する。

(4) The provisions of the preceding paragraph apply mutatis mutandis to cases when the Invested Business which is deemed to be the Secondary Invested Business pursuant to the provisions of that paragraph (including cases when it is applied mutatis mutandis pursuant to this paragraph) is a business which invests in Equity in Invested Business, and if the Invested Business pertaining to such Equity in Invested Business is a business which invests in the Beneficial Interest in Trust, etc.

5 第八十三条第二項の規定は、出資対象事業持分のうち当該出資対象事業持分に係る出資対象事業が主として信託受益権等に対する投資を行う事業であるものの売買その他の取引について準用する。この場合において、同項中「前項各号」とあるのは「第八十四条第一項各号」と、「同項の」とあるのは「第八十九条第一項の」と、「同項各号」とあるのは「第八十四条第一項各号」と読み替えるものとする。

(5) The provisions of Article 83, paragraph (2) apply mutatis mutandis to the purchase and sale or any other transaction of the Equity in Invested Business in cases when the Invested Business pertaining to such Equity in Invested Business is a business which primarily invests in the Beneficial Interest in Trust, etc. In such case, the terms "the items of the preceding paragraph", "in that paragraph" and "the items of that paragraph" are deemed to be replaced with "the items of Article 84, paragraph (1)", "in Article 89, paragraph (1)", and "items of Article 84, paragraph (1)", respectively.

6 第八十三条第三項の規定は、出資対象事業持分のうち当該出資対象事業持分に係る出資対象事業が主として信託受益権等に対する投資を行う事業であるものについて準用する。この場合において、同項中「第一項」とあるのは、「第八十九条第一項」と

読み替えるものとする。

- (6) The provisions of Article 83, paragraph (3) apply mutatis mutandis to the Equity in Invested Business in cases when the Invested Business pertaining to such Equity in Invested Business is a business which primarily invests in the Beneficial Interest in Trust, etc. In this case, the term "paragraph (1)" of that paragraph is deemed to be replaced with "Article 89, paragraph (1)".

(組合契約等に基づく権利のうち当該権利に係る出資対象事業が主として不動産信託受益権に対する投資を行うものの売買その他の取引に係る契約締結前交付書面の記載事項の特則)

- (Special Provisions on Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of Contract Pertaining to Purchase and Sale or Other Transaction of Right under Partnership Contract, Wherein Invested Business Pertaining to the Right Is Primarily Intended for Investment in Beneficial Interest in Real Property Trust)

第九十条 その締結しようとする金融商品取引契約が、組合契約、匿名組合契約又は投資事業有限責任組合契約に基づく権利のうち当該権利に係る出資対象事業が主として不動産信託受益権に対する投資を行うものの売買その他の取引に係るものである場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、前条第一項に規定する事項のほか、第八十五条第一項各号に掲げる事項とする。

Article 90 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to the purchase and sale or any other transaction of a right under a Partnership Contract, a Silent Partnership Contract or a Limited Partnership Agreement for Investment, wherein the Invested Business pertaining to such right is primarily intended for investment in Beneficial Interest in Real Property Trust, the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are the matters listed in the items of Article 85, paragraph (1), beyond the matters specified in paragraph (1) of the preceding Article.

2 前項の不動産信託受益権には、同項の出資対象事業が出資対象事業持分に対する投資を行う事業である場合であつて当該出資対象事業持分に係る出資対象事業（次項及び第四項において「子出資対象事業」という。）が不動産信託受益権に対する投資を行う事業であるときにおける当該不動産信託受益権を含むものとする。

(2) The Beneficial Interest in Real Property Trust set forth in the preceding paragraph is to include the Beneficial Interest in Real Property Trust, in cases when the Invested Business set forth in that paragraph is a business which invests in any Equity in Invested Business, and if the Invested Business pertaining to such Equity in Invested Business (referred to as the "Secondary Invested Business" in the following paragraph and paragraph (4)) is a business which invests in the Beneficial Interest in Real Property Trust.

3 前項の子出資対象事業が出資対象事業持分に対する投資を行う事業である場合であ

って、当該出資対象事業持分に係る出資対象事業が不動産信託受益権に対する投資を行う事業であるときにおける当該出資対象事業は、子出資対象事業とみなして、前二項の規定を適用する。

(3) In cases when the Secondary Invested Business set forth in the preceding paragraph is a business which invests in Equity in Invested Business, and if the Invested Business pertaining to such Equity in Invested Business is a business which invests in the Beneficial Interest in Real Property Trust, such Invested Business is deemed to be the Secondary Invested Business, and the provisions of the preceding two paragraphs apply.

4 前項の規定は、同項（この項において準用する場合を含む。）の規定により子出資対象事業とみなされた出資対象事業が出資対象事業持分に対する投資を行う事業である場合であって、当該出資対象事業持分に係る出資対象事業が不動産信託受益権に対する投資を行う事業であるときについて準用する。

(4) The provisions of the preceding paragraph apply mutatis mutandis to cases when the Invested Business which is deemed to be the Secondary Invested Business pursuant to the provisions of that paragraph (including cases when it is applied mutatis mutandis pursuant to this paragraph) is a business which invests in Equity in Invested Business, and if the Invested Business pertaining to such Equity in Invested Business is a business which invests in the Beneficial Interest in Real Property Trust.

5 第八十三条第二項の規定は、組合契約、匿名組合契約若しくは投資事業有限責任組合契約に基づく権利のうち当該権利に係る出資対象事業が主として不動産信託受益権に対する投資を行うものの売買その他の取引について準用する。この場合において、同項中「前項各号」とあるのは「第八十五条第一項各号」と、「同項の」とあるのは「第九十条第一項の」と、「同項各号」とあるのは「第八十五条第一項各号」と読み替えるものとする。

(5) The provisions of Article 83, paragraph (2) apply mutatis mutandis to the purchase and sale or any other transaction of a right under a Partnership Contract, a Silent Partnership Contract or a Limited Partnership Agreement for Investment in cases when the Invested Business pertaining to such right is primarily intended for investment in the Beneficial Interest in Real Property Trust. In such case, the terms "the items of the preceding paragraph", "in that paragraph" and "the items of that paragraph" are deemed to be replaced with "the items of Article 85, paragraph (1)", "in Article 90, paragraph (1)", and "items of Article 85, paragraph (1)", respectively.

6 第八十三条第三項の規定は、組合契約、匿名組合契約若しくは投資事業有限責任組合契約に基づく権利のうち当該権利に係る出資対象事業が主として不動産信託受益権に対する投資を行うものについて準用する。この場合において、同項中「第一項」とあるのは、「第九十条第一項」と読み替えるものとする。

(6) The provisions of Article 83, paragraph (3) apply mutatis mutandis to the rights under a Partnership Contract, a Silent Partnership Contract or a



Limited Partnership Agreement for Investment in cases when the Invested Business pertaining to such rights is primarily intended for investment in the Beneficial Interest in Real Property Trust. In such case, the term "paragraph (1)" in that paragraph is deemed to be replaced with "Article 90, paragraph (1)".

(商品ファンド関連取引に係る契約締結前交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of a Contract Pertaining to Commodity Fund-Related Transactions)

第九十一条 その締結しようとする金融商品取引契約が、商品ファンド関連受益権の売買その他の取引（以下「商品ファンド関連取引」という。）に係るものである場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、第八十四条第一項、第八十七条第一項、第八十八条第一項及び第八十九条第一項の規定にかかわらず、第八十三条第一項に規定する事項のほか、次に掲げる事項とする。

Article 91 (1) Notwithstanding the provisions of Article 84, paragraph (1), Article 87, paragraph (1), Article 88, paragraph (1) and Article 89, paragraph (1), in cases when the Contract for Financial Instruments Transaction to be concluded pertains to the purchase and sale or any other transaction of a Beneficial Interest in Commodity Fund (hereinafter referred to as the "Commodity Fund-Related Transaction"), the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are the following matters, beyond those specified in Article 83, paragraph (1):

一 商品ファンド（商品ファンド関連受益権を有する者から出資又は拠出を受けた金銭その他の財産をいう。以下この条及び第百九条第五号において同じ。）の運用を行う者（以下この項において「運用業者」という。）及び商品ファンドに関し業務上密接な関係を有する者（以下この項において「関係業者」という。）のうち主要な者であって次に掲げるものの商号、名称又は氏名及び住所並びに代表者がいる場合にあっては、代表者の氏名

(i) the trade name, name and address of the person that makes an investment (hereinafter referred to as an "Investment Manager" in this paragraph) of the Commodity Fund (meaning money or other properties invested or contributed by persons entitled to the Beneficial Interest in Commodity Fund; hereinafter the same applies in this Article and Article 109, item (v)), and of the major parties listed in any of the following from among those having a close business relationship with the Commodity Fund (hereinafter referred to as the "Related Business Operators" in this paragraph); and if any of the aforementioned parties has a representative, the name thereof:

イ 商品ファンドの運用に関与する商品投資顧問業者（商品投資に係る事業の規制に関する法律（平成三年法律第六十六号）第二条第四項に規定する商品投資顧問業者をいう。以下この条において同じ。）及び同法に相当する外国の法令の規定

により当該外国において同法第三条の商品投資顧問業の許可と同種の許可又はこれに準ずる処分（第十三号において「許可等」という。）を受けている者

(a) a Commodity Trading Advisor involved in the investment of the Commodity Fund (meaning the commodity trading advisor prescribed in Article 2, paragraph (4) of the Act on Regulation of Business Pertaining to Commodity Investment (Act No. 66 of 1991); hereinafter the same applies in this Article), and a person that has been granted the same type of permission as a commodity investment advisory business permission as set forth in Article 3 of that Act or any other disposition equivalent thereto (referred to as a "Permissions, etc." in item (xiii)) in a foreign state under the laws and regulations of the foreign state corresponding to that Act;

ロ 商品ファンドから出資又は拠出を受ける者（運用業者を除く。）

(b) the person that accepts the investment or contribution from the Commodity Fund (excluding the Investment Manager); and

ハ 運用業者及びロに掲げる者が当該商品ファンドの運用を委託する者

(c) the person that the Investment Manager and the person specified in (b) entrusts the investment of the Commodity Fund to;

二 当該金融商品取引業者等及び運用業者の資本金の額又は出資の総額及び主要株主（自己又は他人の名義をもって総株主等の議決権の百分の十以上の議決権を保有している者をいう。第九十五条第一項第一号及び第一百五十三条第一項第四号ニ（6）（i）において同じ。）の商号、名称又は氏名並びに当該金融商品取引業者等又は運用業者が他に事業を行っているときは、その種類

(ii) the amount of stated capital or the total amount of the contribution of the Financial Instruments Business Operator, etc. and the Investment Manager; the trade name or name of the Major Shareholder thereof (meaning a person holding ten percent or more of the Voting Rights Held by All the Shareholders, etc. under the name of such person or any other person; the same applies in Article 95, paragraph (1), item (i) and Article 153, paragraph (1), item (iv), (d), 6., i.); and in cases when the Financial Instruments Business Operator, etc. or the Investment Manager conducts any additional business, the type of such business;

三 運用業者の財産の運用開始日が属する事業年度の前事業年度の貸借対照表及び損益計算書又はこれらに代わる書面

(iii) the balance sheet and profit and loss statement for the business year immediately preceding the business year in which the day when the Investment Manager commenced the investment of properties falls, or any other document in lieu thereof;

四 運用業者の役員及び商品ファンドを運用する重要な使用人（部長、次長、課長その他いかなる名称であるかを問わず、商品ファンドの運用について責任を有する者をいう。）の氏名並びに役員が他の法人の常務に従事し、又は事業を営んでいるときは、当該役員の氏名並びに当該他の法人の商号又は名称及び業務又は当該事業の

種類

- (iv) the names of the Officers of the Investment Manager, and of the Major Employees thereof engaged in investment of the Commodity Fund (meaning a person responsible for investment of the Commodity Fund, such as the general manager, vice-chief, section manager or any other person irrespective of the job title); and if any Officer engages in the ordinary business of any other corporation or operates a business, the name of that Officer, the trade name or name of the relevant other corporation or the type of business or that ordinary business;
- 五 当該金融商品取引契約の種類並びに顧客の権利及び責任の範囲に関する次に掲げる事項
- (v) the following matters related to the type of the Contract for Financial Instruments Transaction and the scope of the customer's rights and liabilities:
- イ 当該金融商品取引契約の種類
- (a) the type of the Contract for Financial Instruments Transaction;
- ロ 顧客から出資され、若しくは拠出された財産又は当該商品ファンド関連受益権に係る信託財産に関する顧客の監視権の有無及び顧客が当該監視権を有する場合にあっては、その内容
- (b) information as to whether the customer has a right to monitor the properties invested or contributed by the customer or trust properties pertaining to the Beneficial Interest in Commodity Fund, and if so, the details of such right;
- ハ 顧客から出資され、若しくは拠出された財産又は当該商品ファンド関連受益権に係る信託財産の所有関係
- (c) ownership of the properties invested or contributed by the customer, or of trust properties pertaining to the Beneficial Interest in Commodity Fund;
- ニ 顧客の第三者に対する責任の範囲
- (d) the scope of the customer's liabilities owed to third parties;
- ホ 出資され、若しくは拠出された財産又は当該商品ファンド関連受益権に係る信託財産が損失により減じた場合の顧客の損失分担に関する事項
- (e) the matters related to allocation of the losses to be borne by customers, in cases of any detriment to properties invested or contributed by the customer or trust properties pertaining to the Beneficial Interest in Commodity Fund due to any loss; and
- ヘ 顧客から出資され、若しくは拠出された財産又は当該商品ファンド関連受益権に係る信託財産に関する収益及び償還金の受領権
- (f) the right to receive profit and redemption in regard to properties invested or contributed by the customer or trust properties pertaining to the Beneficial Interest in Commodity Fund;
- 六 当該金融商品取引契約又は当該商品ファンド関連受益権に係る信託契約に係る法

令の概要

(vi) an outline of the laws and regulations applicable to the Contract for Financial Instruments Transaction or to the trust agreement pertaining to the Beneficial Interest in Commodity Fund;

七 顧客から出資され、若しくは拠出された財産又は当該商品ファンド関連受益権に係る信託財産の運用形態に関する次に掲げる事項

(vii) the following matters related to the type of the investment of the properties invested or contributed by the customer or the trust properties pertaining to the Beneficial Interest in Commodity Fund:

イ 元本確保型であるか、又は積極運用型であるかの別

(a) information as to whether the type of investment is principal-protected or aggressive;

ロ 元本確保型である場合にあっては、元本の確保の方法及び確保することができる元本の金額

(b) in cases when the investment is of a principal-protected type, the means of the protection of principal and the amount of principal that may be protected;

ハ 積極運用型である場合にあっては、予想される損失の範囲

(c) in cases when the investment is of an aggressive type, the scope of the losses estimated to be incurred; and

ニ 追加募集の有無

(d) information as to whether any additional offering is to be made;

八 顧客から出資され、若しくは拠出された財産又は当該商品ファンド関連受益権に係る信託財産の投資の内容及び方針に関する次に掲げる事項

(viii) the following matters in relation to the contents and policies of the investment of the properties invested or contributed by the customer or the trust properties pertaining to the Beneficial Interest in Commodity Fund:

イ 地域別、種類別その他の投資の対象に係る分類別の比率の予定が明らかである場合にあっては、当該比率その他の主な投資の対象の内容及び基準に関する事項

(a) in cases when the scheduled ratio classified into categories of investment target such as ratio per region or ratio per type has been determined, such ratio and any other matters on the contents of and the criteria related to the primary investment target;

ロ 法令その他の規則において投資の制限についての定めがある場合にあっては、当該制限の内容及びその根拠

(b) in cases when any restriction on investment is imposed by laws and regulations or any other rules, the details and basis of such restriction;

ハ 借入れ、集中投資、他の商品ファンドへの投資及び流動性に欠ける投資対象への投資の有無並びに投資に関する制限を設ける場合にあっては、当該制限の内容及びその根拠

(c) information as to whether any borrowing, concentrated investment,

investment in other Commodity Funds or investment in any investment target lacking liquidity is to be made; and in cases when any restriction on investment is to be imposed, the contents and basis of such restriction;

ニ 繰上償還の有無

(d) information as to whether an accelerated redemption may be made;

ホ 運用開始予定日

(e) the scheduled date for the commencement of the investment;

ヘ 運用終了予定日

(f) the scheduled date for the termination of the investment; and

ト 一年以内で定められた商品ファンドの運用に係る計算期間（以下「計算期間」という。）

(g) the Accounting Period for the investment of the Commodity Fund, which is not longer than one year (hereinafter referred to as the "Accounting Period");

九 商品投資に係る事業の規制に関する法律第二条第一項第一号に掲げる取引（以下この条及び第百九条第四号において「商品先物取引」という。）の投機性、資金運用効率、流動性、商品先物取引法第二条第二十三項に規定する商品先物取引業者の信用、商品投資顧問業者の運用手法その他の商品ファンドを商品先物取引で運用することにより予想される損失発生要因

(ix) the factors expected to give rise to any loss in connection with the investment of the Commodity Fund by way of the transaction specified in Article 2, paragraph (1), item (i) of the Act on Control for Business Pertaining to Commodity Investment (hereinafter referred to as the "Commodity Futures" in this Article and Article 109, item (iv)), such as its speculative nature, efficiency of fund management, liquidity, credibility of the Commodity Futures Transactions Dealer prescribed in Article 2, paragraph (23) of the Commodity Futures Act, the means of investment adopted by the Commodity Trading Advisor and other factors;

十 顧客への運用状況の報告の方法、頻度及び時期

(x) the means, frequency and timing of reporting the status of the investment to customers; and

十一 商品投資に係る事業の規制に関する法律第二条第五項第三号に掲げる契約を締結する場合にあつては、当該契約により顧客に付与される報告請求権の内容

(xi) in cases when a contract specified in Article 2, paragraph (5), item (iii) of the Act on Control for Business Pertaining to Commodity Investment is to be concluded, the details of the right to demand a report to be granted to the customer under that contract;

十二 運用業者に関する次に掲げる事項

(xii) the following matters in relation to the Investment Manager:

イ 定款上の事業目的

(a) the purpose of the business as set forth in its articles of incorporation;

- ロ 設立経緯
- (b) the background of the incorporation thereof;
- ハ 商号の変更
- (c) the change to the trade name;
- ニ 運用業者の役員の変更についての監督官庁及び株主等による承認の要否並びに当該承認が必要な場合にあつては、その根拠及び承認手続
- (d) information as to whether any change of Officer of the Investment Manager requires the approval of the supervisory government agencies or shareholders, etc., and if such approval is required, the basis thereof as well as the procedures for obtaining such approval;
- ホ 定款変更、合併並びに事業譲渡及び事業譲受
- (e) the change to its articles of incorporation, consolidation, business transfer and acquisition of business;
- ヘ 主要な出資又は拠出の状況
- (f) the status of the major investment or contribution; and
- ト 訴訟事件その他の重要事項
- (g) material events such as lawsuits;
- 十三 関係業者のうち主要な者に関する次に掲げる事項
- (xiii) the following matters in relation to any major Related Business Operator:
  - イ 関係業者が商品ファンドから出資又は拠出を受ける者である場合にあつては、その資本金の額又は出資の総額
  - (a) in cases when the Related Business Operator is to accept an investment or contribution from the Commodity Fund, the amount of its stated capital or total amount of investment;
  - ロ 商品ファンドから新たに出資又は拠出を受けて関係業者となる法人が設立される場合にあつては、当該出資又は拠出の予定額
  - (b) in cases when a corporation which is to become a Related Business Operator is to be incorporated based on an investment or contribution to be newly made by the Commodity Fund, the scheduled amount of such investment or contribution;
  - ハ 商品投資顧問業者及び商品投資に係る事業の規制に関する法律に相当する外国の法令の規定により当該外国において同法第三条の許可と同種の許可等を受けている者に係る当該許可等の番号、当該許可等を与えた機関の名称及びその機関が属する国の名称、設立年並びに当該許可等を受けた年
  - (c) with regard to a Commodity Trading Advisor and a person that has been granted the same type of Permission, etc. as a permission under Article 3 of the Act on Regulation of Business Pertaining to Commodity Investment in a foreign state under the laws and regulations of the foreign state corresponding to that Act, the serial number of such Permission, etc., the name of the agency which has granted such Permission, etc. as well as the name of the state to which such agency belongs, the year of the

- establishment thereof and the year when such Permission, etc. was granted; and
- ニ 商品ファンドの運用に係る業務内容
- (d) the contents of the business pertaining to the investment of the Commodity Fund;
- 十四 運用業者及び関係業者のうち主要な者との資本関係
- (xiv) the capital relationship with the Investment Manager and the major Related Business Operators;
- 十五 商品ファンド関連受益権の募集、私募又は売出しに関する次に掲げる事項
- (xv) the following matters in relation to a public offering, private placement or secondary distribution of Beneficial Interest in Commodity Fund:
- イ 商品ファンド関連受益権の名称
- (a) the name of the Beneficial Interest in Commodity Fund;
- ロ 募集、私募又は売出しの予定総額及び予定総口数
- (b) the scheduled total amount and the scheduled total unit of the public offering, private placement or secondary distribution;
- ハ 募集、私募又は売出しの単位
- (c) the unit of the public offering, private placement or secondary distribution;
- ニ 申込みの期間、方法及び取扱場所
- (d) the period, means and place of handling of the application; and
- ホ 払込みの期日及び方法
- (e) the payment date and the payment means;
- 十六 当該商品ファンド関連受益権に係る契約期間に関する事項
- (xvi) the matters related to the contract period pertaining to the Beneficial Interest in Commodity Fund;
- 十七 金融商品取引契約の変更の手続、変更をする旨の開示の方法その他当該金融商品取引契約の変更に関する事項
- (xvii) the matters related to a change to the Contract for Financial Instruments Transaction, such as the procedures for the change, the means for the announcement that the change is to take place, and any other matters;
- 十八 当該金融商品取引契約の解約に関する次に掲げる事項
- (xviii) the following matters in relation to the cancellation of the Contract for Financial Instruments Transaction:
- イ 解約の可否
- (a) information as to whether the Contract for Financial Instruments Transaction is cancellable;
- ロ 解約をすることができる場合にあっては、次に掲げる事項
- (b) in cases when the Contract for Financial Instruments Transaction is cancellable, the following matters:
- (1) 解約の条件及び方法

1. the conditions for and means of the cancellation;
    - (2) 解約の申込期間
  2. the term for the application of the cancellation;
    - (3) 解約償還金の金額の計算方法及び支払方法
  3. the means of calculation of the amount to be redeemed upon cancellation, as well as the payment means thereof;
    - (4) 解約償還金の支払予定日
  4. the scheduled date for the payment of the amount to be redeemed upon cancellation;
    - (5) 解約に係る手数料
  5. the cancellation fee; and
    - (6) 解約が多発したときは、当初予定していた運用を行うことができなくなるおそれがある旨及び運用自体を行うことができなくなるおそれがある旨
  6. to the effect that, if the contracts are cancelled frequently, it may be impossible to make the investment as initially scheduled and it may be impossible to make the investment itself;
- 十九 当該金融商品取引業者等による買取りの有無並びに買取りをする場合にあつては、その条件及び方法並びに当該買取りに係る買取り金額の計算方法、支払方法及び支払時期
- (xix) information as to whether the Financial Instruments Business Operator, etc. conducts a buy-back, and if it conducts a buy-back, the conditions and means therefor as well the means of calculation of the buy-back price pertaining to such buy-back, and the means and timing of the payment thereof;
- 二十 損害賠償額の予定（違約金を含む。）に関する定めがあるときは、その内容
- (xx) in cases when there is an agreement for agreement for liquidated damages (including penalties), the details thereof;
- 二十一 当該金融商品取引業者等が顧客から手数料等を徴収する方法
- (xxi) the means by which the Financial Instruments Business Operator, etc. collects Fees, etc. from the customers;
- 二十二 商品ファンドから支払われる商品ファンドの管理に係る手数料等の支払先、計算方法、支払額、支払方法及び支払時期並びに当該支払額が未定の場合にあつては、その旨
- (xxii) the payee, calculation means, amount to be paid, payment means and timing of the payment of the Fees, etc. pertaining to the management of the Commodity Fund payable from the Commodity Fund, and if such amount to be paid has not been fixed, to that effect;
- 二十三 商品ファンドに係る資産評価等に関する次に掲げる事項
- (xxiii) the following matters in connection with asset appraisal, etc. pertaining to the Commodity Fund:
- イ 一口当たりの純資産額の計算方法及び資産の評価方法



(a) the means of calculation of the Net Asset per unit, and the means of appraisal of the assets per unit;

ロ 計算期間

(b) the Accounting Period; and

ハ 顧客への通知の方法

(c) the means of notification to the customers;

二十四 計算期間に係る商品ファンドの貸借対照表及び損益計算書又はこれらに代わる書面その他の財務計算に関する書類に対する公認会計士又は監査法人の監査を受ける予定の有無及びその予定がある場合にあっては、監査を受ける範囲

(xxiv) information as to whether the Financial Instruments Business Operator, etc. will have a certified public accountant or an auditing firm audit the balance sheet, profit and loss statement, any document in lieu thereof or any other documents on financial calculation of the Commodity Fund pertaining to the Accounting Period, and if so, the scope of such auditing;

二十五 商品ファンドの収益の分配の方法及び方針

(xxv) the means and policy for the distribution of any profit of the Commodity Fund;

二十六 満期時の償還金の金額の計算方法、支払方法及び支払時期

(xxvi) the means of calculation of the amount of redemption payable upon maturity, as well as the means and timing of the payment thereof;

二十七 配当及び償還金に係る租税に関する事項

(xxvii) the matters related to taxation on the dividend and the redemption;

二十八 運用業者が外国法人である場合にあっては、本邦内に住所を有する者であって裁判上及び裁判外において当該運用業者を代理する権限を有するものの有無並びに当該者がある場合にあっては、その商号、名称又は氏名及び住所並びに当該権限の内容

(xxviii) in cases when the Investment Manager is a foreign corporation, information as to whether there it has any person domiciled in Japan that has been granted authority to act as an agent of the Investment Manager in connection with acts in or out of court, and if so, the trade name, name and the address of such person and the details of such authority;

二十九 当該商品ファンド関連受益権に係る契約その他の法律行為に当該商品ファンド関連受益権に関する訴訟について管轄権を有する裁判所の定めがある場合にあっては、その名称及び所在地

(xxix) in cases when the contract or any other juridical act pertaining to the Beneficial Interest in Commodity Fund provides for the court to have jurisdiction over the action related to such Beneficial Interest in Commodity Fund, the name and location of such court; and

三十 元本の追加運用をすることができる商品ファンドに追加運用するための商品ファンド関連取引に係る金融商品取引契約の締結又はその代理若しくは媒介（以下この号において「締結等」という。）をしようとする場合にあっては、次に掲げる事

項

(xxx) in cases when a Contract for Financial Instruments Transaction pertaining to Commodity Fund-Related Transactions intended for making additional investment in a Commodity Fund which accepts additional investment of principal is to be concluded, or if the agency or intermediary services therefor are to be provided (hereinafter referred to as the "Conclusion, etc." in this item), the following matters:

イ 当該締結等の勧誘の開始日の前々月末日における次に掲げる事項ごとの当該商品ファンドに係る資産配分状況

(a) the status of the distribution of assets pertaining to the Commodity Fund as of the last day of the month two months prior to the day of the commencement of solicitation for such Conclusion, etc., classified in accordance with the following categories:

(1) 商品先物取引（貴金属、農産物、エネルギー資源、その他の当該商品先物取引に係る主要な物品ごとの内訳を含む。）

1. Commodity Futures (including a breakdown by the category of major goods pertaining to the Commodity Futures, such as precious metals, agricultural products, energy resources and others);

(2) 商品投資に係る事業の規制に関する法律第二条第一項第二号に規定する商品投資（貴金属、農産物、エネルギー資源その他の当該商品投資に係る主要な物品ごとの内訳を含む。）

2. the Commodities Investment prescribed in Article 2, paragraph (1), item (ii) of the Act on Control for Business Pertaining to Commodity Investment (including a breakdown by the category of major goods pertaining to the Commodities Investment, such as precious metals, agricultural products, energy resources and others);

(3) 商品投資に係る事業の規制に関する法律第二条第一項第三号に規定する商品投資（貴金属、農産物、エネルギー資源その他の当該商品投資に係る主要な物品ごとの内訳を含む。）

3. the Commodities Investment prescribed in Article 2, paragraph (1), item (iii) of the Act on Control for Business Pertaining to Commodity Investment (including a breakdown by the category of major goods pertaining to the Commodities Investment, such as precious metals, agricultural products, energy resources and others);

(4) 令第三十七条第一項第二号イからホまでに掲げる物品の取得（生産を含む。）をし、譲渡をし、使用をし、又は使用させることによる運用（同号イからホまでに掲げる当該運用に係る物品ごとの内訳を含む。）

4. investment by way of acquisition (including production), transfer or use of the goods listed in Article 37, paragraph (1), item (ii), (a) through (e) of the Order or by way of having such goods used (including a breakdown by category of the goods pertaining to such investment as

listed in (a) through (e) of that item);

- (5) その他の運用方法（有価証券、譲渡性預金その他の主要な金融商品に対する投資、法第二条第二十一項各号に掲げる取引、同条第二十二項各号に掲げる取引、同条第二十三項に規定する取引その他の主要な運用方法ごとの内訳を含む。）

5. other means of investment (including a breakdown by category of major investment means such as an investment in Securities, negotiable deposits and other major financial instruments, a transaction listed in the items of Article 2, paragraph (21) of the Act, a transaction listed in the items of paragraph (22) of that Article, a transaction prescribed in paragraph (23) of that Article and other means);

ロ 当該勧誘の開始日が属する月の前々月末日において終了している直近十計算期間の各計算期間の末日における純資産額及び配当

(b) the Net Asset and the dividends as of the last day of each of the latest ten Accounting Periods, which ended on the last day of the month two months prior to the month containing the day of the commencement of such solicitation;

ハ 当該勧誘の開始日が属する月の前々月末日において終了している直近十計算期間の各計算期間における募集、私募、売出し又は特定投資家向け売付け勧誘等の金額、解約金額及び償還金額

(c) the amount, the cancellation payment amount and redemption amount related to of the public offering, private placement, secondary distribution or Solicitation for Selling, etc. Only for Professional Investors for each of the latest ten Accounting Periods, which ended on the last day of the month two months prior to the month containing the day of commencement of such solicitation;

ニ 当該勧誘の開始日が属する計算期間の前計算期間に係る商品ファンドの貸借対照表及び損益計算書又はこれらに代わる書面

(d) the balance sheet and the profit and loss statement of the Commodity Fund for the Accounting Period immediately prior to the Accounting Period in which the day of the commencement of the solicitation falls, or any other document in lieu thereof;

ホ ニの商品ファンドから出資又は拠出を受けた者がある場合にあつては、当該商品ファンド及び当該者に係る連結貸借対照表及び連結損益計算書又はこれらに代わる書面であつて顧客が当該商品ファンド及び当該者に係る純資産額を理解することができる方法により記載されているもの

(e) in cases when there is any person that has accepted an investment or a contribution from the Commodity Fund set forth in (d), the consolidated balance sheet and the consolidated profit and loss statement pertaining to such Commodity Fund and such person, or any other document in lieu thereof, which are set out in such a way that the customer may understand

the Net Asset of such Commodity Fund or such person; and

へ ニ又はホに掲げる書面その他の財務計算に関する書類に対する公認会計士又は監査法人の監査を受けているときは、その範囲（契約締結前交付書面に公認会計士又は監査法人の監査に係る書類が添付されており、かつ、当該書類に監査を受けた範囲が明記されている場合を除く。）

(f) in cases when the document specified in (d) or (e) or any other documents on the financial calculation has been audited by a certified public accountant or an auditing firm, the scope of such auditing (excluding cases when a document related to auditing by a certified public accountant or an auditing firm is attached to the Document for Delivery Prior to Conclusion of Contract, and if the scope of such auditing is clearly indicated in the document).

2 第八十三条第二項の規定は、商品ファンド関連取引について準用する。この場合において、同項中「前項各号」とあるのは、「第九十一条第一項各号」と読み替えるものとする。

(2) The provisions of Article 83, paragraph (2) apply mutatis mutandis to a Commodity Fund-Related Transaction. In such case, the term "the items of the preceding paragraphs" in that paragraph is deemed to be replaced with "the items of Article 91, paragraph (1)".

3 第八十三条第三項の規定は、商品ファンド関連受益権について準用する。この場合において、同項中「第一項」とあるのは、「第九十一条第一項」と読み替えるものとする。

(3) The provisions of Article 83, paragraph (3) apply mutatis mutandis to the Beneficial Interest in Commodity Fund. In this case, the term "paragraph (1)" in that paragraph is deemed to be replaced with "Article 91, paragraph (1)".

4 第一項及び前項の「商品ファンド関連受益権」とは、次に掲げるものをいう。

(4) The term the "Beneficial Interest in Commodity Fund" as used in paragraph (1) and the preceding paragraph is as follows:

一 法第二条第一項第十四号に掲げる有価証券若しくは同項第十七号に掲げる有価証券（同項第十四号に掲げる有価証券の性質を有するものに限る。）に表示されるべき権利又は同条第二項第一号若しくは第二号に掲げる権利であつて、これらの権利に係る信託財産を主として次に掲げる行為により運用することを目的とする信託の収益の分配及び元本の返還を受ける権利であるもの

(i) the rights to be indicated on the Securities specified in Article 2, paragraph (1), item (xiv) of the Act or on the Securities specified in item (xvii) of that paragraph (limited to those which have the nature of the Securities specified in item (xiv) of that paragraph), or the rights specified in paragraph (2), item (i) or (ii) of that Article, the purpose of which is to receive the distribution of profits and refund of the principal of trust primarily intended for the investment of the trust property pertaining to such right through investment by means of the following acts:

イ 商品投資に係る事業の規制に関する法律第二条第一項に規定する商品投資

(a) the Commodities Investment prescribed in Article 2, paragraph (1) of the Act on Control for Business Pertaining to Commodities Investment; and

ロ 令第三十七条第一項第二号イからホまでに掲げるいずれかの物品の取得（生産を含む。）をし、譲渡をし、使用をし、又は使用をさせること。

(b) the acquisition (including production), transfer or use of any of the goods listed in Article 37, paragraph (1), item (ii), (a) through (e) of the Order, or having such goods used;

二 法第二条第二項第五号又は第六号に掲げる権利のうち当該権利に係る出資対象事業が前号に規定する権利に対する投資であるもの

(ii) the rights specified in Article 2, paragraph (2), item (v) or (vi) of the Act in cases when the Invested Business pertaining to such rights is an investment in the rights specified in the preceding item; and

三 法第二条第二項第五号又は第六号に掲げる権利のうち当該権利に係る出資対象事業が主として第一号イ又はロに掲げる行為を行う事業であるもの

(iii) the rights specified in Article 2, paragraph (2), item (v) or (vi) of the Act in cases when the Invested Business pertaining to such rights is primarily intended for conducting the act specified in item (i), (a) or (b).

（競走用馬投資関連業務に係る取引に係る契約締結前交付書面の記載事項の特則）

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of Contract Pertaining to Transaction Pertaining to Business Related to Investment in Racehorses)

第九十二条 その締結しようとする金融商品取引契約が競走用馬投資関連業務に係る取引に係るものである場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、前条第一項に規定する事項のほか、競走用馬の血統及び飼養管理の状況に関する事項とする。

Article 92 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to a transaction of the Business Related to Investment in Racehorses, the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are the matters related to bloodlines of the racehorses and status of the management of the breeding thereof, beyond those specified in paragraph (1) of the preceding Article.

2 第八十三条第二項の規定は、競走用馬投資関連業務に係る取引について準用する。この場合において、同項中「前項各号に掲げる事項」とあるのは「競走用馬の血統及び飼養管理の状況に関する事項」と、「同項の」とあるのは「第九十二条第一項の」と、「同項各号に掲げる事項」とあるのは「当該事項」と読み替えるものとする。

(2) The provisions of Article 83, paragraph (2) apply mutatis mutandis to a transaction pertaining to the Business Related to Investment in Racehorses. In this case, the term "the matters listed in the items of the preceding paragraph",

"that paragraph", "the matters listed in the items of that paragraph" is deemed to be replaced with "the matters related to bloodlines of the racehorses and status of the management of the breeding thereof", "Article 92, paragraph (1)", and "such matters", respectively.

3 第八十三条第三項の規定は、第七条第四号ニ（１）又は（２）に掲げる権利について準用する。この場合において、同項中「第一項」とあるのは、「第九十二条第一項」と読み替えるものとする。

(3) The provisions of Article 83, paragraph (3) apply mutatis mutandis to the right specified in Article 7, item (iv), (d), 1. or 2. In such case, the term "paragraph (1)" in that paragraph is deemed to be replaced with "Article 92, paragraph (1)".

(事業型出資対象事業持分の売買その他の取引に係る契約締結前交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in Documents to Be Delivered Prior to Conclusion of a Contract Pertaining to Purchase and Sale or Any Other Transaction of Business-Type Equity of Invested Business)

第九十二条の二 その締結しようとする金融商品取引契約が、出資対象事業持分のうち当該出資対象事業持分に係る出資対象事業が主として有価証券又はデリバティブ取引に係る権利に対する投資を行う事業以外の事業であるもの（以下この条において「事業型出資対象事業持分」という。）の売買その他の取引に係るものである場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、第八十七条第一項に規定する事項（当該金融商品取引契約が外国出資対象事業持分の売買その他の取引に係るものである場合にあっては第八十八条第一項に規定する事項、当該金融商品取引契約が第九十一条第四項第三号に掲げるものの売買その他の取引に係るものである場合にあっては同条第一項に規定する事項、当該金融商品取引契約が競走用馬投資関連業務に係る取引に係るものである場合にあっては前条第一項に規定する事項）のほか、次に掲げる事項とする。

Article 92-2 (1) The matters provided for by Cabinet Office Order defined in Article 37-3, paragraph (1), item (vii) of the Act in cases when the Financial Instruments Transaction Contract to be concluded pertains to the purchase and sale and other transactions of the right, of which the Invested Business pertaining to the Equity of Invested Business is mainly the business other than a business which invests primarily in the rights pertaining to Securities or derivative transactions from among the Equity of Invested Business (hereinafter referred to as "Business-Type Equity of Invested Business" in this Article) are the following matters beyond the matters specified in Article 87, paragraph (1) (in cases when the Financial Instruments Transaction Contract is related to the purchase and sale or other transactions of Equity in Foreign Invested Business, the matters specified in Article 88, paragraph (1); in cases when the Financial Instruments Transaction Contract is related to the

purchase and sale or other transactions of those listed in Article 91, paragraph (4), item (iii), the matters specified in paragraph (1) of that Article; and in cases when the Financial Instruments Transaction Contract is related to transactions of the Business Related to Investment in Racehorses, the matters specified in paragraph (1) of the preceding Article):

一 事業型出資対象事業持分に関する次のイからハまでに掲げる金銭の管理の方法の区分に応じ当該イからハまでに定める事項

(i) matters specified in the following (a) through (c) corresponding to the categories of money management means listed in those (a) through (c) related to the Business-Type Equity of Invested Business:

イ 第二百五条第二号イに掲げる方法 次に掲げる事項

(a) the means listed in Article 125, item (ii), (a): the following matters:

- (1) 預託先の商号又は名称
  1. the trade name or name of the depository;
  - (2) 預託に係る営業所又は事務所の名称及び所在地
    2. the name and location of the business office or any other office related to the deposit;
    - (3) 預託の名義
      3. the name of the deposit; and
      - (4) 預託の口座番号その他の当該預託を特定するために必要な事項
        4. the account number of the deposit and other necessary matters to specify the deposit;

ロ 第二百五条第二号ロに掲げる方法 次に掲げる事項

(b) the means listed in Article 125, item (ii), (b): the following matters:

- (1) 預金又は貯金の口座のある銀行等（銀行、協同組織金融機関、株式会社商工組合中央金庫又は外国の法令に準拠し、外国において銀行法第十条第一項第一号に掲げる業務を行う者をいう。）の商号又は名称
  1. the trade name or name of a bank, etc. (meaning a bank, Cooperative Financial Institution, the Shoko Chukin Bank Limited, or a person that engages in the operations listed in Article 10, paragraph (1), item (i) of the Banking Act in a foreign state) with which there is a deposit or savings account;
  - (2) 預金又は貯金の口座に係る営業所又は事務所の名称及び所在地
    2. the name and location of the business office or any other office related to deposits or savings;
    - (3) 預金又は貯金の名義
      3. the name of the deposits or savings; and
      - (4) 預金又は貯金の口座番号その他の当該預金又は貯金を特定するために必要な事項
        4. the account number of the deposits or savings and other necessary matters to specify the deposits or savings;

ハ 第二百二十五条第二号ハに掲げる方法 次に掲げる事項

(c) the means listed in Article 125, item (ii), (c): the following matters:

- (1) 金銭信託の受託者の商号又は名称
1. the trade name or name of the trustee of the money trust;
- (2) 金銭信託に係る営業所又は事務所の名称及び所在地
2. the name and location of the business office or any other office related to the money trust;
- (3) 金銭信託の名義
3. the name of the money trust; and
- (4) 金銭信託の口座番号その他の当該金銭信託を特定するために必要な事項
4. the account number of the money trust and other necessary matters to specify the money trust;

二 法第四十条の三に規定する管理の実施状況及び当該金融商品取引業者等が当該実施状況の確認を行った方法

(ii) implementation status of the management specified in Article 40-3 and the means with which the Financial Instruments Business Operator, etc. checked the implementation status;

三 事業型出資対象事業持分の売買その他の取引に係る契約の特性及び当該特性を理解した上で投資を行うべきである旨

(iii) characteristics of the contact pertaining to the purchase and sale and other transactions of the Business-Type Equity of Invested Business and the statement that investment should be implemented only after understanding the characteristics;

四 出資対象事業に係る資金の流れに関する次に掲げる事項

(iv) the following matters related to the flow of funds pertaining to the Invested Business:

イ 事業型出資対象事業持分を有する者から出資又は拠出を受けた金銭その他の財産の用途の具体的な内容及び当該金銭その他の財産の各用途への配分に係る方針

(a) specific content of use of money and other property that is invested or paid by a person that has Business-Type Equity of Invested Business and the distribution policy of the money and other property for each use; and

ロ 事業型出資対象事業持分を有する者から出資又は拠出を受けた金銭その他の財産に係る送金若しくは送付又は管理若しくは保管を行う者の商号又は名称及び役割

(b) the trade name or name and roles of the person that transfers or sends, or manages or keeps money or other properties invested or paid by the person that has Business-Type Equity of Invested Business; and

五 事業型出資対象事業持分を有する者から出資又は拠出を受けた金銭その他の財産に係る外部監査の有無及び当該外部監査を受ける場合にあつては、当該外部監査を行う者の氏名又は名称

(v) existence of an external audit pertaining to money and other properties



invested or paid by the person that has Business-Type Equity of Invested Business, and in cases of receiving an external audit, the name of the person that implements the external audit.

2 第八十三条第二項の規定は、事業型出資対象事業持分の売買その他の取引について準用する。この場合において、同項中「前項各号」とあるのは、「第九十二条の二第一項各号」と読み替えるものとする。

(2) The provisions of Article 83, paragraph (2) apply mutatis mutandis to the purchase and sale and other transactions of the Business-Type Equity of Invested Business. In this case, the term "each item of the preceding paragraph" as used in that paragraph is deemed to be replaced with "each item of Article 92-2, paragraph (1)".

3 第八十三条第三項の規定は、事業型出資対象事業持分について準用する。この場合において、同項中「第一項」とあるのは、「第九十二条の二第一項」と読み替えるものとする。

(3) The provisions of Article 83, paragraph (3) apply mutatis mutandis to the Business-Type Equity of Invested Business. In this case, the term "paragraph (1)" in that paragraph is deemed to be replaced with "Article 92-2, paragraph (1)".

(デリバティブ取引等に係る契約締結前交付書面の共通記載事項)

(Matters to Be Stated in All Types of Document for Delivery Prior to Conclusion of Contracts Pertaining to Derivative Transactions)

第九十三条 その締結しようとする金融商品取引契約がデリバティブ取引等に係るものである場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、第八十二条各号に掲げる事項のほか、次に掲げる事項とする。

Article 93 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to Derivative Transactions, etc., the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows, beyond those set forth in the items of Article 82:

一 令第十六条第一項第三号及び第六号に規定する事項

(i) the matters prescribed in Article 16, paragraph (1), items (iii) and (vi) of the Order;

二 当該デリバティブ取引等に基づき発生する債務の履行の方法及び当該デリバティブ取引等を決済する方法

(ii) the means of the performance of the obligations arising from the Derivative Transactions, etc., and the means of settlement of such Derivative Transactions, etc.;

三 当該デリバティブ取引等が市場デリバティブ取引等又は外国市場デリバティブ取引等である場合にあつては、これらの取引に係る取引所金融商品市場又は外国金融商品市場を開設する者の商号又は名称

(iii) in cases when the Derivative Transactions, etc., fall under the category of the Market Transactions of Derivatives, etc. or Foreign Market Derivatives Transactions, etc., the trade name or name of the party which establishes the Financial Instruments Exchange Market or the Foreign Financial Instruments Market pertaining to such transactions;

四 顧客が当該デリバティブ取引等に関し預託すべき委託証拠金その他の保証金の種類及び金額の計算方法、当該委託証拠金その他の保証金に充当することができる財産の種類及び充当価格その他これに準ずるもの並びに顧客が当該委託証拠金その他の保証金を預託し、及びその返還を受ける方法

(iv) the types of any security deposit to be deposited by the customer in connection with the Derivative Transactions, etc. such as customer margin, and the means of calculation of the amount thereof; the type of properties which may be appropriated to the customer margin or any other security deposit, and the amount which may be appropriated or any other information equivalent thereto; and the means whereby the customer deposits or restitutes the customer margin or any other security deposit;

五 顧客から手数料等を徴収する方法

(v) the means of the collection of the Fees, etc. from customers;

六 デリバティブ取引又はその受託等（法第四十四条の二第一項第一号に規定する受託等をいう。以下同じ。）に係る手続に関する事項

(vi) the matters related to the procedures pertaining to Derivative Transactions, or the Acceptance of Entrustment, etc. thereof (meaning the Acceptance of Entrustment, etc. set forth in Article 44-2, paragraph (1), item (i) of the Act; the same applies hereinafter); and

七 デリバティブ取引に関する主要な用語及びその他の基礎的な事項

(vii) the major technical terms related to Derivative Transactions or any other basic matters.

2 第八十三条第二項の規定は、デリバティブ取引等について準用する。この場合において、同項中「前項各号」とあるのは、「第九十三条第一項各号」と読み替えるものとする。

(2) The provisions of Article 83, paragraph (2) apply mutatis mutandis to the Derivative Transactions, etc. In this case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 93, paragraph (1)".

(店頭デリバティブ取引契約に係る契約締結前交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of a Contract Pertaining to Over-the-Counter Derivatives Transactions Contracts)

第九十四条 その締結しようとする金融商品取引契約が店頭デリバティブ取引契約に係るものである場合における法第三十七条の三第一項第七号に規定する内閣府令で定め

る事項は、前条に規定する事項のほか、次に掲げる事項とする。

Article 94 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded pertains to the contract of Over-the-Counter Derivatives Transactions, the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows, beyond those specified in the preceding Article:

一 当該金融商品取引業者等が顧客を相手方として行う店頭デリバティブ取引（第一百六条第一項第三号イ及びロに掲げる取引を除く。以下この項、第一百七条第一項第二十六号並びに第二百二十三条第一項第二十号及び第二十一号において同じ。）により生じ得る損失の減少を目的として、当該金融商品取引業者等が行う市場デリバティブ取引若しくは外国市場デリバティブ取引又は他の金融商品取引業者等その他の者（以下この号及び次号において「他の業者等」という。）を相手方として行う店頭デリバティブ取引で、当該顧客が行った店頭デリバティブ取引と取引の対象とする金融商品若しくは金融指標及び売買の別その他これらに準ずる事項が同一のもの（以下「カバー取引」という。）を行う場合の当該カバー取引に係る取引所金融商品市場の商号若しくは名称若しくは外国金融商品市場を開設する者の商号若しくは名称を当該外国金融商品市場が開設されている国若しくは地域において使用されている言語により表示したもの及びそれを日本語により翻訳して表示したもの又は店頭デリバティブ取引の相手方となる他の業者等（以下「カバー取引相手方」という。）の商号、名称若しくは氏名及び業務内容並びにこれらの者が外国法人である場合にあっては、監督を受けている外国の当局の名称

(i) in cases when the Financial Instruments Business Operator, etc., for the purpose of reducing any possible loss which may accrue from the Over-the-Counter Derivatives Transactions (excluding transactions listed in Article 116, paragraph (1), item (iii), (a) and (b); hereinafter the same applies in this paragraph, Article 117, paragraph (1), item (xxvi), Article 123, paragraph (1), items (xx) and (xxi)) to be conducted vis-a-vis a customer, conducts Market Transactions of Derivatives or Foreign Market Derivatives Transactions, or other Over-the-Counter Derivatives Transactions vis-a-vis other Financial Instruments Business Operator, etc. or any other person (hereinafter referred to as the "Counterparty Business Operators, etc." in this and the following items), and if the Financial Instruments or options subject to such Over-the-Counter Derivatives Transactions or Financial Indicators pertaining to such Over-the-Counter Derivatives Transactions, type of transaction (whether it is a purchase or sale transaction) any other particulars equivalent thereto are identical to the Over-the-Counter Derivatives Transactions conducted by the customer (such transaction is hereinafter referred to as the "Cover Deal"): the trade name or name of the Financial Instruments Exchange Market pertaining to such Cover Deal; or the trade name or name of the party which establishes the Foreign Financial Instruments Market pertaining to such Cover Deal, as indicated in the

language used in the state or region where such Foreign Financial Instruments Market has been established, as well as the Japanese translation of such indication; or the trade name or name and the business contents of the Counterparty Business Operators, etc. which are the counterparties to the Over-the-Counter Derivatives Transactions (hereinafter referred to as the "Counterparties to Cover Deals"); and if any of the Counterparties to Cover Deals is a foreign corporation, the name of the competent authority supervising such corporation;

二 顧客が行う店頭デリバティブ取引で当該金融商品取引業者等が媒介、取次ぎ又は代理を行う場合の当該媒介、取次ぎ又は代理の相手方となる他の業者等（以下この号及び第百四十三条第一項第二号ニにおいて「媒介等相手方」という。）の商号、名称又は氏名及び業務内容並びに当該媒介等相手方が外国法人である場合にあっては、監督を受けている外国の当局の名称

(ii) the trade name, name and the business contents of the Counterparty Business Operator, etc. which is the counterparty to the intermediary, brokerage or agency service, in cases when a Financial Instruments Business Operator, etc. conducts an intermediary, brokerage or agency service for the Over-the-Counter Derivatives Transactions to be conducted by a customer (hereinafter referred to as the "Counterparty to Intermediary Services, etc." in this item and Article 143, paragraph (1), item (ii), (d)); and in cases when such Counterparty to Intermediary Services, etc. is a foreign corporation, the name of the competent authority supervising such counterparty;

三 当該店頭デリバティブ取引契約に係る禁止行為に関する事項

(iii) the matters related to prohibited acts in connection with the contract of Over-the-Counter Derivatives Transactions; and

四 法第四十三条の二第一項若しくは第二項又は第四十三条の三の規定に基づく財産の管理方法及び預託先

(iv) the means of management of the properties under Article 43-2, paragraph (1) or (2) or Article 43-3 of the Act, and the depository thereof.

2 第八十三条第二項の規定は、店頭デリバティブ取引契約について準用する。この場合において、同項中「前項各号」とあるのは、「第九十四条第一項各号」と読み替えるものとする。

(2) The provisions of Article 83, paragraph (2) apply mutatis mutandis to the contract of Over-the-Counter Derivative Transactions. In this case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 94, paragraph (1)".

(投資顧問契約等に係る契約締結前交付書面の記載事項)

(Matters to Be Stated in a Document to Be Delivered Prior to the Conclusion of a Contract in Relation to Investment Advisory Contracts)

第九十五条 その締結しようとする金融商品取引契約が投資顧問契約又は法第二条第八

項第十三号に掲げる行為（投資顧問契約に係るものに限る。）を行うことを内容とする契約である場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、第八十二条各号に掲げる事項のほか、次に掲げる事項とする。

**Article 95 (1)** With regard to cases when the Contract for Financial Instruments Transaction to be concluded is an Investment Advisory Contract or a contract for conducting of the acts specified in Article 2, paragraph (8), item (xiii) of the Act (limited to the act pertaining to an Investment Advisory Contract), the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows, beyond those set forth in the items of Article 82:

一 当該金融商品取引業者等が法人である場合にあつては、その資本金の額又は出資の総額並びにその役員及び主要株主の商号、名称又は氏名

(i) in cases when the Financial Instruments Business Operator, etc. is a corporation, the amount of the stated capital, the total amount of investment, and the trade names or names of its Officers and the Major Shareholders;

二 顧客に対する投資顧問契約に基づく助言の業務の用に供する目的で金融商品の価値等の分析又は当該分析に基づく投資判断を行う者（第百六条第一項第六号において「分析者等」という。）の氏名

(ii) the name of the person that conducts the analysis of the Values, etc. of Financial Instruments for the purpose of making it available for the advisory service the customer under the Investment Advisory Contract, or that makes Investment Decisions based on such analysis (referred to as the "Analysts, etc." in Article 106, paragraph (1), item (vi));

三 助言の内容及び方法

(iii) the contents and means of the advisory service;

四 顧客に対する投資顧問契約に基づく助言の業務を行う者の氏名

(iv) the name of the person that performs the advisory service for customers under the Investment Advisory Contracts;

五 当該金融商品取引契約に法第三十七条の六の規定が適用される場合にあつては、顧客は、金融商品取引契約が成立したとき、又は第九十八条第一項第一号若しくは第二号に掲げるときに作成する法第三十七条の四第一項に規定する書面（以下「契約締結時交付書面」という。）を受領した日（当該契約締結時交付書面の受領に代えて、電磁的方法により当該契約締結時交付書面に記載すべき事項が提供された場合にあつては、次に掲げる場合の区分に応じ、それぞれ次に定める日）から起算して十日を経過するまでの間、書面により当該金融商品取引契約の解除を行うことができる旨

(v) in cases when the provisions of Article 37-6 of the Act is applicable to the Contract for Financial Instruments Transaction, the fact that the customer may, before ten days have elapsed from the day when the customer received the document set forth in Article 37-4, paragraph (1) of the Act to be prepared when the Contract for Financial Instruments Transaction is

effected or in the cases set forth in Article 98, paragraph (1), item (i) or (ii) (hereinafter referred to as the "Document for Delivery Upon Conclusion of Contract") (in cases when, instead of the receipt of the Document for Delivery Upon Conclusion of Contract, any information to be specified therein was provided by Electronic or Magnetic Means, from the day specified as follows in accordance with the categories of the cases set forth respectively therein), cancel the Contract for Financial Instruments Transaction in writing:

イ 第五十六条第一項第一号に掲げる方法により提供された場合 当該契約締結時 交付書面に記載すべき事項が顧客の使用に係る電子計算機に備えられたファイルへ記録された日

(a) in cases when such information has been provided by the means specified in Article 56, paragraph (1), item (i): the day when the matters to be stated in the Document for Delivery Upon Conclusion of Contract are recorded into the file stored on a computer used by a customer; or

ロ 第五十六条第一項第二号に掲げる方法により提供された場合 同号のファイルを受領した日

(b) in cases when such information has been provided by the means specified in Article 56, paragraph (1), item (ii): the day of the receipt of the file set forth in that item;

六 法第三十七条の六第一項の規定による当該金融商品取引契約の解除は、金融商品取引契約の解除を行う旨の書面を発した時に、その効力を生じる旨

(vi) the fact that a cancellation of the Contract for Financial Instruments Transaction under Article 37-6, paragraph (1) of the Act comes into effect when a document notifying the cancellation thereof is dispatched;

七 金融商品取引業者等は、その行う投資助言業務に関して、顧客を相手方として又は当該顧客のために法第二条第八項第一号から第四号までに掲げる行為を行ってはならない旨

(vii) to the effect that the Financial Instruments Business Operator, etc. may not, in connection with its Investment Advisory Business, conduct the acts listed in Article 2, paragraph (8), items (i) through (iv) of the Act vis-a-vis or for the customer;

八 金融商品取引業者等は、いかなる名目によるかを問わず、その行う投資助言業務に関して、顧客から金銭若しくは有価証券の預託を受け、又は当該金融商品取引業者等と密接な関係を有する者に顧客の金銭若しくは有価証券を預託させてはならない旨

(viii) to the effect that the Financial Instruments Business Operator, etc. may not, in connection with its Investment Advisory Business, receive any money deposit or Securities from its customers or have such customer deposit the customer's money or Securities to a person having a close relationship with such Financial Instruments Business Operator, etc., irrespective of the grounds therefor; and

九 金融商品取引業者等は、その行う投資助言業務に関して、顧客に対し金銭若しくは有価証券を貸し付け、又は顧客への第三者による金銭若しくは有価証券の貸付けにつき媒介、取次ぎ若しくは代理をしてはならない旨

(ix) to the effect that the Financial Instruments Business Operator, etc. may not, in connection with its Investment Advisory Business, loan money or Securities to its customers, or provide any intermediary, brokerage or agency services for the lending of money or Securities by a third party to such customers.

2 次の各号に掲げる規定は、当該各号に定める場合には、適用しない。

(2) the provisions listed in the following items do not apply to the cases set forth respectively therein:

一 前項第七号の規定 金融商品取引業者等が次に掲げる者である場合

(i) the provisions of item (vii) of the preceding paragraph: in cases when the Financial Instruments Business Operator, etc. falls under the category of the following persons:

イ 第一種金融商品取引業を行う者（第一種少額電子募集取扱業者を除く。）

(a) a person engaged in a Type-I Financial Instruments Business (excluding a Type-I Small-Amount Electronic Public Offering Service Provider);

ロ 第二種金融商品取引業を行う者（第二種少額電子募集取扱業者を除く。）

(b) a person engaged in a Type-II Financial Instruments Business (excluding a Type-II Small-Amount Electronic Public Offering Service Provider);

ハ 登録金融機関

(c) a Registered Financial Institution; or

ニ 金融商品仲介業者

(d) a Financial Instruments Intermediary Service Provider;

二 前項第八号の規定 金融商品取引業者等が次に掲げる者である場合

(ii) the provisions of item (viii) of the preceding paragraph: in cases when the Financial Instruments Business Operator, etc. falls under the category of the following persons:

イ 有価証券等管理業務を行う者

(a) a person engaged in a Securities, etc. Management Business; or

ロ 登録金融機関（信託業務を営む金融機関又は預金、貯金若しくは銀行法第二条第四項に規定する定期積金等の受入れを行う金融機関に限る。）

(b) a Registered Financial Institution (limited to a financial institution engaged in a trust business, or a financial institution accepting deposits, savings, or Installment Savings, etc. as prescribed in Article 2, paragraph (4) of the Banking Act);

三 前項第九号の規定 金融商品取引業者等が次に掲げる者である場合

(iii) the provisions of item (ix) of the preceding paragraph: in cases when the Financial Instruments Business Operator, etc. falls under the category of the following persons:

イ 第一種金融商品取引業を行う者

(a) a person engaged in a Type-I Financial Instruments Business;

ロ 金融商品仲介業者

(b) a Financial Instruments Intermediary Service Provider; or

ハ 登録金融機関（信託業務を営む金融機関に限る。）

(c) a Registered Financial Institution (limited to a financial institution engaged in a trust business).

3 第八十三条第二項の規定は、投資顧問契約について準用する。この場合において、同項中「前項各号」とあるのは、「第九十五条第一項各号」と読み替えるものとする。

(3) the provisions of Article 83, paragraph (2) apply mutatis mutandis to an Investment Advisory Contract. In this case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 95, paragraph (1)".

（投資一任契約等に係る契約締結前交付書面の記載事項）

(Matters to Be Stated in a Document to Be Delivered Prior to Conclusion of Contract Pertaining to a Discretionary Investment Contract)

第九十六条 その締結しようとする金融商品取引契約が投資一任契約又は法第二条第八項第十三号に掲げる行為（投資一任契約に係るものに限る。第六号において同じ。）を行うことを内容とする契約である場合における法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、第八十二条各号に掲げる事項のほか、次に掲げる事項とする。

Article 96 (1) With regard to cases when the Contract for Financial Instruments Transaction to be concluded is a Discretionary Investment Contract or a contract for conducting of the acts specified in Article 2, paragraph (8), item (xiii) of the Act (limited to acts pertaining to a Discretionary Investment Contract; the same applies in item (vi)), the matters to be specified by Cabinet Office Order as referred to in Article 37-3, paragraph (1), item (vii) of the Act are as follows, beyond those set forth in the items of Article 82:

一 運用の基本方針

(i) basic investment policy;

二 投資一任契約に基づき顧客のために行う当該顧客の資産に係る投資の方法及び取引の種類

(ii) the means of investment pertaining to the customer's assets to be made for the customer under the Discretionary Investment Contract, and the type of the transactions;

三 投資一任契約に基づき顧客のために投資判断を行い、又は当該投資判断を行うとともに、これに基づく投資を行う者の氏名

(iii) the name of a person that makes an Investment Decision, or a person that makes an Investment Decision and makes an investment based thereon, for the customer and pursuant to the Discretionary Investment Contract;



四 投資判断の一任の範囲及び投資の実行に関する事項（権利者のために運用を行う権限の全部又は一部を法第四十二条の三第一項に規定する者に委託（当該委託に係る権限の一部を更に委託するものを含む。）をする場合における当該者の商号又は名称（当該者が適格投資家向け投資運用業を行うことにつき法第二十九条の登録を受けた金融商品取引業者であるときは、その旨を含む。）及び当該委託の概要を含む。）

(iv) the matters related to the scope of the discretionary Investment Decision and the implementation of the investment (including the trade name or name (in cases when the person is a Financial Instruments Business Operator that is registered pursuant to Article 29 of the Act for engaging in Investment Management Business for Qualified Investors, including to that effect), and the basic information of the person to be entrusted, in cases when all or part of the authority for making an investment for the Right Holder is to be entrusted to a person as set forth in Article 42-3, paragraph (1) of the Act (including cases when a part of the authority so entrusted is to be re-entrusted));

五 投資一任契約に基づき権利者のために運用を行う者が適格投資家向け投資運用業を行うことにつき法第二十九条の登録を受けた金融商品取引業者であるときは、その旨

(v) in cases when a person that manages for the Right Holder based on a Discretionary Investment Contract is the Financial Instruments Business Operator that is registered pursuant to Article 29 of the Act for engaging in Investment Management Business for Qualified Investors, including to that effect; and

六 当該金融商品取引業者等（その締結しようとする金融商品取引契約が法第二条第八項第十三号に掲げる行為を行うことを内容とする契約である場合にあっては、当該行為に係る投資一任契約の相手方となる金融商品取引業者等）の財務又は投資一任契約に係る業務に関する外部監査の有無並びに当該外部監査を受けている場合にあっては、当該外部監査を行った者の氏名又は名称並びに当該外部監査の対象及び結果の概要

(vi) existence of an external audit related to business pertaining to finance of the Financial Instruments Business Operator, etc. (in cases when the Contract for Financial Instruments Transaction to be concluded is a contract for conducting acts listed in Article 2, paragraph (8), item (xiii) of the Act, the Financial Instruments Business Operator, etc. that is a counterparty of the Discretionary Investment Contract pertaining to those acts) or a Discretionary Investment Contract, and in cases when the external audit has been implemented, the name of the person that implemented the external audit, the results of the external audit, and the outline of the results.

2 その締結しようとする金融商品取引契約が投資一任契約である場合において、当該投資一任契約の締結後に当該投資一任契約に基づき特定の銘柄の対象有価証券を投資

の対象とする方針であるときにおける法第三十七条の三第一項第七号に規定する内閣府令で定める事項は、前項に規定する事項のほか、次に掲げる事項とする。

- (2) In cases when the Contract for Financial Instruments Transaction to be concluded is a Discretionary Investment Contract, the matters provided for by Cabinet Office Order specified in Article 37-3, paragraph (1), item (vii) of the Act under the policy to set the Subject Securities of specific issue as subject of investment based on the Discretionary Investment Contract after concluding the Discretionary Investment Contract are the following matters beyond the matters prescribed in the preceding paragraph:
- 一 当該対象有価証券の名称、当該対象有価証券の価額の算出方法並びに当該対象有価証券に係る権利を有する者に当該価額を報告する頻度及び方法に関する事項
- (i) the name of the Subject Securities, means of calculation of the price of the Subject Securities, and matters related to the frequency and means of reporting the price to the person that holds the right pertaining to the Subject Securities;
- 二 当該対象有価証券の発行者、当該対象有価証券に係る権利を有する者から出資又は拠出を受けた資産（以下この号及び第四号において「ファンド資産」という。）の運用に係る重要な業務を行う者、ファンド資産の保管に係る重要な業務を行う者並びにファンド資産の運用及び保管に係る業務以外の前号に掲げる事項（同号に規定する価額の算出方法又は当該価額を報告する方法に関する事項に限る。）に係る重要な業務を行う者（次号において「ファンド関係者」という。）の商号又は名称、住所又は所在地及びそれらの者の役割分担に関する事項
- (ii) the trade name or name, address or residence of the Issuer of the Subject Securities, the person that engages in important operations pertaining to the investment of assets invested or paid by the person that holds the right pertaining to the Subject Securities (hereinafter it is referred to as "Fund Assets" in this item and item (iv)), the person that engages in important operations pertaining to preservation of the Fund Assets, and the person that engages in important operations pertaining to the matters listed in the preceding item other than investment and preservation of Fund Assets (limited to matters related to the calculation means of the price specified in that item or the means to report the price) (it is referred to as "Persons Related to Fund") and matters related to the role sharing of those persons;
- 三 当該金融商品取引業者等とファンド関係者との間の資本関係及び人的関係
- (iii) the capital relationship and personal relationship between the Financial Instruments Business Operator, etc. and the Persons Related to the Fund; and
- 四 ファンド資産に係る外部監査の有無及び当該外部監査を受ける場合にあつては、当該外部監査を行う者の氏名又は名称
- (iv) existence of an external audit pertaining to Fund Assets, and in cases when the external audit is implemented, the name of the person that

implements the external audit.

- 3 第八十三条第二項の規定は、投資一任契約について準用する。この場合において、同項中「前項各号」とあるのは、「第九十六条第一項各号及び第二項各号」と、「同項の」とあるのは「これらの」と、「同項各号」とあるのは「同条第一項各号及び第二項各号」と読み替えるものとする。

(3) The provisions of Article 83, paragraph (2) apply mutatis mutandis to the Discretionary Investment Contract. In this case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 96, paragraph (1) and the items of paragraph (2)", the term "of that paragraph" is deemed to be replaced with "these", and the term "each item of that paragraph" is deemed to be replaced with "each item of paragraphs (1) and (2) of that Article" respectively.

- 4 第二項の「対象有価証券」とは、次に掲げる有価証券（当該有価証券に関して法第四条第七項に規定する開示が行われている場合に該当するものを除く。）をいう。

(4) The "Subject Securities" set forth in paragraph (2) mean the following Securities (excluding those corresponding to cases when the disclosure prescribed in Article 4, paragraph (7) of the Act is implemented in relation to those Securities):

一 法第二条第一項第十号又は第十一号に掲げる有価証券

(i) Securities listed in Article 2, paragraph (1), item (x) or (xi);

二 法第二条第一項第十四号に掲げる有価証券のうち、投資信託の受益証券に類似するもの

(ii) Securities similar to Beneficiary Certificates of Investment Trust from among Securities listed in Article 2, paragraph (1), item (xiv) of the Act;

三 法第二条第一項第十七号に掲げる有価証券のうち、前号に掲げる有価証券の性質を有するもの

(iii) Securities listed in Article 2, paragraph (1), item (xvii) of the Act that have the nature of Securities listed in the preceding item;

四 法第二条第一項第二十号に掲げる有価証券で、前三号に掲げる有価証券に係る権利を表示するもの

(iv) Securities listed in Article 2, paragraph (1), item (xx) of the Act that indicate the rights pertaining to Securities listed in the preceding three items;

五 前各号に掲げる有価証券に表示されるべき権利であって、法第二条第二項の規定により有価証券とみなされるもの

(v) the right to be indicated on the Securities listed in the preceding items that are deemed to be Securities pursuant to the provisions of Article 2, paragraph (2) of the Act; and

六 法第二条第二項の規定により有価証券とみなされる同項第五号又は第六号に掲げる権利

(vi) the rights listed in Article 2, paragraph (2), item (v) or (vi) of the Act that

are deemed to be Securities pursuant to the provisions of that paragraph.

(契約締結前交付書面の届出を要しない場合)

(Exemption from Requirement of Notification of Document for Delivery Prior to Conclusion of Contract)

第九十七条 法第三十七条の三第三項ただし書に規定する内閣府令で定める場合は、同項に規定する金融商品取引契約の締結の勧誘に関し法第四条第一項又は第二項の届出がされている場合（その届出の書面に契約締結前交付書面に記載すべき事項のすべてが記載されている場合に限る。）とする。

Article 97 The cases to be specified by Cabinet Office Order as referred to in the proviso to Article 37-3, paragraph (3) of the Act are cases when, in connection with the solicitation for the conclusion of a Contract for Financial Instruments Transaction set forth in that paragraph, a notification under Article 4, paragraph (1) or (2) of the Act has been filed (limited to cases when such notification document contains all of the matters to be stated in a Document for Delivery Prior to Conclusion of Contract).

(その他書面を交付するとき等)

(Other Occasions Where Delivery of Documents Is Required)

第九十八条 法第三十七条の四第一項に規定する内閣府令で定めるときは、次に掲げるときとする。

Article 98 (1) The occasions to be specified by Cabinet Office Order as referred to in Article 37-4, paragraph (1) of the Act are as follows:

一 法第二条第一項第十号に掲げる有価証券に係る投資信託契約又は投資信託及び投資法人に関する法律第二条第二十四項に規定する外国投資信託に係る信託契約の全部又は一部の解約があったとき（法第三十七条の四第一項に規定する金融商品取引契約の成立に該当するときを除く。）。

(i) in cases of the cancellation of all or part of an Investment Trust Agreement pertaining to the Securities prescribed in Article 2, paragraph (1), item (x) of the Act or a trust agreement pertaining to the Foreign Investment Trust prescribed in Article 2, paragraph (24) of the Act on Investment Trust and Investment Corporations (excluding the cases falling under the effectuation of a Contract for Financial Instruments Transaction as set forth in Article 37-4, paragraph (1));

二 投資口（投資信託及び投資法人に関する法律第二条第十四項に規定する投資口をいう。第百二十三条第一項第九号において同じ。）の払戻しがあったとき。

(ii) in cases when any Investment Equity (meaning the Investment Equity prescribed in Article 2, paragraph (14) of the Act on Investment Trust and Investment Corporations; the same applies in Article 123, paragraph (1), item (ix)) has been refunded; and

三 有価証券の売買その他の取引若しくはデリバティブ取引等（有価証券等清算取次

ぎを除く。)に係る金融商品取引契約が成立し、又は有価証券、商品(寄託された商品に関して発行された証券又は証書を含む。)若しくは金銭の受渡しを行った場合にあつては、次に掲げるとき。

(iii) in cases when a Contract for Financial Instruments Transaction pertaining to the purchase and sale and any other transaction of Securities or Derivative Transactions, etc. (excluding Brokerage for Clearing of Securities, etc.) was effected, or in cases when the Securities, Commodities (including instruments or certificates issued in relation to the deposited Commodities) or money were delivered, the following cases:

イ 当該金融商品取引契約が成立し、又は当該受渡しを行った場合にはその都度取引残高報告書(法第三十七条の四第一項の規定によりこの号に掲げるときに作成し、交付する書面をいう。以下同じ。)の交付を受けることについて顧客から請求があつたときは、当該金融商品取引契約の成立又は当該受渡しの都度

(a) in cases when the customer has requested that a Report on Outstanding Balance of Transactions (meaning the document prepared and delivered in the case referred to in this item, pursuant to the provisions of Article 37-4, paragraph (1) of the Act; the same applies hereinafter) be delivered for each occasion if the Contract for Financial Instruments Transaction has been effected or such delivery has been made, each occasion if the Contract for Financial Instruments Transaction was effected or such delivery has been made;

ロ 次に掲げる場合にあつては、当該金融商品取引契約が成立し、又は当該受渡しを行った日の属する報告対象期間(一年を三月以下の期間ごとに区分した期間(直近に取引残高報告書を作成した日から一年間当該金融商品取引契約が成立しておらず、又は当該受渡しを行っていない場合であつて、金銭又は有価証券の残高があるときにあつては、一年又は一年を一年未満の期間ごとに区分した期間)をいう。以下同じ。)の末日ごと

(b) in the case referred to as follows, for each last day of the Reporting Period containing the day when the Contract for Financial Instruments Transaction was effected or the delivery was made (the term the "Reporting Period" means the period derived from dividing a one-year term by the terms of three months or shorter (in cases when no Contract for Financial Instruments Transaction was effected or no such delivery was made within one year from the day of preparation of the latest Report on Outstanding Balance of Transactions, and if there is any outstanding monies or Securities, it means a one-year period or the period derived from dividing a one-year term by a term shorter than one year); the same applies hereinafter):

(1) 顧客がイの請求をした顧客以外の者である場合

1. if the customer is not the one that made the request set forth in (a); or

(2) 第百八条第五項の規定により同条第一項第五号及び第六号に掲げる事項

の記載を省略する場合

2. if the statement of the matters specified in Article 108, paragraph (1), items (v) and (vi) is to be omitted pursuant to the provisions of Article 108, paragraph (5);

四 商品ファンド関連取引に係る金融商品取引契約を締結しているとき。

(iv) in cases when a Contract for Financial Instruments Transaction pertaining to Commodity Fund-Related Transactions has been concluded.

- 2 金融商品取引業者等は、前項第四号に掲げるときは、同号の商品ファンド関連取引に係る商品ファンドの運用に係る計算期間の末日以後遅滞なく、当該商品ファンドの運用の状況について説明した報告書を作成し、交付しなければならない。

(2) In the case referred to in item (iv) of the preceding paragraph, a Financial Instruments Business Operator, etc. must, without delay on or after the last day of the Accounting Period pertaining to the investment of the Commodity Fund related to the Commodity Fund-Related Transactions set forth in that item, prepare and deliver a written report explaining the status of the investment of such Commodity Fund.

(契約締結時交付書面の共通記載事項)

(Matters to Be Stated in All Types of Documents to Be Delivered Prior to the Conclusion of a Contract)

第九十九条 契約締結時交付書面には、次に掲げる事項を記載しなければならない。

Article 99 (1) The following matters must be contained in a Document for Delivery Upon Conclusion of Contract:

一 当該金融商品取引業者等の商号、名称又は氏名

(i) the trade name or name of the Financial Instruments Business Operator, etc.;

二 当該金融商品取引業者等の営業所又は事務所の名称

(ii) the name of the business office or any other office of the Financial Instruments Business Operator, etc.;

三 当該金融商品取引契約、前条第一項第一号の解約又は同項第二号の払戻しの概要（次条から第一百七条までに規定するものを除く。）

(iii) a brief description of the Contract for Financial Instruments Transaction, the cancellation set forth in item (i), paragraph (1) of the preceding Article or the refund set forth in item (ii) of that paragraph (excluding those specified in Article 100 through Article 107);

四 当該金融商品取引契約の成立、前条第一項第一号の解約又は同項第二号の払戻しの年月日

(iv) the date when the Contract for Financial Instruments Transaction is effected, or when the cancellation set forth in paragraph (1), item (i) of the preceding Article or the refunding set forth in item (ii) of that paragraph is made;

五 当該金融商品取引契約、前条第一項第一号の解約又は同項第二号の払戻しに係る手数料等に関する事項

(v) the matters related to the Fees, etc. pertaining to the Contract for Financial Instruments Transaction, the cancellation set forth in item (i), paragraph (1) of the preceding Article or the refunding set forth in item (ii) of that paragraph;

六 顧客の氏名又は名称

(vi) the name of the customers; and

七 顧客が当該金融商品取引業者等に連絡する方法

(vii) the means whereby the customer contacts the Financial Instruments Business Operator, etc.

2 金融商品取引業者等は、市場デリバティブ取引であって注文・清算分離行為（金融商品取引所の定めるところに従い、会員等が行った市場デリバティブ取引の売付け又は買付け（当該市場デリバティブ取引が次の各号に掲げる取引にあつては、当該各号に定めるもの。以下この項において同じ。）を将来に向かって消滅させ、同時に、当該消滅した市場デリバティブ取引の売付け又は買付けと同一内容の市場デリバティブ取引の売付け又は買付けが他の会員等の名において新たに発生する行為をいう。以下同じ。）が行われた取引に係る金融商品取引契約が成立した場合には、前項第五号の手数料等として、注文執行会員等（注文・清算分離行為が行われたことにより、市場デリバティブ取引の売付け又は買付けがその名において将来に向かって消滅した会員等をいう。以下同じ。）及び清算執行会員等（注文・清算分離行為が行われたことにより、市場デリバティブ取引の売付け又は買付けがその名において新たに発生した会員等をいう。以下同じ。）が顧客から直接受領する手数料等を記載するものとする。

(2) In cases when any Contract for Financial Instruments Transaction pertaining to a Market Transaction of Derivatives for which Give-Up was implemented (the "Give-Up" means an act whereby, in accordance with the conditions provided by a Financial Instruments Exchange, the sale or purchase under a Market Transaction of Derivatives conducted by a Member, etc. (in cases when such Market Transaction of Derivatives falls under the category of a transaction specified in any of the following items, the transactions set forth respectively therein; hereinafter the same applies in this paragraph) are to be extinguished toward the future, and whereby, at the same time, the sale or purchase under a Market Transaction of Derivatives identical to the sale and purchase under a Market Transaction of Derivatives so extinguished is newly effected under the name of another Member, etc.; the same applies hereinafter), a Financial Instruments Business Operator, etc. is to state the Fees, etc. under item (v) of the preceding paragraph which are directly received by Order Executing Member, etc. (meaning the Member, etc. under whose name the sales or purchases of the Market Transactions of Derivatives were extinguished toward the future through such Give-Up; the same applies hereinafter) and the Clearance Executing Member, etc. (meaning the Member,

etc. under whose name the sales or purchases of the Market Transactions of Derivatives were newly effected through such Give-Up; the same applies hereinafter) from the customer:

一 法第二条第二十一項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。） 顧客が現実数値が約定数値を上回った場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(i) a transaction specified in Article 2, paragraph (21), item (ii) of the Act (including a Foreign Market Derivatives Transaction similar thereto): a transaction wherein the customer becomes a party paying money or a party receiving money when the Actual Figure exceeds the Agreed Figure;

二 法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。） 顧客がオプションを付与する立場の当事者となるもの又はオプションを取得する立場の当事者となるもの

(ii) a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including a Foreign Market Derivatives Transaction similar thereto): a transaction wherein the customer becomes a party granting Options or a party acquiring Options;

三 法第二条第二十一項第四号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。） 顧客が相手方と取り決めた金融商品の利率等又は金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(iii) a transaction specified in Article 2, paragraph (21), item (iv) of the Act (including a Foreign Market Derivatives Transaction similar thereto): a transaction wherein the customer becomes a party paying money or a party receiving money when the interest rate, etc. of the Financial Instruments or Financial Indicators as agreed between the customer and the counterparty increase in the agreed period;

四 法第二条第二十一項第四号の二に掲げる取引 顧客が相手方と取り決めた商品に係る金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(iv) a transaction specified in Article 2, paragraph (21), item (iv) of the Act: a transaction wherein a party becomes a money-paying or receiving party when a financial indicator for the instruments agreed between the customer and the counterparty rises in the agreed period; and

五 法第二条第二十一項第五号（これに類似する外国市場デリバティブ取引を含む。） 当事者があらかじめ定めた事由（同号に掲げる事由をいう。）が発生した場合に顧客が金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(v) a transaction specified in Article 2, paragraph (21), item (v) of the Act (including a Foreign Market Derivatives Transaction similar thereto): a transaction wherein the customer becomes a party paying money or a party



receiving money when any event agreed by the parties in advance (meaning the events specified in that item) occurs.

(有価証券の売買その他の取引又はデリバティブ取引等に係る契約締結時交付書面の  
共通記載事項)

**(Matters to Be Stated in All Types of Document for Delivery Upon Conclusion  
of Contract Pertaining to Purchase and Sale or Other Transaction of  
Securities or Derivative Transactions)**

第百条 有価証券（抵当証券等を除く。以下この条及び次条において同じ。）の売買その他の取引又はデリバティブ取引等に係る金融商品取引契約が成立したとき、又は第九十八条第一項第一号若しくは第二号に掲げるときに作成する契約締結時交付書面には、前条第一項各号に掲げる事項のほか、次に掲げる事項（当該有価証券の売買その他の取引が法第二条第八項第七号に掲げる行為若しくは令第一条の十二に規定する買取りに係るものである場合又は第九十八条第一項第一号若しくは第二号に掲げるときにあつては、第一号に掲げる事項を除く。）を記載しなければならない。

Article 100 (1) In addition to the matters set forth in the items of paragraph (1) of the preceding Article, the following matters must be stated in the Document for Delivery Upon Conclusion of Contract to be prepared when a Contract for Financial Instruments Transaction pertaining to the purchase and sale or any other transaction of Securities (excluding Mortgage Securities, etc.; hereinafter the same applies in this Article and the following Article) or a Derivative Transaction, etc. is effected or in the cases listed in Article 98, paragraph (1), item (i) or (ii) (in cases when the purchase and sale and other transaction of Securities pertains to the action specified in Article 2, paragraph (8), item (vii) of the Act or the purchase specified in Article 1-12 of the Order, or in cases listed in Article 98, paragraph (1), item (i) or (ii), the matters specified in item (i) are excluded):

一 自己又は委託の別並びに委託（店頭デリバティブ取引等に係るものに限る。）の場合にあつては、相手方の商号、名称又は氏名及び住所又は所在地

(i) information as to whether the Financial Instruments Business Operator, etc. itself is dealing or it is a transaction based on entrustment by the customer, and in cases of a transaction based on entrustment (limited to those pertaining to Over-the-Counter Transaction of Derivatives, etc.), the trade name or name and address or location of the counterparty; and

二 売付け等（売付けその他の有償の譲渡又は解約若しくは払戻しをいう。第百八条第一項第二号ハにおいて同じ。）又は買付け等（買付けその他の有償の取得をいう。同号ハにおいて同じ。）の別（次のイからホまでに掲げる取引にあつては、それぞれイからホまでに定めるものの別）

(ii) information as to whether the type of transaction is a Sale, etc. (meaning a sale or any other manner of transfer for value, or a cancellation or refunding; the same applies in Article 108, paragraph (1), item (ii), (c) or a Purchase,

etc. (meaning a purchase or any other manner of acquisition for value; the same applies in (c) of that item) (with regard to the transactions listed in (a) through (e) below, information as to the type of such transaction respectively set forth therein):

イ 法第二条第二十一項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第二号に掲げる取引 顧客が現実数値が約定数値を上回った場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(a) a transaction specified in Article 2, paragraph (21), item (ii) of the Act (including a Foreign Market Derivatives Transaction similar thereto) and a transaction specified in paragraph (22), item (ii) of that Article: whether it is a transaction wherein the customer becomes a party paying money, or a party receiving money, when the Actual Figure exceeds the Agreed Figure;

ロ 法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）並びに同条第二十二項第三号及び第四号に掲げる取引 顧客がオプションを付与する立場の当事者となるもの又はオプションを取得する立場の当事者となるもの

(b) a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including a Foreign Market Derivatives Transaction similar thereto) and a transaction specified in paragraph (22), items (iii) and (iv) of that Article: whether it is a transaction wherein the customer becomes a party granting Options, or a party acquiring Options;

ハ 法第二条第二十一項第四号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第五号に掲げる取引 顧客が相手方と取り決めた金融商品の利率等又は金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(c) a transaction specified in Article 2, paragraph (21), item (iv) of the Act (including a Foreign Market Derivatives Transaction similar thereto) and a transaction specified in paragraph (22), item (v) of that Article: whether it is a transaction wherein the customer becomes a party paying money, or a party receiving money, when the interest rate, etc. of the Financial Instruments or Financial Indicators as agreed between the customer and the counterparty increase in the agreed period; and

ニ 法第二条第二十一項第四号の二に掲げる取引 顧客が相手方と取り決めた商品に係る金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(d) a transaction specified in Article 2, paragraph (21), item (iv)-2 of the Act: a transaction wherein a party becomes a money-paying or receiving party when a financial indicator for the instruments agreed between the customer and the counterparty rises in the agreed period;

ホ 法第二条第二十一項第五号（これに類似する外国市場デリバティブ取引を含

む。)及び同条第二十二項第六号に掲げる取引 当事者があらかじめ定めた事由 (同条第二十一項第五号及び第二十二項第六号に掲げるいずれかの事由をいう。)が発生した場合に顧客が金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(e) a transaction specified in Article 2, paragraph (21), item (v) of the Act (including a Foreign Market Derivatives Transaction similar thereto) and a transaction specified in paragraph (22), item (vi) of that Article: whether it is a transaction wherein the customer becomes a party paying money, or a party receiving money, when any event agreed by the parties in advance (meaning the events specified in any of Article 2, paragraph (21), item (v) and paragraph (22), item (vi) of the Act) occurs;

三 銘柄 (取引の対象となる金融商品、金融指標その他これらに相当するものを含む。)

(iii) the issues (including Financial Instruments, Financial Indicators which are the subject of transactions or any others equivalent thereto);

四 約定数量 (数量がない場合にあつては、件数又は数量に準ずるもの)

(iv) the agreed volumes (in cases when there is no volume, the number of transactions or any other matter equivalent to volumes);

五 単価、対価の額、約定数値その他取引一単位当たりの金額又は数値

(v) the amount or figure per transaction unit, such as the unit price, amount of consideration or Agreed Figure;

六 顧客が支払うこととなる金銭の額及び計算方法

(vi) the amount of money payable by the customer and the means of calculation thereof;

七 取引の種類

(vii) the type of transaction; and

八 前各号に掲げる事項のほか、取引の内容を的確に示すために必要な事項

(viii) beyond what is set forth in the preceding items, the matters necessary for accurately disclosing the details of the transaction.

2 一の有価証券の売買その他の取引又はデリバティブ取引等について二以上の金融商品取引業者等が法第三十七条の四第一項の規定により顧客に対し契約締結時交付書面を交付しなければならない場合において、いずれか一の金融商品取引業者等が前項各号に掲げる事項を記載した契約締結時交付書面を交付したときは、他の金融商品取引業者等は、同項の規定にかかわらず、契約締結時交付書面に同項各号に掲げる事項を記載することを要しない。

(2) Notwithstanding the provisions of the preceding paragraph, in cases when two or more Financial Instruments Business Operators, etc. are required to deliver to the customer a Document for Delivery Upon Conclusion of Contract in regard to the same purchase and sale or any other transaction of Securities or Derivative Transactions, etc. pursuant to the provisions of Article 37-4, paragraph (1) of the Act, and where one of such Financial Instruments

Business Operators, etc. has delivered to the customer the Document for Delivery Upon Conclusion of Contract stating the matters set forth in the items of the preceding paragraph, such other Financial Instruments Business Operator, etc. need not specify in its Document for Delivery Upon Conclusion of Contract the matters set forth in the items of the preceding paragraph.

- 3 第一項の規定にかかわらず、その成立した金融商品取引契約が国債の入札前取引（国債の発行日前取引（国債の入札予定日、発行予定額、発行予定日及び償還予定日を国が公表した時（以下この項において「国債の入札予定日等公表時」という。）から当該国債の発行日の前日までの間に、当該発行日における発行を停止条件とする当該国債に係る停止条件付売買取引契約を締結し、かつ、当該停止条件付売買取引契約に係る受渡決済を当該発行日以後に行うものをいう。第百八条第一項第六号及び第百六十四条第一項第一号において同じ。）のうち、国債の入札予定日等公表時から当該国債の回号及び表面利率を公表した時までの間において行うものをいう。以下同じ。）に係るものである場合には、当該金融商品取引契約に係る契約締結時交付書面には、第一項第三号、第五号及び第六号に掲げる事項に代えて、国債の入札前取引である旨、償還予定日及び約定利回り（当該国債が変動利付国債である場合にあっては、国が定める基準金利に対するスプレッド）を記載することができる。ただし、当該発行日以前に、当該事項を記載した書面を交付しなければならない。

- (3) Notwithstanding the provisions of paragraph (1), in cases when the Contract for Financial Instruments Transaction which has come into effect pertains to a Pre-Auction Trading of Government Bonds (meaning a when-issued transaction of government bonds (meaning a transaction wherein, within the period between the time when the state publishes the scheduled auction date, scheduled issuance amount, scheduled issue date and scheduled redemption date of the government bonds (hereinafter referred to as "Time of Publication of Scheduled Date, etc. for Government Bond Auction" in this paragraph) and the day immediately prior to the issue date of such government bond, a party concludes a contract for the purchase and sale of such government bond which comes into effect subject to the fulfillment of the conditions precedent that such government bonds be issued on the issue date, and wherein the delivery settlement under such contract is performed on or after the issue date; the same applies in Article 108, paragraph (1), item (vi) and Article 164, paragraph (1), item (i) to be conducted between the Time of Publication of Scheduled Date, etc. for Government Bond Auction and the time of publication of the issue number and coupon rate of such government bond; the same applies hereinafter), the Document for Delivery Upon Conclusion of Contract pertaining to such Contract for Financial Instruments Transaction may contain the effect that the transaction falls under the category of a Pre-Auction Trading of Government Bonds, and the scheduled redemption date and the contracted yield thereof (in cases when the government bonds are floating rate government bonds, spread on the standard interest rates specified by the state),

in lieu of the matters specified in paragraph (1), items (iii), (v) and (vi); provided, however, that a document specifying such matters must be delivered before the issue date.

(有価証券の売買その他の取引又は有価証券関連デリバティブ取引等に係る契約締結時交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Upon Conclusion of Contract Pertaining to Purchase and Sale or Other Transaction of Securities or Transactions of Securities-Related Derivatives)

第百一条 有価証券の売買その他の取引又は有価証券関連デリバティブ取引等に係る金融商品取引契約が成立したときに作成する契約締結時交付書面には、前条第一項に規定する事項のほか、次に掲げる事項を記載しなければならない。

Article 101 (1) In addition to the matters specified in paragraph (1) of the preceding Article, the following matters must be stated in a Document for Delivery Upon Conclusion of Contract to be prepared when a Contract for Financial Instruments Transaction pertaining to the purchase and sale or any other transaction of Securities or Transactions of Securities-Related Derivatives, etc. is effected:

一 金融商品取引契約が有価証券の売買（有価証券関連デリバティブ取引に該当するものを除く。以下この条において同じ。）に係るものであるときは、次に掲げる事項

(i) in cases when the Contract for Financial Instruments Transaction pertains to the purchase and sale of Securities (excluding a transaction which falls under the category of Transactions of Securities-Related Derivatives, etc.; hereinafter the same applies in this Article), the following matters:

イ 現金取引又は信用取引の別

(a) information as to whether the transaction is a cash transaction or a Margin Transaction; and

ロ 当該金融商品取引契約が信用取引に係るものであるときは、弁済期限及び新規又は決済の別

(b) in cases when a Contract for Financial Instruments Transaction pertains to a Margin Transaction, the due date for payment, and information as to whether it is a new transaction or a settlement transaction;

二 金融商品取引契約が法第二十八条第八項第三号イに掲げる取引又は外国金融商品市場において行う取引であって同号イに掲げる取引と類似の取引に係るものであるときは、次に掲げる事項

(ii) in cases when the Contract for Financial Instruments Transaction pertains to a transaction specified in Article 28, paragraph (8), item (iii), (a) of the Act, or to a transaction similar to that specified in (a) of that item conducted on a Foreign Financial Instruments Market, the following matters:

イ 新規又は決済の別

- (a) information as to whether it is a new transaction or a settlement transaction; and
- ロ 当該金融商品取引契約が金融商品取引所又は外国金融商品市場を開設する者の規則で定める限月間スプレッド取引に係るものであるときは、その旨
- (b) in cases when the Contract for Financial Instruments Transaction pertains to a calendar spread transaction as prescribed in the regulations of a party which establishes a Financial Instruments Exchange or a Foreign Financial Instruments Market, to that effect;
- 三 金融商品取引契約が法第二十八条第八項第三号ロ若しくはハに掲げる取引又は外国金融商品市場において行う取引であって同号ロ若しくはハに掲げる取引と類似の取引に係るものであるときは、新規又は決済の別
- (iii) in cases when the Contract for Financial Instruments Transaction pertains to a transaction specified in Article 28, paragraph (8), item (iii), (b) or (c) of the Act, or to a transaction similar to that specified in (b) or (c) of that item conducted on a Foreign Financial Instruments Market, information as to whether it is a new transaction or a settlement transaction;
- 四 金融商品取引契約が法第二十八条第八項第四号イに掲げる取引に係るものであるときは、次に掲げる事項
- (iv) in cases when a Contract for Financial Instruments Transaction pertains to a transaction specified in Article 28, paragraph (8), item (iv), (a) of the Act, the following matters:
- イ 新規又は決済の別
- (a) information as to whether it is a new transaction or a settlement transaction;
- ロ 有価証券及びその対価の授受を約した将来の一定の時期
- (b) the certain future timing, as promised by the parties, in relation to the delivery or receipt of Securities and the consideration therefor; and
- ハ 差金の授受によって決済する場合にあっては、当該差金の額の計算方法
- (c) in cases when the transaction is to be settled by means of the delivery or receipt of the difference, the means of calculation of such difference;
- 五 金融商品取引契約が法第二十八条第八項第四号ロに掲げる取引に係るものであるときは、次に掲げる事項
- (v) in cases when the Contract for Financial Instruments Transaction pertains to a transaction specified in Article 28, paragraph (8), item (iv), (b) of the Act, the following matters:
- イ 授受することとなる金銭の額の計算年月日
- (a) the date of the calculation of the amount of money to be delivered or received;
- ロ 授受することとなる金銭の額の計算方法
- (b) the means of calculation of the amount of money to be delivered or received;

- ハ 金銭を授受することとなる年月日
- (c) the day when the money will be delivered or received;
- ニ イからハまでに掲げる事項のほか、取引の内容を的確に示すために必要な事項であって、これらの事項に準ずるもの
- (d) beyond what is set forth in (a) through (c), the matters equivalent to such matters which are necessary for accurately disclosing the details of the transaction;
- 六 金融商品取引契約が法第二十八条第八項第四号ハ又はニに掲げる取引に係るものであるときは、オプションの行使により成立する次に掲げる取引の区分に応じ、それぞれ次に定めるもの
- (vi) in cases when the Contract for Financial Instruments Transaction pertains to a transaction specified in Article 28, paragraph (8), item (iv), (c) or (d) of the Act, the matters specified in the following, in accordance with the categories of the transactions effected by exercise of the Options set forth respectively therein:
- イ 有価証券の売買 第一号イ及びロに掲げる事項
- (a) a purchase and sale of Securities: the matters specified in item (i), (a) and (b);
- ロ 法第二十八条第八項第四号イに掲げる取引 第四号イからハまでに掲げる事項
- (b) a transaction specified in Article 28, paragraph (8), item (iv), (a) of the Act: the matters specified in item (iv), (a) through (c);
- ハ 法第二十八条第八項第四号ロに掲げる取引 前号イからニまでに掲げる事項
- (c) a transaction specified in Article 28, paragraph (8), item (iv), (b) of the Act: the matters specified in (a) through (d) of the preceding item;
- ニ 法第二十八条第八項第四号ホに掲げる取引 次号イからトまでに掲げる事項
- (d) a transaction specified in Article 28, paragraph (8), item (iv), (e) of the Act: the matters specified in (a) through (g) of the following item; and
- ホ イからニまでに掲げる取引以外の取引 当該取引の内容を的確に示すために必要な事項
- (e) a transaction other than that specified in (a) through (d): the matters necessary for accurately disclosing the details of the transaction;
- 七 金融商品取引契約が法第二十八条第八項第四号ホに掲げる取引に係るものであるときは、次に掲げる事項
- (vii) in cases when the Contract for Financial Instruments Transaction pertains to a transaction specified in Article 28, paragraph (8), item (iv), (e) of the Act, the following matters:
- イ 元本として定めた金額
- (a) the amount fixed as the principal;
- ロ 顧客が支払うこととなる金銭の額の計算に係る有価証券指標又は有価証券の銘柄
- (b) the Securities Indicator or the Securities issues pertaining to the

calculation of the amount of money to be paid by the customer;

ハ 顧客が支払うこととなる金銭の額の計算方法

(c) the means of calculation of the amount of money to be paid by the customer;

ニ 顧客が受領することとなる金銭の額の計算に係る金利、有価証券指標、通貨の種類又は有価証券の銘柄

(d) the interest rate, Securities Indicator, type of currency or Securities issues pertaining to the calculation of the amount of money to be received by the customer;

ホ 顧客が受領することとなる金銭の額の計算方法

(e) the means of calculation of the amount of money to be received by the customer;

ヘ 法第二十八条第八項第四号ホの期間

(f) the period specified in Article 28, paragraph (8), item (iv), (e) of the Act; and

ト イからへまでに掲げる事項のほか、取引の内容を的確に示すために必要な事項であって、これらの事項に準ずるもの

(g) beyond what is set forth in (a) through (f), the matters equivalent to these matters which are necessary for accurately disclosing the details of the transaction.

2 前条第二項の規定は、有価証券の売買その他の取引又は有価証券関連デリバティブ取引等について準用する。この場合において、同項中「前項各号」とあるのは、「第一百一条第一項各号」と読み替えるものとする。

(2) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to a purchase and sale or any other transaction of Securities or Transactions of Securities-Related Derivatives, etc. In such case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 101, paragraph (1)".

3 第一項の規定にかかわらず、第九十九条第二項に規定する場合には、第一項第二号イ、第三号及び第四号イに掲げる事項の記載を要しない。

(3) Notwithstanding the provisions of paragraph (1), in the case referred to in Article 99, paragraph (2), the matters specified in Article 101, paragraph (1), item (ii), (a), item (iii), and item (iv), (a) need not be specified.

(デリバティブ取引等に係る契約締結時交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Upon Conclusion of Contract Pertaining to Derivative Transactions)

第百二条 デリバティブ取引等（有価証券関連デリバティブ取引等（店頭デリバティブ取引契約に係るものを除く。）及び有価証券等清算取次ぎに係るものを除く。次項において同じ。）に係る金融商品取引契約が成立したときに作成する契約締結時交付書面には、第百条第一項に規定する事項（当該金融商品取引契約が有価証券関連デリバ



ティブ取引等（店頭デリバティブ取引契約に係るものに限る。）に係るものである場合にあっては、前条第一項に規定する事項）のほか、次に掲げる事項を記載しなければならない。

Article 102 (1) In addition to the matters specified in Article 100, paragraph (1) (in cases when a Contract for Financial Instruments Transaction is related to Transactions of Securities-Related Derivatives, etc. (limited to those pertaining to the contract for Over-the-Counter Derivatives Transactions), the matters prescribed in paragraph (1) of the preceding Article), the following matters are stated in a Document for Delivery Upon Conclusion of Contract to be prepared when a Contract for Financial Instruments Transaction pertaining to Derivative Transactions, etc. (excluding Transactions of Securities-Related Derivatives, etc. (excluding those pertaining to the contract for Over-the-Counter Derivatives Transactions) and transactions pertaining to Brokerage for Clearing of Securities, etc.; the same applies in following paragraph) is effected:

一 成立したデリバティブ取引に係る委託証拠金その他の保証金の種類及び金額（デリバティブ取引に係る委託証拠金その他の保証金に係る契約を個別のデリバティブ取引ごとに締結していない場合にあっては、その旨及び当該保証金の額の計算方法）

(i) the types and amounts of the customer margin and any other security deposit pertaining to the Derivative Transactions effected (in cases when a contract for a customer margin or any other security deposit pertaining to the Derivative Transactions has not been concluded for each Derivative Transaction, to that effect and the means of calculation of the security deposit);

二 成立したデリバティブ取引に係る委託証拠金その他の保証金を預託すべき相手方

(ii) the party with which the customer margin or any other security deposit pertaining to the Derivative Transactions effected is to be deposited;

三 成立したデリバティブ取引（店頭デリバティブ取引を除く。）に係る取引所金融商品市場又は外国金融商品市場を開設する者の商号又は名称

(iii) the trade name or name of a party which establishes the Financial Instruments Exchange Market or the Foreign Financial Instruments Market pertaining to the Derivative Transactions, etc. so effected (excluding the Over-the-Counter Transactions of Derivatives);

四 成立したデリバティブ取引の期限並びに当該成立したデリバティブ取引が既に成立していたデリバティブ取引を期限前に決済するために行われたときはその旨及び当該既に成立していたデリバティブ取引に係る第百条第一項第五号に掲げる事項

(iv) the time limit of the Derivative Transactions effected, and in cases when the Derivative Transactions so effected has been conducted in settlement of the existing Derivative Transactions before its time limit, to that effect and the matters specified in Article 100, paragraph (1), item (v) in regard to such

existing Derivative Transactions;

五 分別管理上の預託先の商号又は名称

(v) the trade name or name of the depository for separate management;

六 金融商品取引契約が法第二条第二十一項第五号又は第二十二項第六号に掲げる取引に係るものである場合にあっては、次に掲げる事項

(vi) in cases when the Contract for Financial Instruments Transaction pertains to a transaction specified in Article 2, paragraph (21), item (v) or, paragraph (22), item (vi) of the Act, the following matters:

イ 当事者があらかじめ定めた事由

(a) the events determined by the parties in advance;

ロ 当事者があらかじめ定めた事由が発生した場合に顧客が受け取り、又は支払うこととなる金銭の額の計算方法

(b) the means of calculation of the amount of money to be received or paid by the customer in cases when any event determined by the parties in advance occurs;

ハ 当事者があらかじめ定めた事由が発生した場合に当事者の間で移転することを約した金融商品、金融商品に係る権利又は金銭債権（金融商品であるもの及び金融商品に係る権利であるものを除く。）

(c) the Financial Instruments, the rights pertaining to the Financial Instruments or a monetary claim (such monetary claim excludes claims which fall under the category of the Financial Instruments or of the rights pertaining thereto) which the parties had promised to transfer between the parties in cases when any event determined by the parties in advance occurs; and

ニ 取引期間

(d) the transaction period.

2 第百条第二項の規定は、デリバティブ取引等について準用する。この場合において、同項中「前項各号」とあるのは、「第百二条第一項各号」と読み替えるものとする。

(2) The provisions of Article 100, paragraph (2) apply mutatis mutandis to Derivative Transactions, etc. In this case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 102, paragraph (1)".

(抵当証券等の売買その他の取引に係る契約締結時交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Upon Conclusion of Contract Pertaining to Purchase and Sale or Other Transaction of Mortgage Securities)

第百三条 抵当証券等の売買その他の取引に係る金融商品取引契約が成立したときに作成する契約締結時交付書面には、第九十九条第一項各号に掲げる事項のほか、次に掲げる事項を記載しなければならない。

Article 103 (1) In addition to the matters specified in Article 99, paragraph (1),

the following matters must be stated in a Document for Delivery Upon Conclusion of Contract to be prepared when a Contract for Financial Instruments Transaction pertaining to the purchase and sale or any other transaction of Mortgage Securities, etc. is effected:

一 抵当証券等に記載された債権の元本及び利息の弁済の受領に関する定めがあるときは、その内容

(i) in cases when there are any provisions on the receipt of the payment of the principal and interest of the claim, as specified in the Mortgage Securities, etc., the contents thereof;

二 抵当証券法第十二条第一項各号に掲げる事項

(ii) the matters specified in the items of Article 12, paragraph (1) of the Mortgage Securities Act;

三 元本及び利息に関する事項

(iii) the matters related to the principal and interest;

四 元本及び利息の支払日

(iv) the day of the payment of the principal and interest;

五 利息の計算に関する定めがあるときは、その内容

(v) in cases when there are any provisions on the calculation of the interests, the contents thereof;

六 当該抵当証券等に係る貸付契約の契約書の記載事項

(vi) the matters stated in a loan contract pertaining to the Mortgage Securities;

七 不動産鑑定評価書の記載事項

(vii) the matters stated in a real property appraisal report;

八 担保物件に係る事業計画その他の計画において定める貸付資金の返済計画

(viii) the repayment plan of the loan, as specified in the business plan or any other plan pertaining to the collateral;

九 債務者が法人である場合にあっては、当該法人に関する次に掲げる事項

(ix) in cases when the debtor is a corporation, the following matters in relation to such corporation:

イ 設立の年月又は事業を開始した年月

(a) the year and month when the corporation was incorporated or commenced business;

ロ 主たる事業の種類

(b) the type of the principal business conducted; and

ハ 当該契約締結時交付書面を交付した日の三月前（当該金融商品取引業者等が外国法人である場合にあっては、六月前）の日を含む事業年度の前事業年度の貸借対照表及び損益計算書

(c) the balance sheet and profit and loss statement for the business year immediately preceding the business year containing the day three months (six months, in cases when the Financial Instruments Business Operator, etc. is a foreign corporation) prior to the day when the Document for

Delivery Upon Conclusion of Contract was delivered; and

十 顧客が債務者から債権を取り立てる方法

(x) the means whereby the customer collects claims from the debtor.

2 第百条第二項の規定は、抵当証券等の売買その他の取引について準用する。この場合において、同項中「前項各号」とあるのは、「第百三条第一項各号」と読み替えるものとする。

(2) The provisions of Article 100, paragraph (2) apply mutatis mutandis to the purchase and sale or any other transaction of Mortgage Securities, etc. In this case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 103, paragraph (1)".

(商品ファンド関連取引に係る契約締結時交付書面の記載事項の特則)

(Special Provisions on Matters to Be Stated in a Document to Be Delivered Upon Conclusion of Contract Pertaining to Commodity Fund-Related Transactions)

第百四条 商品ファンド関連取引に係る金融商品取引契約が成立したときに作成する契約締結時交付書面には、第百条第一項に規定する事項のほか、次に掲げる事項を記載しなければならない。

Article 104 (1) In addition to the matters specified in Article 100, paragraph (1), the following matters must be stated in a Document for Delivery Upon Conclusion of Contract to be prepared when a Contract for Financial Instruments Transaction pertaining to Commodity Fund-Related Transactions is effected:

一 法第三十七条の三第一項第五号及び第六号に掲げる事項

(i) the matters specified in Article 37-3, paragraph (1), items (v) and (vi) of the Act;

二 第八十三条第一項第一号並びに第九十一条第一項第一号、第五号、第十六号、第十八号ロ(2)及び(4)から(6)まで並びに第二十号に掲げる事項

(ii) the matters specified in Article 83, paragraph (1), item (i), Article 91, paragraph (1), item (i), item (v), item (xvi), and item (xviii), (b), 2. and 4. through 6., and in item (xx) of that paragraph;

三 当該商品ファンド関連受益権に係る第九十一条第四項第一号イ若しくはロに掲げる行為による運用、同項第二号の投資又は同項第三号の事業の内容

(iii) the details of the investment made under the act specified in Article 91, paragraph (4), item (i), (a) or (b), the investment specified in item (ii) of that paragraph or of the business specified in item (iii) of that paragraph, in connection with the Beneficial Interest in Commodity Fund;

四 商品ファンドの収益の分配の方法

(iv) the means of the distribution of the profit of the Commodity Fund;

五 満期時の償還金の支払方法及び繰上償還がある場合にあっては、当該償還金の支払方法

(v) the means of the payment of the redemption payable upon maturity, and if an accelerated redemption may be made, the means of the payment of such accelerated redemption; and

六 配当及び償還金に対する課税方法及び税率

(vi) the means and rate of taxation imposed on the dividend and the redemption.

2 第百条第二項の規定は、商品ファンド関連取引について準用する。この場合において、同項中「同項各号」とあるのは、「第百四条第一項各号」と読み替えるものとする。

(2) The provisions of Article 100, paragraph (2) apply mutatis mutandis to Commodity Fund-Related Transactions. In this case, the term "the items of that paragraph" in that paragraph is deemed to be replaced with "the items of Article 104, paragraph (1)".

(競走用馬投資関連業務に係る取引に係る契約締結時交付書面の記載事項の特則)  
(Special Provisions on Matters to Be Stated in a Document to Be Delivered Upon Conclusion of Contract Pertaining to Transaction of Business Related to Investment in Racehorses)

第百五条 競走用馬投資関連業務に係る取引に係る金融商品取引契約が成立したときに作成する契約締結時交付書面には、前条第一項に規定する事項のほか、競走用馬の血統及び飼養管理の状況に関する事項を記載しなければならない。

Article 105 (1) In addition to the matters specified in paragraph (1) of the preceding Article, the matters related to bloodlines of the racehorses and the status of the management of the breeding thereof must be stated in a Document for Delivery Upon Conclusion of Contract to be prepared when a Contract for Financial Instruments Transaction pertaining to a Business Related to Investment in Racehorses is effected.

2 第百条第二項の規定は、競走用馬投資関連業務に係る取引について準用する。この場合において、同項中「前項各号に掲げる事項」とあるのは「競走用馬の血統及び飼養管理の状況に関する事項」と、「同項の」とあるのは「第百五条第一項の」と、「同項各号に掲げる事項」とあるのは「当該事項」と読み替えるものとする。

(2) The provisions of Article 100, paragraph (2) apply mutatis mutandis to a transaction pertaining to a Business Related to Investment in Racehorses. In this case, the terms "the matters listed in the items of the preceding paragraph", "in that paragraph", and "the matters listed in the items of that paragraph" are deemed to be replaced with "the matters related to bloodlines of the racehorses and the status of the management of the breeding thereof", "in Article 105, paragraph (1)", and "such matters", respectively.

(投資顧問契約等に係る契約締結時交付書面の記載事項等)  
(Special Provisions on Matters to Be Stated in a Document to Be Delivered

Upon Conclusion of Contract Pertaining to an Investment Advisory Contract)  
第百六条 投資顧問契約又は法第二条第八項第十三号に掲げる行為（投資顧問契約に係るものに限る。）を行うことを内容とする金融商品取引契約が成立したときに作成する契約締結時交付書面には、第九十九条第一項各号に掲げる事項のほか、次に掲げる事項を記載しなければならない。

Article 106 (1) In addition to the matters specified in Article 99, paragraph (1), the following matters must be stated in a Document for Delivery Upon Conclusion of Contract to be prepared when an Investment Advisory Contract or a Contract for Financial Instruments Transaction for the performance of the act specified in Article 2, paragraph (8), item (xiii) of the Act (limited to that pertaining to an Investment Advisory Contract) is effected:

一 助言の内容及び方法

(i) the contents and means of the advice;

二 報酬の額及び支払の時期

(ii) the amount and timing of the payment of the remuneration;

三 契約の解除に関する事項（法第三十七条の六第一項から第四項までの規定に関する事項を含む。）

(iii) the matters related to the cancellation of the contract (including the matters related to the provisions of Article 37-6, paragraphs (1) through (4) of the Act);

四 損害賠償額の予定（違約金を含む。）に関する定めがあるときは、その内容

(iv) in cases when there is an agreement for agreement for liquidated damages (including penalties), the details thereof;

五 契約期間

(v) the contract term;

六 分析者等の氏名

(vi) the name of the Analysts, etc.;

七 顧客に対して投資顧問契約に基づく助言の業務を行う者の氏名

(vii) the name of the person that provides the customer with the advisory services under the Investment Advisory Contract;

八 投資顧問契約により生じた債権に関し、金融商品取引業者に係る営業保証金について、他の債権者に先立ち弁済を受ける権利を有する旨

(viii) to the effect that the customer is entitled to receive, in preference over other creditors, a payment with regard to claims originating from the Investment Advisory Contract, from a deposit for operation furnished by the Financial Instruments Business Operator;

九 第九十五条第一項第七号に掲げる事項

(ix) the matters specified in Article 95, paragraph (1), item (vii);

十 第九十五条第一項第八号に掲げる事項

(x) the matters specified in Article 95, paragraph (1), item (viii); and

十一 第九十五条第一項第九号に掲げる事項

(xi) the matters specified in Article 95, paragraph (1), item (ix).

2 次の各号に掲げる規定は、当該各号に定める場合には、適用しない。

(2) The provisions listed in the following items do not apply to the cases set forth respectively therein:

一 前項第九号の規定 金融商品取引業者等が次に掲げる者である場合

(i) the provisions of item (ix) of the preceding paragraph: cases when the Financial Instruments Business Operator, etc. falls under the category of any of the following persons:

イ 第一種金融商品取引業を行う者（第一種少額電子募集取扱業者を除く。）

(a) a person engaged in a Type-I Financial Instruments Business (excluding a Type-I Small-Amount Electronic Public Offering Service Provider);

ロ 第二種金融商品取引業を行う者（第二種少額電子募集取扱業者を除く。）

(b) a person engaged in a Type-II Financial Instruments Business (excluding a Type-II Small-Amount Electronic Public Offering Service Provider);

ハ 登録金融機関

(c) a Registered Financial Institution; or

ニ 金融商品仲介業者

(d) a Financial Instruments Intermediary Service Provider;

二 前項第十号の規定 金融商品取引業者等が次に掲げる者である場合

(ii) the provisions of item (x) of the preceding paragraph: cases when the Financial Instruments Business Operator, etc. falls under the category of any of the following persons:

イ 有価証券等管理業務を行う者

(a) a person engaged in a Securities, etc. Management Business; or

ロ 登録金融機関（信託業務を営む金融機関又は預金、貯金若しくは銀行法第二条第四項に規定する定期積金等の受入れを行う金融機関に限る。）

(b) a Registered Financial Institution (limited to a financial institution engaged in a trust business, or a financial institution accepting deposits, savings, or Installment Savings, etc. as prescribed in Article 2, paragraph (4) of the Banking Act);

三 前項第十一号の規定 金融商品取引業者等が次に掲げる者である場合

(iii) the provisions of item (xi) of the preceding paragraph: cases when the Financial Instruments Business Operator, etc. falls under the category of any of the following persons:

イ 第一種金融商品取引業を行う者

(a) a person engaged in a Type-I Financial Instruments Business;

ロ 金融商品仲介業者

(b) a Financial Instruments Intermediary Service Provider; or

ハ 登録金融機関（信託業務を営む金融機関に限る。）

(c) a Registered Financial Institution (limited to a financial institution engaged in a trust business).

3 第百条第二項の規定は、投資顧問契約について準用する。この場合において、同項中「前項各号」とあるのは、「第百六条第一項各号」と読み替えるものとする。

(3) The provisions of Article 100, paragraph (2) apply mutatis mutandis to an Investment Advisory Contract. In this case, the term "the items of the preceding paragraph" in that paragraph is deemed to be replaced with "the items of Article 106, paragraph (1)".

(投資一任契約等に係る契約締結時交付書面の記載事項等)

(Matters to Be Stated in a Document to Be Delivered Upon Conclusion of Contract Pertaining to Discretionary Investment Contract)

第百七条 投資一任契約又は法第二条第八項第十三号に掲げる行為（投資一任契約に係るものに限る。）を行うことを内容とする金融商品取引契約が成立したときに作成する契約締結時交付書面には、第九十九条第一項各号に掲げる事項のほか、次に掲げる事項を記載しなければならない。

Article 107 (1) In addition to the matters listed in the items of Article 99, paragraph (1), the following matters must be stated in a Document for Delivery Upon Conclusion of Contract to be prepared when a Discretionary Investment Contract or a Contract for Financial Instruments Transaction for the performance of the acts specified in Article 2, paragraph (8), item (xiii) of the Act (limited to the act pertaining to a Discretionary Investment Contract) is effected:

一 投資判断の一任の範囲及び投資の実行に関する事項（投資判断及び投資の実行に係る権限の全部又は一部の委託をする場合における当該委託を受けた者の名称（当該者が適格投資家向け投資運用業を行うことにつき法第二十九条の登録を受けた金融商品取引業者であるときは、その旨を含む。）及び当該委託の範囲を含む。）

(i) the matters related to the scope of the discretionary Investment Decision and the implementation of an investment (in cases when all or part of the authority for making the Investment Decisions or the implementation of an investment is to be entrusted to another person, including the name of such entrusted person (in cases when the person is the Financial Instruments Business Operator that is registered pursuant to Article 29 of the Act for engaging in Investment Management Business for Qualified Investors, including to that effect) and the scope of such entrustment);

二 報酬の額及び支払の時期

(ii) the amount and timing of the payment of the remuneration;

三 契約の解除に関する事項

(iii) the matters related to the cancellation of the contract;

四 損害賠償額の予定（違約金を含む。）に関する定めがあるときは、その内容

(iv) in cases when there is an agreement for agreement for liquidated damages (including penalties) the details thereof;

五 契約期間



(v) the contract term;

六 投資一任契約に係る顧客の資産の内容及び金額

(vi) the particulars and amount of the customer's assets pertaining to the Discretionary Investment Contract;

七 投資一任契約に基づき顧客のために投資判断を行い、又は当該投資判断を行うとともに、これに基づく投資を行う者の氏名

(vii) the name of a person that makes an Investment Decision, or a person that makes an Investment Decision and makes an investment based thereon, for the customers and pursuant to the Discretionary Investment Contract; and

八 投資一任契約に基づき顧客のために行う当該顧客の資産に係る投資の方法及び取引の種類

(viii) the means of the investment and the type of the transactions pertaining to the customer's assets which are conducted for the customer under the Discretionary Investment Contract;

九 当該金融商品取引契約が法第二条第八項第十三号に掲げる行為により成立したものである場合にあっては、投資一任契約により生じた債権に関し金融商品取引業者に係る営業保証金について他の債権者に先立ち弁済を受ける権利を有する旨

(ix) in cases when the Contract for Financial Instruments Transaction has been effected through an act specified in Article 2, paragraph (8), item (xiii) of the Act, to the effect that the customer is entitled to receive, in preference over other creditors, payment with regard to claims originating from the Discretionary Investment Contract, from a deposit for operation furnished by the Financial Instruments Business Operator;

十 投資一任契約に基づき権利者のために運用を行う者が適格投資家向け投資運用業を行うことにつき法第二十九条の登録を受けた金融商品取引業者であるときは、その旨

(x) in cases when the person that engages in investment for the Right Holder based on the Discretionary Investment Contract is the Financial Instruments Business Operator that is registered pursuant to Article 29 of the Act for engaging in Investment Management Business for Qualified Investors, to that effect; and

十一 法第四十二条の七第一項の運用報告書を交付する頻度

(xi) frequency to deliver the Investment Report set forth in Article 42-7, paragraph (1) of the Act.

2 第百条第二項の規定は、投資一任契約について準用する。この場合において、同項中「前項各号」とあるのは、「第一百七条第一項各号」と読み替えるものとする。

(2) The provisions of Article 100, paragraph (2) apply mutatis mutandis to a Discretionary Investment Contract. In this case, the term "the items of the preceding paragraph" is deemed to be replaced with "the items of Article 107, paragraph (1)".

(取引残高報告書の記載事項等)

(Matters to Be Stated in Report on Outstanding Balance of Transactions)

第百八条 取引残高報告書には、次に掲げる事項を記載しなければならない。

Article 108 (1) The following matters must be stated in a Report on Outstanding Balance of Transactions:

一 顧客の氏名又は名称

(i) the name of the customer;

二 第九十八条第一項第三号イの金融商品取引契約又は報告対象期間において成立した金融商品取引契約に係る次に掲げる事項

(ii) the following matters pertaining to the Contract for Financial Instruments Transaction as set forth in Article 98, paragraph (1), item (iii), (a), or to the Contract for Financial Instruments Transaction effected during the Reporting Period:

イ 約定年月日

(a) the date of the contract;

ロ 有価証券又は商品（寄託された商品に関して発行された証券又は証書を含む。以下この条において同じ。）の受渡しの年月日

(b) the date of the delivery of the Securities or Commodities (including instruments or certificates issued in relation to the deposited Commodities; hereinafter the same applies in this Article);

ハ 売付け等又は買付け等の別（次の（１）から（５）までに掲げる取引にあっては、それぞれ（１）から（５）までに定めるものの別）

(c) information as to whether the type of transaction is a Sale, etc. or a Purchase, etc. (with regard to the transactions listed in 1. through 5. below, information as to the type of the transactions respectively set forth therein):

(1) 法第二条第二十一項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第二号に掲げる取引 顧客が現実数値が約定数値を上回った場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

1. a transaction specified in Article 2, paragraph (21), item (ii) of the Act (including Foreign Market Derivatives Transactions similar thereto) and a transaction specified in Article 2, paragraph (22), item (ii) of the Act: whether it is a transaction wherein, when the Actual Figure exceeds the Agreed Figure, the customer becomes a party paying money, or a party receiving money;

(2) 法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）並びに同条第二十二項第三号及び第四号に掲げる取引 顧客がオプションを付与する立場の当事者となるもの又はオプションを取得する立場の当事者となるもの

2. a transaction specified in Article 2, paragraph (21), item (iii) of the Act

(including Foreign Market Derivatives Transactions similar thereto), and transactions specified in Article 2, paragraph (22), items (iii) and (iv) of the Act: whether it is a transaction wherein the customer becomes a party granting Options, or a party acquiring Options;

(3) 法第二条第二十一項第四号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第五号に掲げる取引 顧客が相手方と取り決めた金融商品の利率等又は金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

3. a transaction specified in Article 2, paragraph (21), item (iv) of the Act (including Foreign Market Derivatives Transactions similar thereto), and a transaction specified in Article 2, paragraph (22), item (v) of the Act: whether it is a transaction wherein, when the interest rate, etc. of the Financial Instruments or Financial Indicators as agreed between the customer and the counterparty increase in the agreed period, the customer becomes a party paying money, or a party receiving money;

(4) 法第二条第二十一項第四号の二に掲げる取引顧客が相手方と取り決めた商品に係る金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

4. a transaction specified in Article 2, paragraph (21), item (iv)-2 of the Act: a transaction wherein a party becomes a money-paying or receiving party when a financial indicator for the instruments agreed between the customer and the counterparty rises in the agreed period; and

(5) 法第二条第二十一項第五号（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第六号に掲げる取引 当事者があらかじめ定めた事由（同条第二十一項第五号及び第二十二項第六号に掲げるいずれかの事由をいう。）が発生した場合に顧客が金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

5. a transaction specified in Article 2, paragraph (21), item (v) of the Act (including Foreign Market Derivatives Transactions similar thereto), and a transaction specified in Article 2, paragraph (22), item (vi) of the Act: whether it is a transaction wherein, when any event agreed by the parties in advance (meaning any of the events specified in paragraph (21), item (v) of that Article or paragraph (22), item (vi) of that Article) occurs, the customer becomes a party paying money, or a party receiving money;

ニ 有価証券の種類又はデリバティブ取引の種類

(d) the type of the Securities or Derivative Transactions;

ホ 銘柄（取引の対象となる金融商品若しくは金融指標又は契約書に記載されている契約番号その他取引の対象を特定するものを含む。以下この節において同

じ。)

(e) the issues (including the Financial Instruments or Financial Indicators which are the subject of a transaction, the contract number specified in the contract, or any other information identifying the subject of the transaction; hereinafter the same applies in this Section);

へ 約定数量 (数量がない場合にあつては、件数又は数量に準ずるもの)

(f) the agreed volumes (in cases when there is no volume, the number of the transactions or any other information equivalent to volume);

ト 単価、対価の額、約定数値、選択権料その他取引一単位当たりの金額又は数値

(g) the amount or figure per transaction unit, such as the unit price, amount of consideration, Agreed Figure and option premium;

チ 支払金額 (手数料を含む。)

(h) the amount payable (including the amount of fees); and

リ 現金取引又は信用取引の別

(i) information as to whether the transaction is a cash transaction or a Margin Transaction;

三 報告対象期間において行った有価証券の受渡しの年月日並びに当該有価証券の種類及び株数若しくは口数又は券面の総額

(iii) the date of the delivery of the Securities completed during the Reporting Period, as well as the types, the numbers of shares or units, or the total face value of such Securities;

三の二 報告対象期間において行った商品の受渡しの年月日並びに当該商品の種類及び数量

(iii)-2 the date of delivery of the Commodities completed during the Reporting Period, as well as the types and quantity of the Commodities;

四 報告対象期間において行った金銭の受渡しの年月日及びその金額

(iv) the date of the delivery of the money completed during the Reporting Period, and the amount thereof;

五 報告対象期間の末日における金銭、有価証券及び商品の残高

(v) the outstanding balance of the money, Securities and Commodities as of the last day of the Reporting Period;

六 報告対象期間の末日における信用取引、発行日取引 (国債の発行日前取引を除く。) 及びデリバティブ取引の未決済勘定明細及び評価損益

(vi) the description of the unsettled account and the loss or gain on valuation of the Margin Transaction, When-Issued Transaction (excluding When-Issued Transaction of Government Bonds) and Derivative Transactions, as of the last day of the relevant Reporting Period;

七 第二号の金融商品取引契約が信用取引に係るものである場合にあつては、当該信用取引に関する次に掲げる事項

(vii) in cases when a Contract for Financial Instruments Transaction set forth in item (ii) pertains to a Margin Transaction, the following matters in

connection with such Margin Transaction:

イ 新規又は決済の別

(a) information as to whether it is a new transaction or a settlement transaction;

ロ 弁済期限

(b) the due date for the payment; and

ハ 信用取引支払利息若しくは信用取引受取利息又は品借料若しくは品貸料

(c) interest payable for the Margin Transaction or interest receivable from the Margin Transaction, or share-borrowing commission or share-lending commission;

八 第二号の金融商品取引契約が法第二十八条第八項第三号イ及びロに規定する取引に係るものである場合にあっては、当該取引に関する新規又は決済の別

(viii) in cases when a Contract for Financial Instruments Transaction set forth in item (ii) pertains to a transaction specified in Article 28, paragraph (8), item (iii), (a) and (b) of the Act, information as to whether it is a new transaction or a settlement transaction;

九 第二号の金融商品取引契約が法第二十八条第八項第三号ハに規定する取引又は選択権付債券売買（当事者の一方が受渡日を指定できる権利を有する債券売買であつて、一定の期間内に当該権利が行使されない場合にあっては、当該選択権付債券売買の契約が解除される取引をいう。以下同じ。）に係るものである場合にあっては、これらに関する次に掲げる事項

(ix) in cases when the Contract for Financial Instruments Transaction set forth in item (ii) pertains to a transaction specified in Article 28, paragraph (8), item (iii), (c) of the Act or the Trading of Bonds with Options (meaning bond trading wherein one party thereto is entitled to designate the delivery date, and wherein the contract for such Trading of Bonds with Options will be cancelled if such party does not exercise such right within a certain period; the same applies hereinafter), the following matters in connection with such Trading of Bonds with Options:

イ 権利行使期間

(a) the exercise period;

ロ 権利行使価格

(b) the exercise price;

ハ プット（権利の行使により売主としての地位を取得するものをいう。以下同じ。）又はコール（権利の行使により買主としての地位を取得するものをいう。以下同じ。）の別

(c) information as to whether it is a put option (meaning the option whereby a party acquires the position of seller by exercise of rights; the same applies hereinafter) or a call option (meaning the option whereby a party acquires the position of purchaser by exercise of rights; the same applies hereinafter);

- ニ 新規、権利行使、転売、買戻し又は相殺の別  
(d) information as to whether it is a new transaction, or the exercising of rights, resale, buy-back or set-off; and
- ホ 限月  
(e) the contract month;
- 十 第二号の金融商品取引契約が法第二十八条第八項第三号ニに掲げる取引に係るものである場合にあっては、当該取引に関する次に掲げる事項  
(x) in cases when the Contract for Financial Instruments Transaction set forth in item (ii) pertains to a transaction specified in Article 28, paragraph (8), item (iii), (d) of the Act, the following matters in regard to the transaction:  
イ 取引期間  
(a) the term of the transaction; and  
ロ 受渡しの年月日  
(b) the delivery date;
- 十一 第二号の金融商品取引契約が法第二十八条第八項第四号イ又はロに規定する取引に係るものである場合にあっては、当該取引に関する次に掲げる事項  
(xi) in cases when the Contract for Financial Instruments Transaction set forth in item (ii) pertains to a transaction specified in Article 28, paragraph (8), item (iv), (a) or (b) of the Act, the following matters in regard to such transaction:  
イ 自己又は委託の別  
(a) information as to whether the Financial Instruments Business Operator, etc. itself is dealing or it is a transaction based on entrustment by the customer;  
ロ 期日  
(b) the due date; and  
ハ 新規、決済又は解除の別  
(c) information as to whether it is a new transaction, or a settlement or a cancellation;
- 十二 第二号の金融商品取引契約が法第二十八条第八項第四号ハ又はニに規定する取引に係るものであるときは、当該取引に関する次に掲げる事項  
(xii) in cases when the Contract for Financial Instruments Transaction set forth in item (ii) pertains to a transaction specified in Article 28, paragraph (8), item (iv), (c) or (d) of the Act, the following matters in connection with such transaction:  
イ 自己又は委託の別  
(a) information as to whether the Financial Instruments Business Operator, etc. itself is dealing or it is a transaction based on entrustment by the customer;  
ロ 権利行使期間  
(b) the exercise period; and

ハ オプションの行使により成立する取引の内容

(c) the details of the transaction to be effected by the exercise of Options;

十三 第二号の金融商品取引契約が法第二十八条第八項第四号ホに規定する取引に係るものであるときは、当該取引に関する次に掲げる事項

(xiii) in cases when the Contract for Financial Instruments Transaction set forth in item (ii) pertains to a transaction specified in Article 28, paragraph (8), item (iv), (e) of the Act, the following matters in regard to such transaction:

イ 自己又は委託の別

(a) information as to whether the Financial Instruments Business Operator, etc. itself is dealing or it is a transaction based on entrustment by the customer;

ロ 取引期間

(b) the term of the transaction; and

ハ 受渡しの年月日

(c) the delivery date.

2 二以上の金融商品取引業者等が顧客に対し前項各号に掲げる事項を記載した取引残高報告書を交付しなければならない場合において、いずれか一の金融商品取引業者等が同項各号に掲げる事項を記載した取引残高報告書を交付したときは、他の金融商品取引業者等は、第九十八条第一項第三号の規定にかかわらず、取引残高報告書を作成し、交付することを要しない。

(2) Notwithstanding the provisions of Article 98, paragraph (1), item (iii), in cases when two or more Financial Instruments Business Operators, etc. are required to deliver to the customer a Report on Outstanding Balance of Transactions stating the matters listed in the items of the preceding paragraph, if one of such Financial Instruments Business Operators, etc. has delivered to the customer the Report on Outstanding Balance of Transactions stating the matters set forth in the items of the preceding paragraph, the other Financial Instruments Business Operator, etc. need not prepare and deliver the Report on Outstanding Balance of Transactions.

3 第一項の規定にかかわらず、第九十八条第一項第三号イに掲げるとき（同号イの金融商品取引契約に係る有価証券、商品及び金銭の受渡しを終了している場合に限る。）に作成する取引残高報告書は、次に掲げる事項を記載するものとする。

(3) Notwithstanding the provisions of paragraph (1), the following matters are to be stated in a Report on Outstanding Balance of Transactions to be prepared in the case referred to in Article 98, paragraph (1), item (iii), (a) (limited to cases when the delivery of the Securities, Commodities and money pertaining to the Contract for Financial Instruments Transaction specified in (a) of that item has been completed):

一 第一項第一号並びに第二号ロ及びホに掲げる事項

(i) the matters specified in paragraph (1), item (i), and item (ii), (b) and (e);

二 当該個別の有価証券の売買その他の取引又はデリバティブ取引等に係る有価証券、商品及び金銭の受渡しが終了した後の有価証券、商品及び金銭の残高（次号に掲げる事項を除く。）

(ii) the outstanding balance of the Securities, Commodities and money after completion of delivery of the Securities, Commodities and money pertaining to respective purchase and sale or other transactions of Securities or Derivative Transactions, etc. (excluding the matters specified in the following item);

三 当該個別の有価証券の売買その他の取引又はデリバティブ取引等に係る有価証券、商品及び金銭の受渡しが終了した後の当該有価証券、商品及び金銭の残高

(iii) the outstanding balance of the relevant Securities, Commodities and money after the completion of the delivery of the Securities, Commodities and money pertaining to the respective purchase and sale or other transactions of Securities or Derivative Transaction, etc.;

四 信用取引、発行日取引（国債の発行日前取引を除く。）及びデリバティブ取引の未決済勘定明細及び評価損益

(iv) the details of the unsettled account and the loss or gain on valuation of the Margin Transaction, When-Issued Transaction (excluding When-Issued Transaction of Government Bonds) and Derivatives Transactions; and

五 当該個別の有価証券の売買その他の取引又はデリバティブ取引等に係る有価証券、商品及び金銭の受渡しを終了している旨

(v) the fact that the delivery of Securities, Commodities and money pertaining to the respective purchase and sale or other transactions of Securities or Derivative Transactions, etc. have been completed.

4 二以上の金融商品取引業者等が顧客に対し前項各号に掲げる事項を記載した取引残高報告書を交付しなければならない場合において、いずれか一の金融商品取引業者等が同項各号に掲げる事項を記載した取引残高報告書を交付したときは、他の金融商品取引業者等は、第九十八条第一項第三号イの規定にかかわらず、取引残高報告書を作成し、交付することを要しない。

(4) Notwithstanding the provisions of Article 98, paragraph (1), item (iii), (a), in cases when two or more Financial Instruments Business Operators, etc. are required to deliver to the customer a Report on Outstanding Balance of Transactions stating the matters listed in the items of the preceding paragraph, if one of such Financial Instruments Business Operators, etc. has delivered to the customer the Report on Outstanding Balance of Transactions stating the matters set forth in the items of the preceding paragraph, the other Financial Instruments Business Operator, etc. need not prepare and deliver the Report on Outstanding Balance of Transactions.

5 第三項の規定にかかわらず、第九十八条第一項第三号イの請求をした顧客に対し、同号ロに掲げるときに取引残高報告書を作成し、交付する場合には、同号イの金融商品取引契約に係る有価証券、商品及び金銭の受渡しを終了した時における当該顧客に



係る次に掲げる事項の記載を省略することができる。

(5) Notwithstanding the provisions of paragraph (3), in cases when a Financial Instruments Business Operator, etc. prepares and delivers to the customer that has made a request under Article 98, paragraph (1), item (iii), (a) a Report on Outstanding Balance of Transactions pursuant to (b) of that item, it may omit the statement of the following matters pertaining to such customer as of the time of the completion of the delivery of the Securities, Commodities and money pertaining to the Contract for Financial Instruments Transaction set forth in (a) of that item:

一 第三項第二号に掲げる事項

(i) the matters specified in paragraph (3), item (ii); and

二 第三項第四号に掲げる事項

(ii) the matters specified in paragraph (3), item (iv).

6 金融商品取引業者等は、第一項又は第三項に掲げる事項を記載した書面を作成し、これを顧客に交付することに代えて、当該事項を通帳に記載する方法により顧客に対して通知することができる。

(6) A Financial Instruments Business Operator, etc. may, in lieu of the preparation of a document containing the matters set forth in paragraph (1) or (3) and the delivery thereof to the customer, notify the customer of such matters by way of entering the relevant information into a passbook.

7 第一項の規定にかかわらず、第百十条第一項第五号又は第六号の規定により契約締結時交付書面を交付しない顧客から同一日における同一銘柄の注文を一括することについてあらかじめ同意を得ている場合には、第一項第二号トに掲げる事項として、同一日における当該銘柄の取引の単価の平均額を記載することができる。

(7) Notwithstanding the provisions of paragraph (1), in cases when a Financial Instruments Business Operator, etc. has obtained from a customer that delivery of a Document for Delivery Upon Conclusion of Contract is not required to pursuant to the provisions of Article 110, paragraph (1), item (v) or (vi) a prior consent on packaging the orders for the same issues made on the same day, the Financial Instruments Business Operator, etc. may, as the matters specified in paragraph (1), item (ii), (g), state the average of the unit price for the transaction of such issues as of the same day.

8 第一項第二号の金融商品取引契約が市場デリバティブ取引であって注文・清算分離行為が行われたものである場合には、同号チの手数料として、注文執行会員等及び清算執行会員等が顧客から直接受領した手数料を記載するものとする。

(8) In cases when the Contract for Financial Instruments Transaction set forth in paragraph (1), item (ii) is a Market Transaction of Derivatives for which Give-Up was implemented, the fees which the Order Executing Member, etc. and Clearance Executing Member, etc. directly received from the customer, as the fees specified in (h) of that item, are to be stated.

9 第一項の規定にかかわらず、同項第二号から第十三号までに掲げる事項（同項第二

号イ及びニからへまでに掲げる事項並びに同号チに掲げる事項（手数料に限る。）を除く。）のうち、個別のデリバティブ取引等に係る契約締結時交付書面又は当該デリバティブ取引等に係る取引の条件を記載した契約書に記載されている事項の記載を省略することができる。

(9) Notwithstanding the provisions of paragraph (1), a statement of the matters specified in items (ii) through (xiii) of that paragraph (excluding the matters listed in item (ii), (a) and (d) through (f) of that paragraph, and the matters specified in (h) of that item (limited to fees)) which have been contained in the Document for Delivery Upon Conclusion of Contract for the respective Derivative Transactions, etc. or in the contract providing for the terms and conditions of the Derivative Transaction, etc. may be omitted.

10 第一項各号に掲げる事項のうち、第百十八条第一号イからホまでに掲げる行為があった場合に、当該行為に係る取引を解消し、又は顧客注文の本旨に従った履行をするために行う取引であって、顧客の同意を得て行うもの（第百十条第一項第四号及び第百六十四条第三項第一号において「事故処理」という。）に係るものについては、記載を省略することができる。

(10) In cases when any act has been conducted which falls under the items of Article 118, item (i), (a) through (e), and if any transaction has been conducted following the customer's consent for the purpose of cancelling the transaction pertaining to that act or for performance in compliance with the purpose of the customer's order (referred to as the "Handling of Problematic Conduct" in Article 110, paragraph (1), item (iv) and Article 164, paragraph (3), item (i)), the statement of the matters specified in the items of paragraph (1) which relates to such Handling of Problematic Conduct may be omitted.

11 第一項第二号の金融商品取引契約が市場デリバティブ取引であって注文・清算分離行為が行われたものである場合には、同項第三号、第五号（金銭の残高に係るものを除く。）、第六号、第七号イ、第八号及び第九号ニに掲げる事項の記載を省略するものとする。

(11) In cases when the Contract for Financial Instruments Transaction under paragraph (1), item (ii) is a Market Transaction of Derivatives for which Give-Up was implemented, the statement of the matters specified in item (iii), item (v) (excluding information on any outstanding balance), item (vi), item (vii), (a), item (viii) and item (ix), (d) of that paragraph is to be omitted.

（商品ファンドの運用の状況を示す報告書の記載事項等）

(Matters to Be Stated in Report on Status of Investment of Commodity Funds)

第百九条 第九十八条第二項の報告書には、次に掲げる事項を記載しなければならない。

Article 109 The report referred to in Article 98, paragraph (2) must contain the following matters:

一 当該報告書の作成の日及び前回の報告書の作成の日

(i) the dates of the preparation of the relevant report and the previous report;

二 計算期間末における純資産総額及び一口当たりの純資産額（信託財産の金額を含む。）

(ii) the total amount of net assets, and the amount of net assets per unit (including the amount of trust property), as of the end of the Accounting Period;

三 計算期間における運用の経過

(iii) the progress of investments made in the Accounting Period;

四 計算期間末における次の事項ごとの資産配分状況

(iv) the status of the distribution of assets itemized by the following category, as of the end of the Accounting Period:

イ 商品先物取引（貴金属、農産物、エネルギー資源その他の当該商品先物取引に係る主要な物品ごとの内訳を含む。）

(a) the Commodity Futures (including a breakdown by the category of major goods pertaining to the Commodity Futures, such as precious metals, agricultural products, energy resources and others);

ロ 商品投資に係る事業の規制に関する法律第二条第一項第二号に掲げる商品投資（貴金属、農産物、エネルギー資源その他の当該商品投資に係る主要な物品ごとの内訳を含む。）

(b) the Commodities Investment prescribed in Article 2, paragraph (1), item (ii) of the Act on Control for Business Pertaining to Commodity Investment (including a breakdown by the category of major goods pertaining to the Commodities Investment, such as precious metals, agricultural products, energy resources and others);

ハ 商品投資に係る事業の規制に関する法律第二条第一項第三号に掲げる商品投資（貴金属、農産物、エネルギー資源その他の当該商品投資に係る主要な物品ごとの内訳を含む。）

(c) the Commodities Investment prescribed in Article 2, paragraph (1), item (iii) of the Act on Control for Business Pertaining to Commodity Investment (including a breakdown by the category of major goods pertaining to the Commodities Investment, such as precious metals, agricultural products, energy resources and others);

ニ 令第三十七条第一項第二号イからホまでに掲げる物品の取得（生産を含む。）をし、譲渡をし、使用をし、又は使用させることによる運用（当該物品ごとの内訳を含む。）

(d) investment by way of acquisition (including production), transfer or use of the goods listed in Article 37, paragraph (1), item (ii), (a) through (e) of the Order, or by way of having such goods used (including a breakdown by the category of such goods);

ホ その他の運用方法（有価証券、譲渡性預金その他の主要な金融商品に対する投資、法第二条第二十一項各号に掲げる取引、同条第二十二項各号に掲げる取引、同条第二十三項に規定する取引その他の主要な運用方法ごとの内訳を含む。）

- (e) other means of investment (including a breakdown by the category of major investment means such as an investment in Securities, negotiable deposits or other major Financial Instruments, transactions listed in the items of Article 2, paragraph (21) of the Act, transactions listed in the items of paragraph (22) of that Article, a transaction prescribed in paragraph (23) of that Article and other means);
- 五 計算期間に係る商品ファンドの貸借対照表及び損益計算書又はこれらに代わる書面（当該商品ファンドから出資を受けた者がある場合にあつては、当該商品ファンド及び当該者に係る連結貸借対照表及び連結損益計算書又はこれらに代わる書面であつて顧客が当該商品ファンド及び当該者に係る純資産額を理解することができる方法により記載されているもの）
- (v) the balance sheet and profit and loss statement of the Commodity Fund for the Accounting Period, or any other document to in lieu thereof (in cases when there is any person that has accepted an investment from the Commodity Fund, the consolidated balance sheet and the consolidated profit and loss statement pertaining to such Commodity Fund and such person, or any other document in lieu thereof, which are set out in such a way that the customer may understand the Net Asset of such Commodity Fund or such person);
- 六 前号の書面その他の財務計算に関する書類が公認会計士又は監査法人の監査を受けたものである場合には、その旨及びその範囲（同号に規定する書面に公認会計士又は監査法人の監査に係る書類が添付されており、かつ、当該書類に監査を受けた範囲が明記されている場合を除く。）
- (vi) in cases when the document specified in the preceding item or any other documents on financial calculation have been audited by a certified public accountant or an auditing firm, to that effect and the scope of such auditing (excluding cases when a document related to auditing by a certified public accountant or an auditing firm is attached to the document specified in that item, and if the scope of such auditing is clearly indicated in the document);
- 七 第五号の書面その他の財務書類に関する書類が公認会計士又は監査法人の監査を受けたものでない場合には、その旨
- (vii) in cases when the document under item (v) or any other documents related to financial accounting have not been audited by a certified public accountant or an auditing firm, to that effect;
- 八 計算期間における商品ファンド関連受益権の募集、私募、売出し又は特定投資家向け売付け勧誘等の件数、解約件数及び償還件数並びにそれらによる資産の増減額並びに運用開始から計算期間末までの募集、私募、売出し又は特定投資家向け売付け勧誘等の件数、解約件数及び償還件数並びにこれらによる資産の増減額
- (viii) the number of public offerings, private placements, secondary distributions or Solicitations for Selling, etc. Only for Professional Investors of the Beneficial Interest in Commodity Fund conducted, cancelled and

redeemed during the Accounting Period, as well as the increase or decrease in the amount of assets associated therewith; the number of public offerings, private placements, secondary distributions or Solicitations for Selling, etc. Only for Professional Investors conducted, cancelled and redeemed during the period between the commencement of the investment and the end of the Accounting Period, as well as the increase or decrease in the amount of assets associated therewith; and

九 配当に関する次の事項

(ix) the following matters in connection with the dividends:

イ 計算期間における配当の総額

(a) the total amount of the dividends for the Accounting Period; and

ロ 計算期間における一口当たりの配当の金額

(b) the amount of dividend per unit, for the Accounting Period.

(契約締結時交付書面の交付を要しない場合)

(Cases When Delivery of Document for Delivery Upon Conclusion of Contract Is Not Required)

第百十条 契約締結時交付書面に係る法第三十七条の四第一項ただし書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 110 (1) The cases to be specified by Cabinet Office Order as referred to in the proviso to Article 37-4, paragraph (1) of the Act pertaining to a Document for Delivery Upon Conclusion of Contract are as follows:

一 当該金融商品取引契約が次に掲げるものである場合であって、顧客に対し当該金融商品取引契約の内容を記載した書面を定期的に交付し、かつ、当該顧客からの個別の取引に関する照会に対して、速やかに回答できる体制が整備されているとき。

(i) cases when the Contract for Financial Instruments Transaction falls under any of the following, and if the Financial Instruments Business Operator, etc. has established a system which enables the periodic delivery of documents containing the particulars of the Contract for Financial Instruments Transaction to customers, and which enables prompt responses to the customer's inquiries on respective transactions:

イ 累積投資契約による有価証券の買付け又は累積投資契約に基づき定期的に有価証券の売付け

(a) a contract for the purchase of Securities under the Contract for Cumulative Investment, or for the sale of Securities conducted on a regular basis under the Contract for Cumulative Investment;

ロ 顧客が所有する法第二条第一項第十号に掲げる有価証券又は同条第二項第五号若しくは第六号に掲げる権利から生ずる収益金をもって当該有価証券又は当該権利と同一の銘柄を取得させるもの

(b) a contract whereby the Financial Instruments Business Operator, etc. causes the customer to acquire the issues of Securities or rights which are

identical to the Securities specified in Article 2, paragraph (1), item (x) of the Act owned by the customer or to the rights specified in Article 2, paragraph (2), item (v) or (vi) of the Act, using the earnings generated from those Securities or rights; or

ハ 法第二条第一項第十号に掲げる有価証券（投資信託及び投資法人に関する法律施行規則第二十五条第二号に規定する公社債投資信託（計算期間が一日のものに限る。）の受益証券に限る。）の売買又は当該有価証券に係る投資信託契約の解約

(c) a contract for the purchase and sale of the Securities specified in Article 2, paragraph (1), item (x) of the Act (limited to the Beneficiary Certificates for Bond Investment Trust prescribed in Article 25, item (ii) of the Regulation for Enforcement of the Act on Investment Trust and Investment Corporations (limited to the Bond Investment Trust of which Accounting Period is one day)), or for the cancellation of an Investment Trust Agreement pertaining to such Securities;

二 次に掲げる取引に係る金融商品取引契約が成立した場合であつて、契約するごとに当該取引の条件を記載した契約書を交付するものであるとき。

(ii) cases when a Contract for Financial Instruments Transaction pertaining to the transaction listed in any of the following has been effected, and if a written contract containing the terms of the transaction is to be delivered on each occasion of the conclusion thereof:

イ 債券等（法第二条第一項第一号から第五号まで及び第十五号に掲げる有価証券（資産の流動化に関する法律に規定する転換特定社債券及び新優先出資引受権付特定社債券並びに新株予約権付社債券を除く。イにおいて同じ。））、同項第十七号に掲げる有価証券（同項第一号から第五号まで及び第十五号に掲げる有価証券の性質を有するものに限る。）並びに令第一条第一号に掲げる有価証券をいう。以下この号において同じ。）の買戻条件付売買（買戻価格があらかじめ定められているもの又は約定時において買戻日が定められていないものであつて、買戻日を定めることにより買戻価格を定めることができるものをいう。）

(a) the purchase and sale of Bonds, etc. (meaning the Securities listed in Article 2, paragraph (1), items (i) through (v) and item (xv) of the Act (excluding Convertible Specified Bond Certificates and Specified Bond Certificates with Rights to Subscribe for Preferred Equity as set forth in the Act on Securitization of Assets, and also excluding bonds with share options; the same applies in (a)), the Securities specified in item (xvii) of that paragraph (limited to the Securities which have the natures of the Securities listed in items (i) through (v) and (xv) of that paragraph) and the Securities specified in Article 1, item (i) of the Order; hereinafter the same applies in this item) on condition of repurchase (meaning a purchase and sale wherein the repurchase price has been fixed in advance, or wherein the repurchasing date has not been fixed at the time of the

- conclusion of the contract and the repurchase price may be determined upon fixing the repurchasing date);
- ロ 債券等の売戻条件付売買（売戻価格があらかじめ定められているもの又は約定時において売戻日が定められていないものであって、売戻日を定めることにより売戻価格を定めることができるものをいう。）
- (b) the purchase and sale of Bonds, etc. on condition of resale (meaning a purchase and sale wherein the resale price has been fixed in advance, or wherein the resale date has not been fixed at the time of conclusion of the contract and the resale price may be determined upon fixing the resale date);
- ハ 債券等の売買のうち約定日から受渡しの日までの期間が一月以上となる取引
- (c) a transaction of the purchase and sale of Bonds, etc. wherein the period between the contract date and the delivery date is one month or longer;
- ニ 選択権付債券売買
- (d) a Trading of Bonds with Options;
- ホ 店頭デリバティブ取引
- (e) Over-the-Counter Transactions of Derivatives;
- ヘ 有価証券の売付けの媒介、取次ぎ又は代理（当該金融商品取引契約に係る顧客が当該有価証券の発行者又は所有者である場合に限る。）
- (f) an intermediary, brokerage or agency service for the sale of Securities (limited to cases when the customer pertaining to the Contract for Financial Instruments Transaction is the Issuer or owner of the Securities);
- ト 有価証券の買付けの媒介又は代理（公開買付者を相手方として公開買付けに係る有価証券の買付けの媒介又は代理を行う場合に限る。）
- (g) an intermediary or agency service for the purchase of Securities (limited to cases of providing to a Tender Offeror an intermediary or agency service for the purchase of Securities subject to Tender Offer);
- チ 有価証券の引受け
- (h) Underwriting of Securities; and
- リ 有価証券の募集若しくは売出しの取扱い若しくは私募の取扱い又は特定投資家向け売付け勧誘等の取扱い（当該金融商品取引契約に係る顧客が当該有価証券の発行者又は所有者である場合に限る。）
- (i) dealing in a Public Offering or Secondary Distribution of Securities, dealing in a Private Placement of Securities, or dealing in a Solicitation for Selling, etc. Only for Professional Investors (limited to cases when the customer pertaining to the Contract for Financial Instruments Transaction is the Issuer or owner of the Securities);
- 三 清算参加者（法第百五十六条の七第二項第三号に規定する清算参加者をいう。）  
が行う有価証券等清算取次ぎに係る金融商品取引契約が成立した場合
- (iii) cases when a Contract for Financial Instruments Transaction pertaining to

the Brokerage for Clearing of Securities to be conducted by a Clearing Participant (meaning the Clearing Participant prescribed in Article 156-7, paragraph (2), item (iii) of the Act) has been effected;

四 事故処理である場合

(iv) cases of the Handling of Problematic Conduct;

五 顧客が自己又は他の金融商品取引業者等（投資運用業を行う者に限る。）と投資一任契約を締結している場合であって、当該投資一任契約に基づく有価証券の売買その他の取引又はデリバティブ取引等について次に掲げる要件の全てを満たすものであるとき。

(v) cases when the customer has concluded a Discretionary Investment

Contract with the Financial Instruments Business Operator, etc. or any other Financial Instruments Business Operator, etc. (limited to a person engaged in an Investment Management Business), and where purchase and sale or any other transaction of Securities or Derivative Transactions, etc. to be conducted thereunder satisfy all of the following requirements:

イ 書面又は情報通信を利用する方法により、当該顧客からあらかじめ契約締結時交付書面の交付を要しない旨の承諾を得ること。

(a) that the Financial Instruments Business Operator, etc. obtains from the customer, in writing or by Means Utilizing Information Technology, a prior approval for the omission of the Document for Delivery Upon Conclusion of Contract;

ロ 当該顧客に対し、第百条第一項に掲げる事項に準ずる事項その他当該投資一任契約に基づく有価証券の売買その他の取引又はデリバティブ取引等の内容を記載した書面を遅滞なく交付すること（書面又は情報通信を利用する方法により、当該顧客からあらかじめ当該内容を記載した書面の交付を要しない旨の承諾を得た場合を除く。）。

(b) that the Financial Instruments Business Operator, etc., without delay, delivers to the customer a document containing the matters equivalent to those specified in Article 100, paragraph (1) and any other details of the purchase and sale or any other transaction of Securities or Derivative Transactions, etc. to be conducted under the Discretionary Investment Contract (excluding cases when the customer's prior consent for not requiring the delivery of the documents stating the details is obtained in writing or through telecommunication); and

ハ 当該顧客からの個別の取引に関する照会に対して速やかに回答できる体制が整備されていること。

(c) that the Financial Instruments Business Operator, etc. has established a system which enables a prompt response to the customer's inquiries on respective transactions;

六 既に成立している金融商品取引契約の一部の変更をすることを内容とする金融商品取引契約が成立した場合においては、次に掲げるとき。



(vi) in cases when a Contract for Financial Instruments Transaction has been effected for the purpose of a partial change to the terms the Contract for Financial Instruments Transaction already in effect, the following cases:

イ 当該変更に伴い既に成立している金融商品取引契約に係る契約締結時交付書面の記載事項に変更すべきものがないとき。

(a) in cases when such partial change does not result in any change to the matters to be stated in the Document for Delivery Upon Conclusion of Contract pertaining to the Contract for Financial Instruments Transaction already in effect; or

ロ 当該変更に伴い既に成立している金融商品取引契約に係る契約締結時交付書面の記載事項に変更すべきものがある場合にあっては、当該顧客に対し当該変更すべき記載事項を記載した書面を交付しているとき。

(b) in cases when such partial change results in a change to the matters to be stated in the Document for Delivery Upon Conclusion of Contract pertaining to the Contract for Financial Instruments Transaction already in effect, cases when the Financial Instruments Business Operator, etc. has delivered to the customer a document containing the matters subject to such change;

七 当該金融商品取引契約が市場デリバティブ取引であって顧客の指示に基づき注文・清算分離行為が行われたものである場合であって、契約締結時交付書面を注文執行会員等が当該顧客に対して交付することに代えて清算執行会員等が交付することにつき、あらかじめ顧客、注文執行会員等及び清算執行会員等の間で書面により合意しているとき。

(vii) in cases when the Contract for Financial Instruments Transaction is a Market Transaction of Derivatives for which Give-Up was implemented upon the customer's instruction, and where it has been agreed in advance among the customer, the Order Executing Member, etc. and the Clearance Executing Member, etc., in writing, that the Document for Delivery Upon Conclusion of Contract is delivered by the Clearance Executing Member, etc., instead of the delivery thereof to the customer by the Order Executing Member, etc.

2 金融商品取引業者等は、前項第一号の書面又は同項第二号の契約書（以下この項において「書面等」という。）の交付に代えて、次項に定めるところにより、顧客の承諾を得て、当該書面等に記載すべき事項（以下この条において「記載事項」という。）を電磁的方法（第五十六条第一項第一号ニに掲げる方法を除く。以下この条において同じ。）により提供することができる。この場合において、金融商品取引業者等は、当該書面等を交付したものとみなす。

(2) A Financial Instruments Business Operator, etc. may, subject to the customer's approval and pursuant to the provisions of the following paragraph, provide information (hereinafter referred to as the "Information" in this Article) to be contained in the document under item (i) of the preceding

paragraph or the written contract under item (ii) of that paragraph (hereinafter collectively referred to as the "Documents, etc." in this paragraph) by Electronic or Magnetic Means (excluding the means specified in Article 56, paragraph (1), item (i), (d); hereinafter the same applies in this Article), in lieu of the delivery thereof. In this case, the Financial Instruments Business Operator, etc. is deemed to have delivered such Documents, etc.

3 金融商品取引業者等は、前項の規定により記載事項を提供しようとするときは、あらかじめ、顧客に対し、その用いる第五十六条第一項第一号イからハまで又は第二号に掲げる電磁的方法の種類及び内容を示し、書面又は情報通信を利用する方法による承諾を得なければならない。

(3) In cases when a Financial Instruments Business Operator, etc. intends to provide the Information pursuant to the provisions of the preceding paragraph, it must, in advance, present to the customer the type and details of the Electronic or Magnetic Means to as specified in Article 56, paragraph (1), item (i), (a) through (c) or item (ii) which it uses and obtain approval therefrom in writing or through Means Utilizing Information Technology.

4 前項の規定による承諾を得た金融商品取引業者等は、顧客から書面又は情報通信を利用する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、当該顧客に対し、記載事項の提供を情報通信を利用する方法によってしてはならない。ただし、当該顧客が再び同項の規定による承諾をした場合は、この限りでない。

(4) In cases when a customer has made a notice in writing or through Means of Utilizing Information Technology, to the effect that the customer will not receive information provided by Electronic or Magnetic Means, a Financial Instruments Business Operator, etc. which has obtained approval under the preceding paragraph must not provide the customer with the Information through Means of Utilizing Information Technology; provided, however, that this does not apply to cases when the customer has given approval again pursuant to that paragraph.

5 第五十六条第二項（第三号ロ及び第四号を除く。）の規定は、第二項の電磁的方法による提供について準用する。この場合において、同条第二項第三号中「に掲げられた取引を最後に行った」とあるのは、「を記録した」と読み替えるものとする。

(5) The provisions of Article 56, paragraph (2) (excluding item (iii), (b), and also excluding item (iv)) apply mutatis mutandis to the provision of information by the Electronic or Magnetic Means set forth in paragraph (2). In this case, the term "the transaction referred to in the Information has been finally conducted" in Article 56, paragraph (2), item (iii) is deemed to be replaced with "the Information were recorded".

6 第一項第五号イ及びロ、第三項並びに第四項の「情報通信を利用する方法」とは、次に掲げる方法とする。

(6) The "Means of Utilizing Information Technology" as used in paragraph (1), item (v), (a) and (b), and in paragraphs (3) and (4) are the following means:

一 第五十六条第三項に規定する電子情報処理組織を使用する方法のうち次に掲げるもの

(i) of the means using electronic data processing system set forth in Article 56, paragraph (3), the following means:

イ 金融商品取引業者等の使用に係る電子計算機と顧客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) a means in which information is transmitted via telecommunications line connecting a computer used by a Financial Instruments Business Operator, etc. and that used by the customer, and such information is recorded in a file stored on a computer used by the recipient; and

ロ 金融商品取引業者等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顧客の承諾に関する事項を電気通信回線を通じて当該顧客の閲覧に供し、当該金融商品取引業者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顧客の承諾に関する事項を記録する方法

(b) a means in which information on the customer's approval recorded into a file stored on a computer used by a Financial Instruments Business Operator, etc. is made available for such customer's inspection via telecommunications line, and such information on the customer's approval is recorded in a file stored on a computer used by such Financial Instruments Business Operator, etc.;

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顧客の承諾に関する事項を記録したものを得る方法

(ii) a means in which a file prepared by the use of any object which can securely record certain information by means of magnetic disks, CD-ROMs or any other means equivalent thereto and recording information on the customer's approval is obtained.

7 前項各号に掲げる方法は、金融商品取引業者等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。

(7) The means listed in the items of the preceding paragraph must be means enabling a Financial Instruments Business Operator, etc. to prepare a paper document by way of outputting information recorded on the files.

8 法第三十四条の二第四項及び令第十五条の二十二の規定並びに第五十六条の規定は、第一項第六号の規定による書面の交付について準用する。

(8) The provisions of Article 34-2, paragraph (4) of the Act, Article 15-22 of the Order and Article 56 of this Cabinet Office Order apply mutatis mutandis to the delivery of the documents as set forth in paragraph (1), item (vi).

(取引残高報告書の交付を要しない場合)

(Cases When Delivery of Report on Outstanding Balance of Transactions Is Not

Required)

第百十一条 取引残高報告書に係る法第三十七条の四第一項ただし書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 111 The cases to be specified by Cabinet Office Order as referred to in the proviso to Article 37-4, paragraph (1) of the Act pertaining to a Report on Outstanding Balance of Transactions are as follows:

一 顧客が外国政府、外国の政府機関、外国の地方公共団体、外国の中央銀行及び日本国が加盟している国際機関であって、当該顧客の権限ある者から書面又は前条第六項に規定する情報通信を利用する方法によりあらかじめ取引残高報告書の交付を要しない旨の承諾を得、かつ、当該顧客からの取引残高に関する照会に対して速やかに回答できる体制が整備されている場合（顧客が適格機関投資家である場合及び特定投資家である外国法人である場合を除く。）

(i) cases when the customer is a foreign government, foreign governmental organization, foreign local government, foreign central bank or an international organization to which Japan has acceded; if the Financial Instruments Business Operator, etc. has obtained from a person granted the authority by such customer a prior approval on the omission of the delivery of a Report on Outstanding Balance of Transactions, in writing or through Means of Utilizing Information Technology as set forth in paragraph (6) of the preceding Article; and if the Financial Instruments Business Operator, etc. has established a system which enables prompt responses to the customer's inquiries on such customer's transaction balance (excluding cases when the customer falls under a Qualified Institutional Investor, or a foreign corporation which is a Professional Investor);

二 有価証券の買付けの媒介又は代理（公開買付者を相手方として公開買付けに係る有価証券の買付けの媒介又は代理を行う場合に限る。）

(ii) the case of an intermediary or agency service for the purchase of Securities (limited to cases when the Financial Instruments Business Operator, etc. provides to a Tender Offeror an intermediary or agency service for the purchase of Securities subject to a Tender Offer);

三 第九十八条第一項第三号の受渡しが有価証券の引受けに係るものである場合

(iii) cases when the delivery set forth in Article 98, paragraph (1), item (iii) pertains to the Underwriting of Securities;

四 第九十八条第一項第三号の金融商品取引契約又は受渡しが有価証券の募集若しくは売出しの取扱い若しくは私募の取扱い又は特定投資家向け売付け勧誘等の取扱い（当該有価証券の募集若しくは売出しの取扱い若しくは私募の取扱い又は特定投資家向け売付け勧誘等の取扱いに係る顧客が当該有価証券の発行者又は所有者であるものに限る。）に係るものである場合

(iv) cases when the Contract for Financial Instruments Transaction or the delivery set forth in Article 98, paragraph (1), item (iii) pertains to dealing in a Public Offering or Secondary Distribution of Securities, dealing in a

Private Placement of Securities, or dealing in a Solicitation for Selling, etc. Only for Professional Investors (limited to cases when the customer pertaining to the dealing in a Public Offering or Secondary Distribution of such Securities, dealing in a Private Placement of such Securities, or dealing in a Solicitation for Selling, etc. Only for Professional Investors is the Issuer or owner of the Securities);

五 有価証券、商品（寄託された商品に関して発行された証券又は証書を含む。）又は金銭の受渡しを伴わない有価証券の売買その他の取引又はデリバティブ取引等（有価証券等清算取次ぎを除く。）を行う場合

(v) cases when the Purchase and Sale or Other Transaction of Securities or a Derivatives Transaction, etc. (excluding Brokerage for Clearing of Securities, etc.) not involving the delivery of Securities, Commodities (including instruments or certificates issued in relation to the deposited Commodities) or money is conducted;

六 当該金融商品取引契約が市場デリバティブ取引であって顧客の指示に基づき注文・清算分離行為が行われたものである場合であって、取引残高報告書を注文執行会員等が当該顧客に対して交付することに代えて清算執行会員等が交付することにつき、あらかじめ顧客、注文執行会員等及び清算執行会員等の間で書面により合意しているとき。

(vi) in cases when the Contract for Financial Instruments Transaction is a Market Transaction of Derivatives for which Give-Up was implemented upon the customer's instruction, and where it has been agreed in advance among the customer, the Order Executing Member, etc. and the Clearance Executing Member, etc., in writing, that the Report on Outstanding Balance of Transactions is delivered by the Clearance Executing Member, etc., instead of the delivery thereof to the customer by the Order Executing Member, etc.

（商品ファンドの運用の状況を示す報告書の交付を要しない場合）

(Cases When Delivery of Report on Status of Investment of Commodity Fund Is Not Required)

第百十二条 第九十八条第二項の報告書に係る法第三十七条の四第一項ただし書に規定する内閣府令で定める場合は、顧客が次に掲げる者である場合とする。

Article 112 The cases to be specified by Cabinet Office Order as referred to in the proviso to Article 37-4, paragraph (1) of the Act pertaining to a report under Article 98, paragraph (2) are cases when the customer falls under any of the categories of the following persons:

一 信託会社（信託業法第三条又は第五十三条第一項の免許を受けたものに限る。）

(i) a trust company (limited to a trust company licensed under Article 3 or Article 53, paragraph (1) of the Trust Business Act);

二 信用協同組合及び信用協同組合連合会並びに業として貯金の受入れを行う農業協

同組合、農業協同組合連合会、漁業協同組合、漁業協同組合連合会、水産加工業協同組合及び水産加工業協同組合連合会

(ii) credit cooperatives and federations of credit cooperatives; and agricultural cooperatives, federations of agricultural cooperatives, fisheries cooperatives, federations of fisheries cooperatives, fishery processing industry cooperatives and federations of fishery processing industry cooperatives, which accept savings in the course of trade;

三 商品先物取引法第二条第二十三項に規定する商品先物取引業者

(iii) a Commodity Derivatives Business Operators as prescribed in Article 2, paragraph (23) of the Commodity Futures Act;

四 商品投資に係る事業の規制に関する法律第二条第四項に規定する商品投資顧問業者

(iv) a Commodity Trading Advisor as prescribed in Article 2, paragraph (4) of the Act on Regulation of Business Pertaining to Commodity Investment; or

五 金融商品取引業者（第二種金融商品取引業を行う者に限り、適格機関投資家を除く。）

(v) a Financial Instruments Business Operator (limited to a business operator engaged in a Type-II Financial Instruments Business, and excluding a Qualified Institutional Investor).

(書面の交付が必要となる保証金の種類)

(Type of Security Deposit for Which a Document Is Required to Be Delivered)

第百十三条 法第三十七条の五第一項に規定する内閣府令で定めるものは、店頭デリバティブ取引契約及び令第十六条の四第二項各号に掲げる契約に係る取引に関して顧客から預託を受けた金銭、有価証券その他の財産とする。

Article 113 The security deposit to be specified in Cabinet Office Order as referred to in Article 37-5, paragraph (1) of the Act is a contract for Over-the-Counter Derivatives Transactions, money, Securities or any other property deposited by customers in connection with a transaction under a contract set forth in the items of Article 16-4, paragraph (2) of the Order.

(保証金の受領に係る書面の記載事項等)

(Matters to Be Stated in Document to Be Delivered Upon Receipt of Security Deposits)

第百十四条 法第三十七条の五第一項に規定する書面には、次に掲げる事項を記載しなければならない。

Article 114 (1) The following matters must be stated in the document referred to in Article 37-5, paragraph (1) of the Act:

一 当該金融商品取引業者等の商号、名称又は氏名

(i) the trade name or name of the Financial Instruments Business Operator, etc.;

- 二 顧客が当該金融商品取引業者等に連絡する方法  
(ii) the means whereby a customer contacts the Financial Instruments Business Operator, etc.;
- 三 顧客の氏名又は名称  
(iii) the customer's name;
- 四 当該金融商品取引業者等が保証金（前条に規定するものに限る。以下この項において同じ。）を受領した日付  
(iv) the date when the Financial Instruments Business Operator, etc. received the security deposit (limited to a security deposit set forth in the preceding Article; hereinafter the same applies in this paragraph);
- 五 保証金に係る取引の種類及び取引の対象とする金融商品又は金融指標の種類  
(v) the type of the transactions secured by the security deposit, and the type of the Financial Instruments or Financial Indicators which are subject of the transaction;
- 六 保証金に係る取引が市場デリバティブ取引又は外国市場デリバティブ取引に係るものであるときは、当該市場デリバティブ取引又は外国市場デリバティブ取引に係る金融商品市場又は外国金融商品市場を開設する者の商号又は名称  
(vi) in cases when the transaction secured by the security deposit pertains to a Market Transaction of Derivatives or Foreign Market Derivatives Transactions, the trade name or name of a party which establishes the Financial Instruments Exchange Market or the Foreign Financial Instruments Market on which such Market Transaction of Derivatives or Foreign Market Derivatives Transactions are to be conducted; and
- 七 保証金の金銭又は有価証券等（有価証券その他の金銭以外の財産をいう。以下この号において同じ。）の別並びに当該保証金が有価証券等であるときは、その種類（有価証券にあつては、銘柄）、数量及び代用価格  
(vii) information as to whether the security deposit comprises money or Securities, etc. (meaning properties other than money, such as Securities; hereinafter the same applies in this item), and in cases when the security deposit comprises Securities, etc., the type (in the case of Securities, the issues thereof) and quantity thereof, and the value to be appropriated.
- 2 前項の書面には、日本工業規格Z八三〇五に規定する八ポイント以上の大きさの文字及び数字を用いなければならない。  
(2) The document set forth in the preceding paragraph must be prepared by using letters, characters and numerals larger than 8-point as provided in JIS Z8305.

(解除までの期間に相当する対価の額)

(Amount of Consideration Equivalent to Money Payable by Customers for the Period Until Cancellation of Contract)

第百十五条 法第三十七条の六第三項に規定する内閣府令で定める金額は、次の各号に掲げる場合の区分に応じ、当該各号に定める金額とする。

Article 115 (1) The amount to be specified by Cabinet Office Order as referred to in Article 37-6, paragraph (3) of the Act is the amount specified in the following items, in accordance with the categories of cases set forth respectively therein:

一 法第三十七条の六第二項に規定する時（以下この項において「解除時」という。）までに投資顧問契約に基づき助言を行わなかった場合 投資顧問契約の締結のために通常要する費用の額に相当する金額

(i) in cases when, for the period until the time specified in Article 37-6, paragraph (2) of the Act (hereinafter referred to as the "Time of Cancellation" in this paragraph), the Financial Instruments Business Operator, etc. has not given any advice under the Investment Advisory Contract: the amount equivalent to the expenses usually required for the conclusion of an Investment Advisory Contract;

二 投資顧問契約により報酬の額を助言の回数に応じて算定することとしている場合（前号に掲げる場合を除く。） 当該金融商品取引業者等が解除時までに行った助言の回数に応じて算定した報酬の額（その額が当該金融商品取引業者等の助言に対する報酬として社会通念上相当と認められる額を超える場合にあっては、その超える部分の額を控除した額）に相当する金額

(ii) in cases when the Investment Advisory Contract provides that the amount of the remuneration is to be calculated based on the number of occasions advice is given (excluding the case specified in the preceding item): the amount equivalent to the remuneration calculated based on the number of occasions advice was given by the Financial Instruments Business Operator, etc. before the Time of Cancellation (in cases when such calculated amount exceeds the amount of the remuneration for advisory service by the Financial Instruments Business Operator, etc. which is considered appropriate in light of socially accepted conventions, the amount after deduction of such exceeded portion);

三 前二号に掲げる場合以外の場合 投資顧問契約の契約期間の全期間に係る報酬の額を当該契約期間の総日数（解除時において当該契約期間の終期が確定していないときは、当該契約期間の総日数は三百六十五日であるものとみなす。次項において同じ。）で除して得た額に、契約締結時交付書面を受領した日（当該契約締結時交付書面の交付に代えて、当該契約締結時交付書面に記載すべき事項を電磁的方法により提供された場合にあっては、第九十五条第一項第五号イ又はロに掲げる場合の区分に応じ、同号イ又はロに定める日）から解除時までの日数を乗じて得た額（その額が当該金融商品取引業者等の助言に対する報酬として社会通念上相当と認められる額を超える場合にあっては、その超える部分の額を控除した額）に相当する金額

(iii) the cases other than those specified in the preceding two items: the amount equivalent to that derived from the following formula: dividing the amount of the remuneration for the entire contract term of the Investment Advisory Contract by the total number of days included in such contract term



(in cases when, at the Time of Cancellation, the time of the expiration of such contract term has not been fixed, the total number of days included in such contract term is deemed to be 365; the same applies in the following paragraph), and then multiplying such amount by the number of days between the day of the receipt of the Document for Delivery Upon Conclusion of Contract (in cases when, in lieu of delivering such Document for Delivery Upon Conclusion of Contract, information to be contained therein was provided by Electronic or Magnetic Means, the day specified in Article 95, paragraph (1), item (v), (a) or (b), in accordance with the categories of cases set forth respectively therein) and the Time of Cancellation (in cases when such calculated amount exceeds the amount of the remuneration for advice rendered by the Financial Instruments Business Operator, etc. which is considered appropriate in light of socially accepted conventions, the amount after deduction of such exceeded portion).

2 前項第三号の計算において、投資顧問契約の契約期間の全期間に係る報酬の額を当該契約期間の総日数で除して得た額について生じた一円未満の端数は、切り捨てる。

(2) For the purpose of the calculation under item (iii) of the preceding paragraph, with regard to the amount obtained by dividing the amount of the remuneration for the entire contract term of the Investment Advisory Contract by the total number of days included in such contract term, if any fraction less than one yen occurs, such fraction is rounded down.

(金融商品取引業等業務に関する苦情処理措置及び紛争解決措置)

(Complaint Processing Measures and Dispute Resolution Measures Concerning Financial Instruments Business)

第百十五条の二 法第三十七条の七第一項第一号ロに規定する苦情処理措置として内閣府令で定める措置は、次の各号のいずれかとする。

Article 115-2 (1) The measures to be specified by Cabinet Office Order as Complaint Processing Measures as referred to in Article 37-7, paragraph (1), item (i), (b) of the Act are any of the following measures:

一 次に掲げるすべての措置を講じること。

(i) taking all of the following measures:

イ 金融商品取引業等業務関連苦情（法第百五十六条の三十八第九項に規定する金融商品取引業等業務関連苦情をいう。以下この項及び第三項において同じ。）の処理に関する業務を公正かつ適確に遂行するに足りる業務運営体制を整備すること。

(a) establishing a business operation system sufficient to execute business pertaining to the processing of Complaints Related to Business of a Financial Instruments Business, etc. (meaning Complaints related to Business of a Financial Instruments Business, etc. prescribed in Article 156-38, paragraph (9) of the Act; hereinafter the same applies in this

- paragraph and paragraph (3)) in a fair and appropriate fashion;
- ロ 金融商品取引業等業務関連苦情の処理に関する業務を公正かつ適確に遂行するための社内規則（当該業務に関する社内における責任分担を明確化する規定を含むものに限る。）を整備すること。
- (b) establishing internal rules for executing business pertaining to the processing of Complaints Related to Business of a Financial Instruments Business, etc. in a fair and appropriate manner (limited to such rules containing provisions which clearly establish an internal allocation of responsibility related to such business); and
- ハ 金融商品取引業等業務関連苦情の申出先を顧客に周知し、並びにイの業務運営体制及びロの社内規則を公表すること。
- (c) informing its customers of where to file Complaints Related to Business of a Financial Instruments Business, etc. and publicizing the business operation system under (a) and the internal rules under (b);
- 二 法第七十七条第一項（法第七十八条の六及び第七十九条の十二において準用する場合を含む。）の規定により金融商品取引業協会又は認定投資者保護団体が行う苦情の解決により金融商品取引業等業務関連苦情の処理を図ること。
- (ii) seeking to process Complaints Related to Business of a Financial Instruments Business, etc. through a complaint resolution implemented by a Financial Instruments Firms Association or a Certified Investor Protection Organization pursuant to the provisions of Article 77, paragraph (1) of the Act (including cases when it is applied mutatis mutandis pursuant to Articles 78-6 and 79-12 of the Act);
- 三 消費者基本法（昭和四十三年法律第七十八号）第十九条第一項又は第二十五条に規定するあっせんにより金融商品取引業等業務関連苦情の処理を図ること。
- (iii) seeking to process Complaints Related to Business of a Financial Instruments Business, etc. through mediation prescribed in Article 19, paragraph (1) or Article 25 of the Consumer Basic Act (Act No. 78 of 1968);
- 四 次に掲げる金融商品取引業等業務（法第一百五十六条の三十八第八項に規定する金融商品取引業等業務をいう。次項第四号において同じ。）の区分に応じそれぞれ次に定める者又は令第十九条の七各号に掲げる指定を受けた者が実施する苦情を処理する手続により金融商品取引業等業務関連苦情の処理を図ること。
- (iv) seeking to process Complaints Related to Business of a Financial Instruments Business, etc. through complaint processing procedures implemented by a person specified as follows according to the category of Business of a Financial Instruments Business, etc. (meaning the Business of a Financial Instruments Business, etc. prescribed in Article 156-38, paragraph (8) of the Act; the same applies in item (iv) of the following paragraph) set forth as follows respectively, or by a person holding a designation listed in the items of Article 19-7 of the Order:
- イ 特定第一種金融商品取引業務（法第一百五十六条の三十八第二項に規定する特定

第一種金融商品取引業務をいう。次項第四号において同じ。) 指定第一種紛争解決機関(法第三十七条の七第一項第一号イに規定する指定第一種紛争解決機関をいう。次項第四号において同じ。)以外の指定紛争解決機関

(a) Specified Type-I Financial Instruments Business (meaning Specified Type-I Financial Instruments Business prescribed in Article 156-38, paragraph (2) of the Act; hereinafter the same applies in item (iv) of the following paragraph): a Designated Dispute Resolution Organization other than a Designated Type-I Dispute Resolution Organization (meaning a Designated Type-I Dispute Resolution Organization prescribed in Article 37-7, paragraph (1), item (i), (a) of the Act; the same applies in item (iv) of the following paragraph);

ロ 特定第二種金融商品取引業務(法第百五十六条の三十八第三項に規定する特定第二種金融商品取引業務をいう。次項第四号において同じ。) 指定第二種紛争解決機関(法第三十七条の七第一項第二号イに規定する指定第二種紛争解決機関をいう。次項第四号において同じ。)以外の指定紛争解決機関

(b) Specified Type-II Financial Instruments Business (meaning Specified Type-II Financial Instruments Business as defined in Article 156-38, paragraph (3) of the Act; hereinafter the same applies in item (iv) of the following paragraph): a Designated Dispute Resolution Organization other than a Designated Type-II Dispute Resolution Organization (meaning a Designated Type-II Dispute Resolution Organization prescribed in Article 37-7, paragraph (1), item (ii), (a) of the Act; the same applies in item (iv) of the following paragraph);

ハ 特定投資助言・代理業務(法第百五十六条の三十八第四項に規定する特定投資助言・代理業務をいう。次項第四号において同じ。) 指定投資助言・代理紛争解決機関(法第三十七条の七第一項第三号イに規定する指定投資助言・代理紛争解決機関をいう。次項第四号において同じ。)以外の指定紛争解決機関

(c) Specified Investment Advisory and Agency Business (meaning Specified Investment Advisory and Agency Business prescribed in Article 156-38, paragraph (4) of the Act; the same applies in item (iv) of the following paragraph): a Designated Dispute Resolution Organization other than a Designated Investment Advisory and Agency Business Dispute Resolution Organization (meaning a Designated Investment Advisory and Agency Business Dispute Resolution Organization prescribed in Article 37-7, paragraph (1), item (iii), (a) of the Act; the same applies in item (iv) of the following paragraph);

ニ 特定投資運用業務(法第百五十六条の三十八第五項に規定する特定投資運用業務をいう。次項第四号において同じ。) 指定投資運用紛争解決機関(法第三十七条の七第一項第四号イに規定する指定投資運用紛争解決機関をいう。次項第四号において同じ。)以外の指定紛争解決機関

(d) Specified Investment Management Business (meaning Specified

- Investment Management Business prescribed in Article 156-38, paragraph (5) of the Act; the same applies in item (iv) of the following paragraph): a Designated Dispute Resolution Organization other than a Designated Investment Management Business Dispute Resolution Organization (meaning a Designated Investment Management Business Dispute Resolution Organization prescribed in Article 37-7, paragraph (1), item (iv), (a) of the Act; the same applies in item (iv) of the following paragraph);
- ホ 特定登録金融機関業務（法第百五十六条の三十八第六項に規定する特定登録金融機関業務をいう。次項第四号において同じ。） 指定登録金融機関紛争解決機関（法第三十七条の七第一項第五号イに規定する指定登録金融機関紛争解決機関をいう。次項第四号において同じ。）以外の指定紛争解決機関
- (e) Specified Business of a Registered Financial Institution (meaning Specified Business of a Registered Financial Institution prescribed in Article 156-38, paragraph (6) of the Act; the same applies in item (iv) of the following paragraph): a Designated Dispute Resolution Organization other than a Designated Registered Financial Institutions Dispute Resolution Organization (meaning a Designated Registered Financial Institutions Dispute Resolution Organization prescribed in Article 37-7, paragraph (1), item (v), (a) of the Act; the same applies in item (iv) of the following paragraph); and
- へ 特定証券金融会社業務（法第百五十六条の三十八第七項に規定する特定証券金融会社業務をいう。次項第四号において同じ。） 指定証券金融会社紛争解決機関（法第百五十六条の三十一の二第一項第一号に規定する指定証券金融会社紛争解決機関をいう。次項第四号において同じ。）以外の指定紛争解決機関
- (f) Specified Business of a Securities Finance Company (meaning Specified Business of a Securities Finance Company prescribed in Article 156-38, paragraph (7) of the Act; the same applies in item (iv) of the following paragraph): a Designated Dispute Resolution Organization other than a Designated Securities Finance Companies Dispute Resolution Organization (meaning a Designated Securities Finance Companies Dispute Resolution Organization prescribed in Article 156-31-2, paragraph (1), item (i) of the Act; the same applies in item (iv) of the following paragraph); or
- 五 金融商品取引業等業務関連苦情の処理に関する業務を公正かつ適確に遂行するに足りる経理的基礎及び人的構成を有する法人（法第百五十六条の三十九第一項第一号に規定する法人をいう。次項第五号において同じ。）が実施する苦情を処理する手続により金融商品取引業等業務関連苦情の処理を図ること。
- (v) seeking to process Complaints Related to Business of a Financial Instruments Business, etc. through complaint processing procedures implemented by a corporation that has a financial accounting basis and a structure of personnel sufficient to execute business pertaining to the processing of Complaints Related to Business of a Financial Instruments

Business, etc. in a fair and appropriate fashion (meaning a corporation prescribed in Article 156-39, paragraph (1), item (i) of the Act; the same applies in item (v) of the following paragraph).

2 法第三十七条の七第一項第一号ロに規定する紛争解決措置として内閣府令で定める措置は、次の各号のいずれかとする。

(2) The measures to be specified by Cabinet Office Order as Dispute Resolution Measures as referred to in Article 37-7, paragraph (1), item (i), (b) of the Act are any of the following measures:

一 金融商品取引業協会又は認定投資者保護団体のあつせん（法第七十七条の二第一項（法第七十八条の七及び第七十九条の十三において準用する場合を含む。）に規定するあつせんをいう。）により金融商品取引業等業務関連紛争（法第一百五十六条の三十八第十項に規定する金融商品取引業等業務関連紛争をいう。以下この条において同じ。）の解決を図ること。

(i) seeking to resolve Disputes Related to Business of a Financial Instruments Business, etc. (meaning Disputes Related to Business of a Financial Instruments Business, etc. prescribed in Article 156-38, paragraph (10) of the Act; hereinafter the same applies in this Article) through mediation by a Financial Instruments Firms Association or a Certified Investor Protection Organization (meaning mediation prescribed in Article 77-2, paragraph (1) of the Act (including cases when it is applied mutatis mutandis pursuant to Articles 78-7 and 79-13 of the Act));

二 弁護士法（昭和二十四年法律第二百五号）第三十三条第一項に規定する会則若しくは当該会則の規定により定められた規則に規定する機関におけるあつせん又は当該機関における仲裁手続により金融商品取引業等業務関連紛争の解決を図ること。

(ii) seeking to resolve Disputes Related to Business of a Financial Instruments Business, etc. through mediation by an organization as prescribed in the Bar Association Rules under Article 33, paragraph (1) the Attorney Act (Act No. 205 of 1949) or in any other rules specified under such Bar Association Rules or through arbitration procedures before such organization;

三 消費者基本法第十九条第一項若しくは第二十五条に規定するあつせん又は同条に規定する合意による解決により金融商品取引業等業務関連紛争の解決を図ること。

(iii) seeking to resolve Disputes Related to Business of a Financial Instruments Business, etc. through mediation prescribed in Article 19, paragraph (1) or Article 25 of the Consumer Basic Act, or resolution based on an agreement prescribed in that Article;

四 次に掲げる金融商品取引業等業務の区分に応じそれぞれ次に定める者又は令第十九条の七各号に掲げる指定を受けた者が実施する紛争の解決を図る手続により金融商品取引業等業務関連紛争の解決を図ること。

(iv) seeking to resolve Disputes Related to Business of a Financial Instruments Business, etc. through procedures seeking the resolution of disputes implemented by a person specified as follows according to the category of

Business of a Financial Instruments Business, etc. set forth as follows respectively, or by a person holding a designation listed in the items of Article 19-7 of the Order:

イ 特定第一種金融商品取引業務 指定第一種紛争解決機関以外の指定紛争解決機関

(a) Specified Type-I Financial Instruments Business: a Designated Dispute Resolution Organization other than a Designated Type-I Dispute Resolution Organization;

ロ 特定第二種金融商品取引業務 指定第二種紛争解決機関以外の指定紛争解決機関

(b) Specified Type-II Financial Instruments Business: a Designated Dispute Resolution Organization other than a Designated Type-II Dispute Resolution Organization;

ハ 特定投資助言・代理業務 指定投資助言・代理紛争解決機関以外の指定紛争解決機関

(c) Specified Investment Advisory and Agency Business: a Designated Dispute Resolution Organization other than a Designated Investment Advisory and Agency Business Dispute Resolution Organization;

ニ 特定投資運用業務 指定投資運用紛争解決機関以外の指定紛争解決機関

(d) Specified Investment Management Business: a Designated Dispute Resolution Organization other than a Designated Investment Management Business Dispute Resolution Organization;

ホ 特定登録金融機関業務 指定登録金融機関紛争解決機関以外の指定紛争解決機関

(e) Specified Business of a Registered Financial Institution: a Designated Dispute Resolution Organization other than a Designated Registered Financial Institutions Dispute Resolution Organization; and

ヘ 特定証券金融会社業務 指定証券金融会社紛争解決機関以外の指定紛争解決機関

(f) Specified Business of a Securities Finance Company: a Designated Dispute Resolution Organization other than a Designated Securities Finance Companies Dispute Resolution Organization; or

五 金融商品取引業等業務関連紛争の解決に関する業務を公正かつ適確に遂行するに足りる経理的基礎及び人的構成を有する法人が実施する紛争の解決を図る手続により金融商品取引業等業務関連紛争の解決を図ること。

(v) seeking to resolve Disputes Related to Business of a Financial Instruments Business, etc. through procedures seeking the resolution of disputes implemented by a corporation that has a financial accounting basis and a structure of personnel sufficient to execute business pertaining to the resolution of Disputes Related to Business of a Financial Instruments Business, etc. in a fair and appropriate fashion.

3 前二項（第一項第五号及び前項第五号に限る。）の規定にかかわらず、金融商品取引関係業者は、次の各号のいずれかに該当する法人が実施する手続により金融商品取引業等業務関連苦情の処理又は金融商品取引業等業務関連紛争の解決を図ってはならない。

(3) Notwithstanding the provisions of the preceding two paragraphs (limited to paragraph (1), item (v), and item (v) of the preceding paragraph), a Business Operator Involved in Financial Instruments Transactions must not seek to process Complaints Related to Business of a Financial Instruments Business, etc. or resolve Disputes Related to Business of a Financial Instruments Business, etc. through procedures implemented by a corporation that falls under any of the following items:

一 法又は弁護士法の規定により罰金の刑に処せられ、その執行を終わり、又は執行を受けることがなくなった日から五年を経過しない法人

(i) a corporation that was fined pursuant to any provisions of the Act or the Attorney Act and five years have not elapsed since the day on which it served out the punishment or became no longer subject to the punishment;

二 法第百五十六条の六十一第一項の規定により法第百五十六条の三十九第一項の規定による指定を取り消され、その取消しの日から五年を経過しない法人又は令第十九条の七各号に掲げる指定を取り消され、その取消しの日から五年を経過しない法人

(ii) a corporation that had its designation under the provisions of Article 156-39, paragraph (1) of the Act rescinded pursuant to the provisions of Article 156-61, paragraph (1) of the Act and five years have not elapsed since the day of that rescission, or a corporation that had its designation listed in the items of Article 19-7 of the Order rescinded and five years have not elapsed since the day of that rescission; or

三 その業務を行う役員（役員が法人であるときは、その職務を行うべき者を含む。以下この号において同じ。）のうちに、次のいずれかに該当する者がある法人

(iii) a corporation that has a person falling under any of the following among its Officers (in cases when an Officer is a corporation, including a member that is supposed to conduct the duty thereof; hereinafter the same applies in this item) in charge of its business:

イ 禁錮以上の刑に処せられ、又は法若しくは弁護士法の規定により刑に処せられ、その執行を終わり、又は執行を受けることがなくなった日から五年を経過しない者

(a) a person that was sentenced to imprisonment or a severer punishment, or was sentenced under any provisions of the Act or the Attorney Act and five years have not elapsed since the day on which the person served out the punishment or became no longer subject to the punishment; or

ロ 法第百五十六条の六十一第一項の規定により法第百五十六条の三十九第一項の規定による指定を取り消された法人において、その取消しの日前一月以内にその

法人の役員であった者でその取消しの日から五年を経過しない者又は令第十九条の七各号に掲げる指定を取り消された法人において、その取消しの日前一月以内にその法人の役員であった者でその取消しの日から五年を経過しない者

- (b) a person that, at a corporation that had had its designation under the provisions of Article 156-39, paragraph (1) of the Act rescinded pursuant to the provisions of Article 156-61, paragraph (1) of the Act, was an Officer of that corporation within one month prior to the day of that rescission and five years have not elapsed since the day of that rescission, or a person that, at a corporation that had had its designation listed in the items of Article 19-7 of the Order rescinded, was an Officer of that corporation within one month prior to the day of that rescission and five years have not elapsed since the day of that rescission.

(不招請勧誘等の禁止の例外)

(Exception to the Prohibition of Cold Calling)

第百十六条 法第三十八条ただし書に規定する内閣府令で定めるものは、同条第四号に掲げる行為にあつては、次に掲げるものとする。

Article 116 (1) With regard to the act specified in Article 38, item (iv) of the Act, those acts to be specified by Cabinet Office Order as referred to in the proviso to Article 38 of the Act are as follows:

一 金融商品取引業者等が継続的取引関係にある顧客（勧誘の日前一年間に店頭金融先物取引に係る二以上の店頭金融商品取引契約のあった者及び勧誘の日に未決済の店頭金融先物取引の残高を有する者に限る。）に対して店頭金融先物取引に係る金融商品取引契約の締結の勧誘をする行為

- (i) an act of a Financial Instruments Business Operator, etc. for soliciting a customer in a continuous business relationship therewith (limited to a customer that concluded two or more of contracts for Over-the-Counter Financial Instruments Transactions pertaining to Over-the-Counter Transactions of Financial Futures for the period of one year prior to the day of such solicitation, and that, as of the day of such solicitation, has an unsettled balance of Over-the-Counter Transactions of Financial Futures) to conclude a Contract for Financial Instruments Transaction pertaining to Over-the-Counter Transactions of Financial Futures;

二 外国貿易その他の外国為替取引に関する業務を行う法人に対する勧誘であつて、当該法人が保有する資産及び負債に係る為替変動による損失の可能性を減殺するために店頭金融先物取引に係る金融商品取引契約の締結の勧誘をする行為

- (ii) an act of soliciting a corporation engaged in foreign trade or any other foreign exchange transactions to conclude a Contract for Financial Instruments Transaction for Over-the-Counter Transactions of Financial Futures, in an attempt to reduce the possible risk of losses arising from a fluctuation in the exchange rate related to the assets or liabilities held by



such corporation;

三 個人に対する勧誘であつて、有価証券関連店頭デリバティブ取引（法第二十八条第八項第四号に掲げる取引をいう。次号において同じ。）のうち次に掲げる取引に係る金融商品取引契約の締結の勧誘をする行為

(iii) an act of soliciting an individual to conclude a Contract for Financial Instruments Transaction pertaining to the following transactions from among Securities-Related Over-the-Counter Transactions of Derivatives (meaning the transactions listed in Article 28, paragraph (8), item (iv) of the Act; hereinafter the same applies in the following item):

イ 法第二十八条第八項第四号イに掲げる取引のうち、当該個人が、将来の一定の時期におけるその所有に係る有価証券の売付けを約するとともに、当該有価証券を当該売付けの相手方となる金融商品取引業者等に貸し付け、又は担保に供するもの

(a) transactions listed in Article 28, paragraph (8), item (iv), (a) of the Act if the individual promises to sell at a fixed time in the future Securities that the individual owns and loans or provides as security such Securities to the Financial Instruments Business Operator, etc. to be the counterparty to such sales; and

ロ 法第二十八条第八項第四号ハに掲げる取引（同号ハに規定する権利を行使することにより成立する取引が、同号ハ（１）に掲げる取引であるものに限る。）のうち、当該個人が、その所有に係る有価証券の買付けを成立させることができる権利を金融商品取引業者等に付与するとともに、当該有価証券を当該金融商品取引業者等に貸し付け、又は担保に供するもの

(b) transactions listed in Article 28, paragraph (8), item (iv), (c) of the Act (limited to transactions if the transaction effected by execution of the right prescribed in (c) of that item is the transaction listed in (c), 1. of that item), where the individual grants to the Financial Instruments Business Operator, etc. the right to effect the purchase of Securities owned by the individual, and loans or provides the Securities as security to the Financial Instruments Business Operator, etc.;

四 金融商品取引業者等が継続的取引関係にある個人である顧客（勧誘の日前一年間に有価証券関連店頭デリバティブ取引（前号イ及びロに掲げる取引を除く。以下この号において同じ。）に係る二以上の金融商品取引契約のあった者及び勧誘の日に未決済の有価証券関連店頭デリバティブ取引の残高を有する者に限る。）に対して有価証券関連店頭デリバティブ取引に係る金融商品取引契約の締結の勧誘をする行為

(iv) an act of the Financial Instruments Business Operators, etc. soliciting customers that are individuals in a continuous business relationship therewith (limited to a customer that concluded two or more Contracts for Financial Instruments Transaction pertaining to Securities-Related Over-the-Counter Transactions of Derivatives (excluding transactions listed in (a)

and (b) of the preceding item; hereinafter the same applies in this item) for the period of one year prior to the day of such solicitation, and that, as of the day of such solicitation, has an unsettled balance of Securities-Related Over-the-Counter Transactions of Derivatives) to conclude a Contract for Financial Instruments Transactions pertaining to Securities-Related Over-the-Counter Transactions of Derivatives; and

五 金融商品取引業者等が継続的取引関係にある個人である顧客（勧誘の日前一年間に店頭デリバティブ取引（次に掲げる取引に限る。以下この号において同じ。）に係る二以上の金融商品取引契約のあった者及び勧誘の日に未決済の店頭デリバティブ取引の残高を有する者に限る。）に対して店頭デリバティブ取引に係る金融商品取引契約の締結の勧誘をする行為

(v) an act of the Financial Instruments Business Operators, etc. soliciting customers that are individuals in a continuous business relationship therewith (limited to a customer that concluded two or more Contracts for Financial Instruments Transaction pertaining to Over-the-Counter Derivatives Transactions (limited to the following transactions; hereinafter the same applies in this item) for the period of one year prior to the day of such solicitation, and that, as of the day of such solicitation, has an unsettled balance of Over-the-Counter Derivatives Transactions) to conclude a Contract for Financial Instruments Transactions pertaining to Over-the-Counter Derivatives Transactions:

イ 当事者の一方の意思表示により当事者間において当該意思表示を行う場合の金融指標（金融商品（法第二条第二十四項第二号又は第三号に掲げるものに限る。）の価格若しくは金融商品（同項第二号に掲げるものに限る。ロにおいて同じ。）の利率等又はこれらに基づいて算出した数値に限る。以下この号において同じ。）としてあらかじめ約定する数値と現に当該意思表示を行った時期における現実の当該金融指標の数値の差に基づいて算出される金銭を授受することとなる取引を成立させることができる権利を相手方が当事者の一方に付与し、当事者の一方がこれに対して対価を支払うことを約する取引又はこれに類似する取引

(a) transactions where the parties promise that one of the parties grants the other party the right to effect a transaction to pay or receive the amount of money calculated based on the difference between the figure agreed in advance as Financial Indicators when such manifestation is made between parties by one of the parties of manifestation (limited to the price of Financial Instruments (limited to those listed in Article 2, paragraph (24), item (ii) or (iii) of the Act) or the interest rate of Financial Instruments (limited to those listed in item (ii) of that paragraph; the same applies in (b)), or figures calculated based on them; hereinafter the same applies in this item) and the figure of actual Financial Indicators at the time when the manifestation is made, and one of the parties pays the value thereof, or transactions similar thereto;

ロ 当事者が元本として定めた金額について当事者の一方が相手方と取り決めた金融商品の利率等若しくは金融指標（金融商品の利率等及びこれに基づいて算出した数値を除く。ロにおいて同じ。）の約定した期間における変化率に基づいて金銭を支払い、相手方が当事者の一方と取り決めた金融商品の利率等若しくは金融指標の約定した期間における変化率に基づいて金銭を支払うことを相互に約する取引（これらの金銭の支払とあわせて当該元本として定めた金額に相当する金銭又は金融商品を授受することを約するものを含む。）又はこれに類似する取引

(b) transactions with regard to the amount that parties specified as principal, where parties mutually agree that one of the parties pays money based on the interest rate, etc. of Financial Instruments agreed with the other party or the rate of change during the agreed period of Financial Indicators (excluding the interest rate, etc. of Financial Instruments and figures calculated based on them; the same applies in (b)) and pays money based on the interest rate of Financial Instruments that are specified by the other party with the other party or change rate during the agreed period of Financial Indicators (including transactions to promise to pay and receive money or Financial Instruments equivalent to the amount specified as the principal together with the payment of monies in question), or transactions similar thereto; and

ハ 当事者の一方の意思表示により当事者間においてロに掲げる取引を成立させることができる権利を相手方が当事者の一方に付与し、当事者の一方がこれに対して対価を支払うことを約する取引又はこれに類似する取引

(c) transactions where parties promise mutually that the counterparty grants to the other party the right to effect transactions listed in (b) and the other party pays the value thereto, or transactions similar thereto.

2 法第三十八条ただし書に規定する内閣府令で定めるものは、同条第五号及び第六号に掲げる行為にあっては、前項第三号に掲げるものとする。

(2) The matters specified by Cabinet Office Order prescribed in the proviso to Article 38 of the Act are those listed in item (iii) of the preceding paragraph in cases of acts listed in items (v) and (vi) of that Article.

(投資者の保護に欠けるおそれが少ないと認められる信用格付)

(Credit Ratings Less Likely to Result in Insufficient Protection of Investors)

第百十六条の二 法第三十八条第三号に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 116-2 The acts as specified by Cabinet Office Order, as referred to in Article 38, item (iii) of the Act, are as follows:

一 当該金融商品取引契約に係る資産証券化商品（第二百九十五条第三項第一号に規定する資産証券化商品をいう。以下この号において同じ。）の原資産（同項第二号に規定する原資産をいう。）の信用状態に関する評価を対象とする信用格付（実質的に当該資産証券化商品の信用状態に関する評価を対象とする信用格付と認められ

る信用格付を除く。)

(i) a Credit Rating for the assessment of the credit status of the Underlying Assets (meaning Underlying Assets as set forth in Article 295, paragraph (3), item (ii) of the Asset Securitization Products (meaning Asset Securitization Products as set forth in item (i) of that paragraph; hereinafter the same applies in this item) for which the Contract for Financial Instruments Transaction was concluded (excluding a Credit Rating which is deemed to be substantially a Credit Rating for the assessment of the credit status of the Asset Securitization Products); and

二 前号に掲げるもののほか、当該金融商品取引契約に係る有価証券以外の有価証券又は当該金融商品取引契約に係る有価証券の発行者以外の者の信用状態に関する評価を主たる対象とする信用格付（実質的に当該金融商品取引契約に係る有価証券又は当該有価証券の発行者の信用状態に関する評価を対象とする信用格付と認められる信用格付を除く。）

(ii) beyond what is set forth in the preceding item, a Credit Rating whose prime object is the assessment of the credit status of Securities other than those pertaining to the Contract for Financial Instruments Transaction or the credit status of any party other than the Issuer of those Securities (excluding a Credit Rating which is deemed to be substantially the Credit Rating for the assessment of the credit status of those Securities).

(信用格付業者の登録の意義その他の事項)

(Significance of Registration of Credit Rating Agencies and Other Matters)

第百十六条の三 法第三十八条第三号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 116-3 (1) The matters as specified by Cabinet Office Order, as referred to in Article 38, item (iii) of the Act are as follows:

一 法第六十六条の二十七の登録の意義

(i) the significance of a registration under Article 66-27 of the Act;

二 信用格付を付与した者に関する次に掲げる事項

(ii) the following information regarding the person that has determined the Credit Rating:

イ 商号、名称又は氏名

(a) the trade name or name;

ロ 法人（法人でない団体で代表者又は管理人の定めのあるものを含む。）であるときは、役員（法人でない団体で代表者又は管理人の定めのあるものにあつては、その代表者又は管理人）の氏名又は名称

(b) in cases when a person is a corporation (including an organization without juridical personality for which the representative person or administrator has been designated), the names of the Officers (in cases of an organization without juridical personality for which the representative

person or administrator has been designated, the name of such representative person or administrator);

ハ 本店その他の主たる営業所又は事務所の名称及び所在地

(c) the name and location of the head office or any other principal business office;

三 信用格付を付与した者が当該信用格付を付与するために用いる方針及び方法の概要

(iii) an outline of the policies and means used by the person that has determined a Credit Rating in determining such Credit Rating; and

四 信用格付の前提、意義及び限界

(iv) the assumptions, significance and limitations of the Credit Rating.

2 前項の規定にかかわらず、信用格付業者の関係法人（第二百九十五条第三項第十号に規定する関係法人をいう。以下この項において同じ。）であつて、金融庁長官が、当該信用格付業者の関係法人による信用格付業の業務の内容及び方法、信用格付に関する情報の公表状況その他の事情を勘案して、有効期間を定めて指定した者（以下この項において「特定関係法人」という。）の付与した信用格付については、法第三十八条第三号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) Notwithstanding the preceding paragraph, with regard to Credit Ratings determined by a person that is an Associated Corporation (meaning an "Associated Corporation" defined in Article 295, paragraph (3), item (x); hereinafter the same applies in this paragraph) of a Credit Rating Agency and that is designated by the Commissioner of the Financial Services Agency taking into consideration contents and means of Credit Rating Business conducted by the Associated Corporation of the Credit Rating Agency or the status of the disclosure of information or other factors (hereinafter referred to as the "Specified Associated Corporation" in this paragraph), the matters as specified by Cabinet Office Order, as referred to in Article 38, item (iii) of the Act are as follows:

一 法第六十六条の二十七の登録の意義

(i) the significance of a registration under Article 66-27 of the Act;

二 当該信用格付業者の商号又は名称及び登録番号

(ii) the trade name or name and the registration number of the Credit Rating Agency;

三 当該特定関係法人が信用格付業を示すものとして使用する呼称

(iii) the name used by the Specified Associated Corporation as a representation of the Credit Rating Business;

四 信用格付を付与した特定関係法人が当該信用格付を付与するために用いる方針及び方法の概要又は当該概要に関する情報を当該信用格付業者から入手する方法

(iv) an outline of the policies and means adopted by the Specified Associated Corporation in determining such its Credit Ratings, or way to obtain information on the outline from the Credit Rating Agency; and

五 信用格付の前提、意義及び限界

(v) the assumptions, significance and limitations of Credit Ratings.

(高速取引行為者以外の者が行う高速取引行為に係る有価証券の売買等の委託を受ける行為に準ずるもの)

(Acts Equivalent to Accepting the Entrustment of the Purchase and Sale of Securities Pertaining to High-Speed Trading to Be Conducted by Persons Other Than High-Speed Traders)

第百十六条の四 法第三十八条第八号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 116-4 The acts to be specified by Cabinet Office Order as referred to in Article 38, item (viii) of the Act are the following acts:

一 高速取引行為に係る業務の停止の命令を受けている高速取引行為者（令第十六条の四の二に定める者を含む。次号において同じ。）が行う当該高速取引行為に係る有価証券の売買又は市場デリバティブ取引の委託を受ける行為

(i) an act of a High-Speed Trader which has received an order for suspension of business pertaining to High-Speed Trading (including a person provided in Article 16-4-2 of the Order; the same applies in the following item) accepting the entrustment of purchase and sale of Securities or Market Derivatives Transactions pertaining to the High-Speed Trading;

二 高速取引行為に係る電子情報処理組織その他の設備の管理を十分に行うための措置を適正に講じていることを確認することができない高速取引行為者が行う当該高速取引行為に係る有価証券の売買又は市場デリバティブ取引の委託を受ける行為

(ii) an act of a High-Speed Trader which cannot be confirmed to have implemented the measures for securing sufficient management of an electronic data processing system and other facilities for High-Speed Trading accepting the entrustment of purchase and sale of Securities or Market Derivatives Transactions pertaining to the High-Speed Trading; and

三 法第三十八条第八号に規定する高速取引行為者以外の者が行う高速取引行為（法第二条第四十一項第三号に掲げる行為に係るものに限る。以下この号において同じ。）又は前二号に規定する高速取引行為者が行うこれらの号の高速取引行為に係る同項第一号に掲げる行為

(iii) High-Speed Trading to be conducted by a person other than a High-Speed Trader provided in Article 38, item (viii) of the Act (limited to those pertaining to the acts specified in Article 2, paragraph (41), item (iii) of the Act; hereinafter the same applies in this item) or the act specified in item (i) of that paragraph pertaining to the High-Speed Trading under the preceding two items conducted by the High-Speed Trader provided in these items.

(禁止行為)

(Prohibited Acts)

第百十七条 法第三十八条第九号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 117 (1) The acts to be specified by Cabinet Office Order as referred to in Article 38, item (ix) of the Act are as follows:

一 次に掲げる書面の交付に関し、あらかじめ、顧客（特定投資家（法第三十四条の二第五項の規定により特定投資家以外の顧客とみなされる者を除き、法第三十四条の三第四項（法第三十四条の四第六項において準用する場合を含む。）の規定により特定投資家とみなされる者を含む。以下同じ。）を除く。以下この号において同じ。）に対して、法第三十七条の三第一項第三号から第七号までに掲げる事項（二に掲げる書面を交付する場合にあっては、当該書面に記載されている事項であって同項第三号から第七号までに掲げる事項に係るもの）について顧客の知識、経験、財産の状況及び金融商品取引契約を締結する目的に照らして当該顧客に理解されるために必要な方法及び程度による説明をすることなく、金融商品取引契約を締結する行為

(i) an act to conclude a Contract for Financial Instruments Transaction, without having provided a customer (excluding a Professional Investor (excluding a person that is deemed to be a customer other than a Professional Investor pursuant to the provisions of Article 34-2, paragraph (5) of the Act, but including a person deemed to be a Professional Investor pursuant to the provisions of Article 34-3, paragraph (4) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act); the same applies hereinafter); hereinafter the same applies in this item) with a prior explanation on the matters specified in Article 37-3, paragraph (1), items (iii) through (vii) of the Act (in cases when the document specified in (d) below is to be delivered, a prior explanation on the matters specified in items (iii) through (vii) of that paragraph as set forth in the relevant document) upon the delivery of the following documents, in a manner and to the extent necessary for ensuring that the customer understands such matters, in light of the customer's knowledge, experience, the status of the customer's properties and in light of the purpose of concluding the Contract for Financial Instruments Transaction:

イ 契約締結前交付書面

(a) a Document for Delivery Prior to Conclusion of Contract;

ロ 上場有価証券等書面

(b) an Explanatory Document on Listed Securities, etc.; and

ハ 第八十条第一項第三号に掲げる場合にあつては、同号に規定する目論見書（同号の規定により当該目論見書と一体のものとして交付される書面がある場合には、当該目論見書及び当該書面）

(c) in the case referred to in Article 80, paragraph (1), item (iii), the Prospectus specified in that item (if there is any document to be delivered as an integral part of such Prospectus pursuant to the provisions of that

- item, such Prospectus and such document); and
- ニ 契約変更書面
- (d) an Explanatory Document on Changes to Contract Information;
- 二 金融商品取引契約の締結又はその勧誘に関して、虚偽の表示をし、又は重要な事項につき誤解を生ぜしめるべき表示をする行為
- (ii) an act to make any false representation, or to make any representation which would lead to any material information being misunderstood, in concluding a Contract for Financial Instruments Transaction or in making a solicitation therefor;
- 三 金融商品取引契約につき、顧客若しくはその指定した者に対し、特別の利益の提供を約し、又は顧客若しくは第三者に対し特別の利益を提供する行為（第三者をして特別の利益の提供を約させ、又はこれを提供させる行為を含む。）
- (iii) an act to promise a customer or the customer's designee to provide any special benefit, or to provide any special benefit to a customer or a third party, (including an act to cause any third party to promise to provide, or to provide, any special benefit), in connection with the Contract for Financial Instruments Transaction;
- 四 金融商品取引契約の締結又は解約に関し、偽計を用い、又は暴行若しくは脅迫をする行為
- (iv) an act to use fraudulent means, or to commit an assault or intimidation, in connection with the conclusion or cancellation of the Contract for Financial Instruments Transaction;
- 五 金融商品取引契約に基づく金融商品取引行為を行うことその他の当該金融商品取引契約に基づく債務の全部又は一部の履行を拒否し、又は不当に遅延させる行為
- (v) an act to refuse or unreasonably delay the performance of all or part of the obligations under the Contract for Financial Instruments Transaction, such as the performance of an act that constitutes a Financial Instruments Transaction thereunder;
- 六 金融商品取引契約に基づく顧客の計算に属する金銭、有価証券その他の財産又は委託証拠金その他の保証金を虚偽の相場を利用することその他不正の手段により取得する行為
- (vi) an act to acquire any money, Securities or any other property, or any customer margin and any other security deposit belonging to the customer's account under the Contract for Financial Instruments Transaction, through any wrongful means such as use of false quotations;
- 七 金融商品取引契約の締結又は解約に関し、顧客（当該金融商品取引契約が抵当証券等及び商品ファンド関連受益権の売買その他の取引に係るもの並びに令第十六条の四第一項第一号及び第二項各号に掲げる契約以外のものである場合にあっては、個人に限る。）に迷惑を覚えさせるような時間に電話又は訪問により勧誘する行為
- (vii) in connection with the conclusion or cancellation of the Contract for Financial Instruments Transaction, an act to solicit a customer (limited to an



individual customer, in cases when the Contract for Financial Instruments Transaction is not a contract for the purchase and sale or any other transaction of Mortgage Securities, etc. or Beneficial Interest in Commodity Fund and a contract specified in each item of Article 16-4, paragraphs (1) and (2) of the Order) by telephone or a personal visit timed in such a way that the customer would be disturbed;

八 法第三十八条第四号に規定する金融商品取引契約（第百十六条第一項第三号イ及びロに掲げる取引に係るものを除く。）の締結を勧誘する目的があることを顧客（特定投資家を除く。）にあらかじめ明示しないで当該顧客を集めて当該金融商品取引契約の締結を勧誘する行為

(viii) an act to assemble customers (excluding Professional Investors) and solicit for conclusion of a Contract for Financial Instruments Transaction specified in Article 38, item (iv) of the Act (excluding those pertaining to transactions listed in Article 116, paragraph (1), item (iii), (a) and (b)), without clearly indicating to them in advance that the purpose of such assembly is solicitation for conclusion of such Contract for Financial Instruments Transaction;

八の二 個人である顧客（当該金融商品取引業者等に有価証券の取引又はデリバティブ取引を行うための口座を開設している者及び当該金融商品取引業者等と商品先物取引法施行令（昭和二十五年政令第二百八十号）第三十条に規定する商品取引契約を締結している者を除く。）に対し、法第三十八条第五号に規定する金融商品取引契約（令第十六条の四第二項第一号ニに掲げる取引に係るものに限る。）の締結につき、その勧誘に先立って、その勧誘を受ける意思の有無を確認する際、次に掲げる方法を用いる行為

(viii)-2 when confirming with a customer that is an individual (excluding a person that has opened an account for the transactions of Securities or Derivative Transactions with the Financial Instruments Business Operator, etc. and a person that has concluded a Commodity Transaction Contract provided in Article 40 of the Order for Enforcement of the Financial Futures Trading (Cabinet Order No. 280 of 1950) with the Financial Instruments Business Operator, etc.), in advance of solicitation, whether the customer wishes to receive the solicitation for the conclusion of a Contract for Financial Instruments Transaction provided in Article 38, item (v) of the Act (limited to the solicitation pertaining to the transactions specified in Article 16-4, paragraph (2), item (i), (d) of the Order), an act of using a method specified in the following:

イ 訪問し又は電話をかけること。

(a) to make a visit or phone call; and

ロ 勧誘する目的があることをあらかじめ明示しないで当該顧客を集めること。

(b) to assemble customers without clearly indicating to them in advance that the purpose of such assembly is solicitation;

九 法第三十八条第六号に規定する金融商品取引契約（第一百六条第一項第三号イ及びロに掲げる取引に係るものを除く。）の締結につき、顧客（特定投資家を除く。）があらかじめ当該金融商品取引契約を締結しない旨の意思（当該金融商品取引契約の締結の勧誘を受けることを希望しない旨の意思を含む。）を表示したにもかかわらず、当該金融商品取引契約の締結の勧誘をする行為

(ix) an act to solicit a customer (excluding a Professional Investor) to conclude a Contract for Financial Instruments Transaction as specified in Article 38, item (vi) of the Act (excluding those pertaining to transactions listed in Article 116, paragraph (1), item (iii), (a) and (b)), notwithstanding that the customer has, in advance, manifested the intention not to conclude such Contract for Financial Instruments Transaction (including manifesting the intention that the customer does not wish to accept any solicitation for the conclusion of such Contract for Financial Instruments Transaction);

十 顧客から有価証券の買付け若しくは売付け又は市場デリバティブ取引若しくは外国市場デリバティブ取引の委託等（法第四十四条第一号に規定する委託等をいう。以下同じ。）を受け、当該委託等に係る売買又は取引を成立させる前に自己の計算において当該有価証券と同一の銘柄の有価証券の売買又は当該市場デリバティブ取引若しくは当該外国市場デリバティブ取引と同一の取引を成立させることを目的として、当該顧客の有価証券の買付け若しくは売付け又は市場デリバティブ取引若しくは外国市場デリバティブ取引の委託等に係る価格（市場デリバティブ取引又は外国市場デリバティブ取引にあつては、価格に相当する事項。以下この号において同じ。）と同一又はそれよりも有利な価格で有価証券の買付け若しくは売付け又は市場デリバティブ取引若しくは外国市場デリバティブ取引（金融商品取引法第二条に規定する定義に関する内閣府令第十六条第一項第八号ロに規定する取引一任契約（有価証券の売買又は市場デリバティブ取引若しくは外国市場デリバティブ取引に係るものに限る。以下「取引一任契約」という。）に基づいて行われる取引を含む。）をする行為

(x) with regard to the cases of acceptance from a customer of any Entrustment, etc. (meaning the Entrustment, etc. prescribed in Article 44, item (i) of the Act; the same applies hereinafter) of the purchase or sale of Securities, or of Market Transaction of Derivatives or Foreign Market Derivatives Transaction, an act to effect any purchase or sale of Securities, or Market Transaction of Derivatives or Foreign Market Derivatives Transaction (including a transaction to be effected under a Discretionary Transaction Contract prescribed in Article 16, paragraph (1), item (viii), (b) of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act (limited to a contract pertaining to the purchase and sale of Securities, or Market Transaction of Derivatives or Foreign Market Derivatives Transaction; hereinafter referred to as the "Discretionary Transaction Contract")) at a price (in the case of a Market Transaction of Derivatives or a Foreign Market Derivatives Transaction, the

matter equivalent to the price; hereinafter the same applies in this item) equivalent to or more favorable than the price of the purchase or sale of Securities, Market Transaction of Derivatives or Foreign Market Derivatives Transaction for which such customer's Entrustment, etc. was made, in attempt to effect any purchase and sale of Securities whose issues are identical to such Securities or to effect any transaction identical to such Market Transaction of Derivatives or Foreign Market Derivatives Transaction, on its own account before the effectuation of the purchase and sale or any other transaction based on such Entrustment, etc.;

十一 あらかじめ顧客の同意を得ずに、当該顧客の計算により有価証券の売買その他の取引又はデリバティブ取引等（有価証券等清算取次ぎを除く。）をする行為

(xi) an act to conduct the purchase and sale or any other transaction of Securities or Derivative Transaction, etc. (excluding Brokerage for Clearing of Securities, etc.) on the customer's account, without obtaining the customer's prior consent;

十二 個人である金融商品取引業者又は金融商品取引業者等の役員（役員が法人であるときは、その職務を行うべき社員を含む。）若しくは使用人が、自己の職務上の地位を利用して、顧客の有価証券の売買その他の取引等に係る注文の動向その他職務上知り得た特別の情報に基づいて、又は専ら投機的利益の追求を目的として有価証券の売買その他の取引等をする行為

(xii) an act of an individual-type Financial Instruments Business Operator, etc., or of any Officer (in cases when the Officer is a corporation, including executive members thereof) or employee of a Financial Instruments Business Operator, etc. to conduct the Purchase and Sale or Other Transactions of Securities, etc. by taking advantage of the business position and by the use of information on ordering trends in the customers' Purchase and Sale or Other Transactions of Securities, etc. and any other special information which may come to such person's knowledge in the course of duties, or solely in pursuit of their speculative profit;

十三 顧客の有価証券の売買その他の取引等が法第百六十六条第一項若しくは第三項又は法第百六十七条第一項若しくは第三項の規定に違反すること又は違反するおそれのあることを知りながら、当該有価証券の売買その他の取引等の受託等をする行為

(xiii) an act of making an Acceptance of Entrustment, etc. for the Purchase and Sale or Other Transactions of Securities, etc. from a customer, knowing that such customer's Purchase and Sale or Other Transactions of Securities, etc. violates or may violate the provisions of Article 166, paragraph (1) or (3) of the Act or Article 167, paragraph (1) or (3) of the Act;

十四 有価証券の売買その他の取引若しくは有価証券に係るデリバティブ取引又はこれらの媒介、取次ぎ若しくは代理につき、顧客に対して当該有価証券の発行者の法人関係情報を提供して勧誘する行為

(xiv) an act to solicit a customer in regard to a purchase and sale or any other transaction of Securities, Derivative Transaction pertaining to Securities, or an intermediary, brokerage or agency service therefor, providing such customer with the Corporate Information on the Issuer of such Securities;

十四の二 有価証券の売買その他の取引若しくは有価証券に係るデリバティブ取引（以下この号において「売買等」という。）又はこれらの媒介、取次ぎ若しくは代理につき、当該有価証券の発行者の法人関係情報について公表がされたこととなる前に当該売買等をさせることにより顧客に利益を得させ、又は当該顧客の損失の発生を回避させる目的をもって、当該顧客に対して当該売買等をすることを勧めて勧誘する行為（前号に掲げる行為を除く。）

(xiv)-2 with regard to the purchase and sale and other transactions of Securities or Derivative Transactions pertaining to Securities (hereinafter collectively referred to as "Purchase and Sale, etc." in this item) or an intermediary, brokerage or agency service therefore, an act to solicit a customer to implement the Purchase and Sale, etc. for the purpose of having the customer gain interest by having the customer implement the Purchase and Sale, etc. before Corporate Information on the Issuer of the Securities comes to be disclosed or to avoid causes loss with the customer (excluding the acts listed in the preceding item); and

十五 法第百六十六条第二項第一号イ又は第九号ロに規定する募集（法第百六十三条第一項に規定する上場会社等の発行する有価証券に係るものに限る。）について、当該募集に係る有価証券に対する投資者の需要の見込みに関する調査を行う場合において、次のイ又はロに掲げる場合の区分に応じ、それぞれ当該イ又はロに定める措置を講ずることなく、当該調査の対象者（以下この号において「調査対象者」という。）又は第三者が委託若しくは当該募集に係る法人関係情報の提供を受けて当該調査を行う場合における当該第三者に対し、当該募集に係る法人関係情報を提供する行為

(xv) in cases when, in connection with Public Offering prescribed in Article 166, paragraph (2), item (i), (a) or item (ix), (b) of the Act (limited to the Public Offering pertaining to the Securities issued by a Listed Company, etc. prescribed in Article 163, paragraph (1) of the Act), a pre-hearing is to be carried out to survey the prospective demands of investors for the Securities subject to such Public Offering, an act to provide the Corporate Information relevant to such Public Offering to the persons subject to the pre-hearing (hereinafter referred to as the "Target" in this item), or to any third party, in case where such third party has been entrusted with such pre-hearing or furnished with the Corporate Information pertaining to such Public Offering to carry out such pre-hearing, without implementing the measures specified in (a) or (b) below in accordance with the categories of the cases set forth respectively therein:

イ 金融商品取引業者等が自ら当該調査を行う場合 次に掲げる措置

(a) in cases when the Financial Instruments Business Operator, etc. carries out the pre-hearing by itself: the following measures:

(1) 法令遵守管理（金融商品取引業者等の業務が法令等（法令（外国の法令を含む。））、法令に基づく行政官庁の処分（外国の法令に基づく同様の処分を含む。）又は金融商品取引業協会若しくは金融商品取引所の定款その他の規則（外国の法令に基づくこれらに相当する協会又は取引所の定款その他の規則を含む。）をいう。以下この号、第百五十三条第一項第七号チ及び第百五十四条第四号チにおいて同じ。）に適合するかどうかを判断すること及び当該法令等を役職員に遵守させることをいう。ロ（1）において同じ。）に関する業務を行う部門から、当該調査を行うこと、調査対象者並びに調査対象者に提供される法人関係情報の内容並びにその提供の時期及び方法が適切であることについて、あらかじめ承認を受けていること。

1. that the section in charge of the affairs related to Compliance

Management (meaning the affairs related to judgment on whether the business of a Financial Instruments Business Operator, etc. complies with the Laws and Regulations (meaning laws and regulations (including the laws and regulations of foreign states), dispositions issued by administrative agencies under the laws and regulations (including dispositions similar thereto issued under the laws and regulations of foreign states), or rules of the Financial Instruments Firms Association or Financial Instruments Exchange such as its articles of incorporation (including an association's rules or an exchange's rules equivalent thereto such as its articles of incorporation, which are established under the laws and regulations of the foreign states); hereinafter the same applies in this item, Article 153, paragraph (1), item (vii), (h), and Article 154, item (iv), (h)), and the affairs related to assurance of the compliance of the Laws and Regulations, etc. by the officers or employees; the same applies in (b), 1.) has given a prior approval for the implementation of such pre-hearing, Targets and the contents of the Corporate Information to be provided to the Targets, and has approved in advance that the timing and means of the provision thereof are appropriate;

(2) 当該法人関係情報若しくは当該募集を行うことが公表され、又は金融商品取引業者等から当該調査の後当該募集を行わないこととなったことを通知されるまでの間における当該上場会社等の法第百六十三条第一項に規定する特定有価証券等に係る売買その他の有償の譲渡若しくは譲受け又はデリバティブ取引（以下この号において「特定有価証券等の売買等」という。）を行わないこと（法第百六十六条第六項第一号から第六号まで及び第八号に掲げる場合並びにこの号の規定により当該法人関係情報の提供を受けた者の間において特定有価証券等の売買等を取引所金融商品市場又は店頭売買有価証券市場によらないでする場合を除く。以下この号において同じ。））、及び当該

法人関係情報を調査対象者以外の者に提供しないこと（調査対象者が当該調査の内容に係る業務を行うために当該法人関係情報の提供を行うことが不可欠な者であって、調査対象者との契約によって特定有価証券等の売買等を行わない義務及び当該法人関係情報を漏らさない義務を負うものに提供する場合又は法令等に基づいて提供する場合を除く。）について、あらかじめ調査対象者に約させていること。

2. that the Financial Instruments Business Operator, etc., in advance of the pre-hearing, has caused the Target to promise that the Target does not, until the announcement of the relevant Corporate Information or of the fact that the Public Offering is to take place, or until the Target is informed by the Financial Instruments Business Operator, etc. after such pre-hearing that it has decided not to make such Public Offering, conduct the purchase and sale or any other manner of transfer or acquisition for value or Derivative Transactions pertaining to Specified Securities, etc. of the Listed Companies, etc. as set forth Article 163, paragraph (1) of the Act (hereinafter referred to as the "Purchase and Sale, etc. of Specified Securities, etc." in this item) (excluding the cases listed in any of Article 166, paragraph (6), items (i) to (vi) and (viii) of the Act, and also excluding cases when the Purchase and Sale, etc. of Specified Securities, etc. is to be conducted amongst the persons furnished with the relevant Corporate Information pursuant to the provisions of this item, through means other than a Financial Instruments Exchange Market or Over-the-Counter Securities Market; hereinafter the same applies in this item), and that the Target does not provide the Corporate Information to any person other than another Target (excluding the provision to a third party, in cases when it is essential for the Target to furnish such third party with the Corporate Information in order to implement the business related to the contents of the investigation and where such party is bound by an obligation to refrain from conducting any Purchase and Sale, etc. of Specified Securities, etc. and from divulging such Corporate Information, under a contract with the Target; and also excluding the provision of information under the Laws and Regulations, etc.); and
  - (3) その金融商品取引業者等における当該調査に係る事務の責任ある担当者及び当該調査に係る事務を実際に担当した者の氏名、調査対象者の氏名及び住所並びに調査対象者に提供した法人関係情報の内容並びにその提供の日時及び方法を記載した書面を作成し、その作成の後五年間これを保存するために必要な措置を講じていること。
3. that the Financial Instruments Business Operator, etc. has prepared a documents containing the name of the person that was responsible for the affairs related to the pre-hearing and the person that actually

handled the affairs related thereto, the Targets' name and address, the contents of the Corporate Information provided to the Targets, and the timing and means of the provision thereof, and has taken the necessary measures in order to preserve such document for five years after preparation thereof;

ロ 第三者が委託又は当該募集に係る法人関係情報の提供を受けて当該調査を行う場合 次に掲げる措置

(b) in cases when any third party is to be entrusted with such pre-hearing, or furnished with the Corporate Information pertaining to such Public

Offering to carry out such pre-hearing: the following measures:

(1) 法令遵守管理に関する業務を行う部門から、当該調査を行うこと、当該第三者、調査対象者並びに当該第三者及び調査対象者に提供される法人関係情報の内容並びにその提供の時期及び方法が適切であることについて、あらかじめ承認を受けていること。

1. that the section in charge of the affairs related to Compliance

Management has given prior approval for the implementation of such pre-hearing, the third party, the Targets and the contents of the Corporate Information to be provided to the third party or the Targets, and has approved in advance that the timing and means of the provision thereof are appropriate;

(2) 特定有価証券等の売買等を行わないこと、及び当該法人関係情報を調査対象者以外の者に提供しないこと（当該第三者が当該調査を行うため、又は当該上場会社等若しくは金融商品取引業者等から委託を受けて当該募集に係る業務を行うために当該法人関係情報の提供を行うことが不可欠な者であって、当該第三者との契約によって特定有価証券等の売買等を行わない義務及び当該法人関係情報を漏らさない義務を負うものに提供する場合又は法令等に基づいて提供する場合を除く。）について、あらかじめ当該第三者に約させていること。

2. that the Financial Instruments Business Operator, etc., in advance of the pre-hearing, has caused the third party to promise not to conduct the Purchase and Sale, etc. of Specified Securities, etc. or provide the Corporate Information to any person other than the Targets (excluding the provision to any other party, in cases when it is essential for such third party to furnish such other party with the Corporate Information in order to implement the pre-hearing or to conduct the business pertaining to the Public Offering based on an entrustment from the Listed Company, etc. or the Financial Instruments Business Operator, etc., and where such other person is bound by an obligation to refrain from conducting any Purchase and Sale, etc. of Specified Securities, etc. and from divulging such Corporate Information, under a contract with such third party; and also excluding the provision of information under

the Laws and Regulations, etc.); and

- (3) その金融商品取引業者等における当該調査に係る事務の責任ある担当者及び当該第三者に対する当該委託又は当該法人関係情報の提供に係る事務を実際に担当した者の氏名、当該第三者の氏名及び住所並びに当該第三者に提供した法人関係情報の内容並びにその提供の日時及び方法を記載した書面を作成し、その作成の後五年間これを保存するために必要な措置を講じていること。

3. that the Financial Instruments Business Operator, etc. has prepared the documents containing the name of the person that was responsible for the affairs related to the pre-hearing and the person that actually handled the affairs related to the entrustment to such third party or the provision of such Corporate Information to such third party, the third party's name and address, the contents of the Corporate Information provided to the third party, and the timing and means of the provision thereof, and has implemented the necessary measures in order to preserve such document for five years after the preparation thereof; and

- (4) 当該第三者がイ(2)及び(3)に掲げる措置に相当する措置を講ずることなく当該調査を行うことを防止するために必要な措置を講じていること。

4. that the Financial Instruments Business Operator, etc. has implemented necessary measures so as to prevent the third party from conducting the pre-hearing without taking the measures equivalent to those specified in (a), 2. and 3.;

十六 法人関係情報に基づいて、自己の計算において当該法人関係情報に係る有価証券の売買その他の取引等（当該有価証券の売買その他の取引等が有価証券の売買である場合にあっては、オプション（オプションと類似の権利であって、外国市場デリバティブ取引のうち法第二十八条第八項第三号ハ（1）と類似の取引に係るものを含む。）が行使された場合に成立する有価証券の売買を除く。）をする行為（有価証券関連業を行う金融商品取引業者（第一種金融商品取引業を行う者に限る。）又はその役員若しくは使用人が行うものに限る、取引一任契約に基づくこれらの取引をする行為を含む。）

(xvi) an act to conduct the Purchase and Sale or Other Transactions of Securities, etc. pertaining to the Corporate Information (in cases when such Purchase and Sale or Other Transactions of Securities, etc. is the purchase and sale of Securities, it excludes the purchase and sale of Securities effected in the case of the exercise of Options (including the rights similar to Options which pertain to the Foreign Market Derivatives Transactions similar to the transaction set forth in Article 28, paragraph (8), item (iii), (c), 1. of the Act)), on the own account, based on such Corporate Information (limited to an act committed by a Financial Instruments Business Operator engaged in Securities-Related Business (limited to an operator engaged in a Type-I



Financial Instruments Business) or its Officers or employees; and including the act of conducting those transactions under a Discretionary Transaction Contract);

十七 不特定かつ多数の顧客に対し、特定かつ少数の銘柄の有価証券の買付け若しくは売付け若しくはデリバティブ取引又はこれらの委託等を一定期間継続して一斉にかつ過度に勧誘する行為（金融商品仲介業務の委託を行う登録金融機関又は金融商品仲介業者に勧誘させる行為を含む。次号において同じ。）で、公正な価格（市場デリバティブ取引にあつては、価格に相当する事項）の形成を損なうおそれがあるもの

(xvii) an act of soliciting unspecified and many customers in relation to the purchase or sale of Securities or Derivative Transactions of a specified and small number of issues, or the Entrustment, etc. thereof, simultaneously and in an excessively aggressive manner continuously over a certain period, which is likely to prejudice formation of a fair price (in the case of a Market Transaction of Derivatives, the matter equivalent to the price) (including an act to cause the Registered Financial Institution or Financial Instruments Intermediary Service Provider which accepts entrustment of the Financial Instruments Intermediary Service Operation to conduct such solicitation; the same applies in the following item);

十八 顧客の取引に基づく価格、指標、数値又は対価の額の変動を利用して自己又は当該顧客以外の第三者の利益を図ることを目的として、不特定かつ多数の顧客に対し、有価証券の買付け若しくは売付け若しくはデリバティブ取引又はこれらの委託等を一定期間継続して一斉にかつ過度に勧誘する行為

(xviii) an act of soliciting unspecified and many customers in relation to the purchase or sale of Securities, Derivatives Transactions or the Entrustment, etc. therefor, simultaneously and in an excessively aggressive manner continuously over a certain period, with a view to take advantage of any fluctuation in the prices, indicators, figures or amount of consideration based on a customer's transaction and thereby to gain own profit or a profit for third party other than such customer;

十九 取引所金融商品市場における上場金融商品等（金融商品取引所が上場する金融商品、金融指標又はオプションをいう。以下同じ。）若しくは店頭売買有価証券市場における店頭売買有価証券の相場若しくは相場若しくは取引高に基づいて算出した数値を変動させ、若しくはくぎ付けし、固定し、若しくは安定させ、又は取引高を増加させる目的をもって、当該上場金融商品等若しくは当該店頭売買有価証券に係る買付け若しくは売付け若しくはデリバティブ取引又はこれらの申込み若しくは委託等をする行為

(xix) an act of conducting the purchase, sale or Derivative Transaction pertaining to the Listed Financial Instruments, etc. (meaning the Financial Instruments, Financial Indicators or Options listed by the Financial Instruments Exchange; the same applies hereinafter) or the Over-the-

Counter Traded Securities or to make an application or Entrustment, etc. therefor, for the purpose of causing fluctuation, pegging, fixing or stabilizing the quotation of, or the figures calculated based on the quotations or transaction volumes of, the Listed Financial Instruments, etc. on a Financial Instruments Exchange Market or the Over-the-Counter Traded Securities on the Over-the-Counter Securities Market, or for the purpose of increasing the transaction volumes thereof;

二十 取引所金融商品市場における上場金融商品等又は店頭売買有価証券市場における店頭売買有価証券の相場若しくは相場若しくは取引高に基づいて算出した数値を変動させ、若しくはくぎ付けし、固定し、若しくは安定させ、又は取引高を増加させることにより実勢を反映しない作為的なものとなることを知りながら、当該上場金融商品等又は当該店頭売買有価証券に係る買付け若しくは売付け又はデリバティブ取引（有価証券等清算取次ぎを除く。）の受託等をする行為

(xx) an act of Acceptance of Entrustment, etc. of the purchase, sale or Derivative Transactions pertaining to the Listed Financial Instruments, etc. or the Over-the-Counter Traded Securities (excluding Brokerage for Clearing of Securities, etc.), knowing that causing fluctuation, pegging, fixing or stabilizing the quotation of, or the figures calculated based on the quotations or transaction volumes of, the Listed Financial Instruments, etc. on a Financial Instruments Exchange Market or the Over-the-Counter Traded Securities on the Over-the-Counter Securities Market, or increasing the transaction volumes thereof will result in the formation of manipulative quotations which do not reflect actual market status;

二十一 有価証券の売買若しくはデリバティブ取引又はこれらの受託等につき、顧客から資金総額について同意を得た上で、売買の別、銘柄、数及び価格（デリバティブ取引にあつては、これらに相当する事項）のうち同意が得られないものについては、一定の事実が発生した場合に電子計算機による処理その他のあらかじめ定められた方式に従った処理により決定され、金融商品取引業者等がこれらに従って、取引を執行することを内容とする契約を書面によらないで締結する行為（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により締結するものを除く。）

(xxi) an act to conclude a contract (excluding a contract to be concluded by means of an electronic data processing system or any other means using information communication technology) not in writing, which provides that a customer's consent to the total amount of funds for the purchase and sale of Securities or Derivative Transactions or for the Entrustment, etc. therefor are obtained; that in cases when the customer does not consent to judgment on purchase or sale, or issues, numbers and prices (in the case of Derivatives Transactions, the particulars equivalent to these), such particulars are, subject to a certain event occurring, determined through computer processing or any other process carried out in accordance with the means determined in

advance; and that the Financial Instruments Business Operator, etc.

executes the transaction in accordance with the particulars so determined;

二十二 令第二十条第二項各号に掲げる金融商品取引業者が、同項各号の募集若しくは売出し又は特定投資家向け取得勧誘若しくは特定投資家向け売付け勧誘等に係る有価証券（時価又は時価に近い一定の価格により株券が発行され若しくは移転される新株予約権を表示する新株予約権証券（以下この号、次号及び第二百三十一条第一項第八号において「時価新株予約権証券」という。）又は当該新株予約権を付与されている新株予約権付社債券（以下この号、次号及び第二百三十一条第一項第八号において「時価新株予約権付社債券」という。）以外の新株予約権証券又は社債券、時価又は時価に近い一定の価格により発行する優先出資証券以外の優先出資証券及び時価又は時価に近い一定の価格により投資証券が発行される新投資口予約権を表示する新投資口予約権証券（以下この号、次号及び第二百三十一条第一項第八号において「時価新投資口予約権証券」という。）以外の新投資口予約権証券を除く。）の発行者が発行する株券（時価新株予約権証券の募集（五十名以上の者を相手方として行うものに限る。以下この号において同じ。）若しくは売出し（五十名以上の者を相手方として行うものに限る。以下この号において同じ。）又は特定投資家向け取得勧誘（五十名以上の者を相手方として行うものに限る。以下この号において同じ。）若しくは特定投資家向け売付け勧誘等（五十名以上の者を相手方として行うものに限る。以下この号において同じ。）の場合には株券又は時価新株予約権証券、時価新株予約権付社債券の募集若しくは売出し又は特定投資家向け取得勧誘若しくは特定投資家向け売付け勧誘等の場合には株券又は時価新株予約権付社債券）、優先出資証券又は投資証券（時価新投資口予約権証券の募集若しくは売出し又は特定投資家向け取得勧誘若しくは特定投資家向け売付け勧誘等の場合には投資証券又は時価新投資口予約権証券）で、金融商品取引所に上場されており、又は店頭売買有価証券に該当するものについて、令第二十四条第一項第一号イに規定する安定操作期間内における買付けに関し行う次に掲げる行為

(xxii) the following acts conducted by any of the Financial Instruments

Business Operators as listed in the items of Article 20, paragraph (2) of the Order, in connection with the purchase within a Period for Stabilizing Transactions as specified in Article 24, paragraph (1), item (i), (a) of the Order in regard to Share Certificate (meaning Share Certificate, or share option certificate representing a share option wherein a Share Certificate will be issued or transferred at a market value or certain value similar thereto (hereinafter referred to as "Market Value Share Option Certificate" in this item, the following item and Article 231, paragraph (1), item (viii)), in the case of a public offering (limited to the solicitation of 50 or more persons; hereinafter the same applies in this item) or a secondary distribution (limited to the solicitation of 50 or more persons; hereinafter the same applies in this item) of Market Value Share Option Certificate, or a Solicitation for Acquisition Only for Professional Investors (limited to the solicitation of 50 or more people; hereinafter the same applies in this item) or

a Solicitation for Selling, etc. Only for Professional Investors (limited to the solicitation of 50 or more persons; hereinafter the same applies in this item) pertaining to the Market Value Share Option Certificate; or, Share Certificates, or corporate bonds with a share option wherein the aforementioned share options are granted (hereinafter referred to as the "Market Value Corporate Bond Certificates With Share Options" in this item, the following item and Article 231, paragraph (1), item (viii)), in the case of a public offering or secondary distribution, or Solicitation for Acquisition Only for Professional Investors or Solicitation for Selling, etc. Only for Professional Investors pertaining to the Market Value Corporate Bond Certificates With Share Options), Preferred Equity Securities or Investment Securities (in the case of a Public Offering or Secondary Distribution, Solicitation for Acquisition Only for Professional Investors or Solicitation for Selling, etc. Only for Professional Investors of Certificates of Market Value Investment Equity Subscription Rights, the Investment Securities or Certificates of Market Value Investment Equity Subscription Rights) issued by an Issuer of the Securities pertaining to the Public Offering or Secondary Distribution, or Solicitation for Acquisition Only for Professional Investors or Solicitation for Selling, etc. Only for Professional Investors specified in the items of Article 20, paragraph (2) of the Order (excluding the share option certificates or corporate bond certificates other than Market Value Share Option Certificates or Market Value Corporate Bond Certificates With Share Options, and also excluding preferred equity investment certificates other than those issued with a market value or certain value similar thereto and certificates of investment equity subscription rights other than certificates of investment equity subscription rights representing Investment Equity Subscription Rights wherein Investment Securities will be issued at a market value or certain value similar thereto (hereinafter referred to as "Certificates of Market Value Investment Equity Subscription Rights" in this item, the following item and Article 231, paragraph (1), item (viii)), which are listed on the Financial Instruments Exchange or which fall under the Over-the-Counter Traded Securities:

イ 自己の計算による買付け（有価証券関連デリバティブ取引（法第二十八条第八項第三号ハ（同号ハ（1）に係る取引に限る。）又は同項第四号ハ（同号ハ（1）に係る取引に限る。）に掲げる取引に限る。以下この号において同じ。）により取得し、又は付与した権利が行使された場合に成立する有価証券の売買取引による買付け、令第六条の二第一項第十五号に規定する買付け等（買付けに限る。）、令第二十条第一項に規定する安定操作取引のうち同条から令第二十五条までの規定に従い行うもの（ハを除き、以下「安定操作取引」という。）、金融商品取引所の定める規則（法第四百九十九条第一項の規定に基づき金融庁長官が認可するものに限る。）において当該金融商品取引所が開設する取引所金融商品市

場における有価証券の流通の円滑化を図るため必要なもの及び個別の銘柄に対する投資判断に基づかないものと認められているもの並びに認可金融商品取引業協会の定める規則（法第六十七条の十二の規定に基づき金融庁長官が認可するものに限る。）において当該認可金融商品取引業協会が登録する店頭売買有価証券の流通の円滑化を図るため必要なもの及び個別の銘柄に対する投資判断に基づかないものと認められているものを除く。）をする行為

- (a) to make a purchase on its own account (excluding a purchase based on the purchase and sale transaction of Securities which comes into effect upon the exercise of the right acquired or granted under a Transaction of Securities-Related Derivatives (limited to a transaction specified in Article 28, paragraph (8), item (iii), (c) of the Act (limited to a transaction pertaining to (c), 1. of that item) or in Article 28, paragraph (8), item (iv), (c) of the Act (limited to a transaction pertaining to (c), 1. of that item); hereinafter the same applies in this item); the Purchase, etc. prescribed in Article 6-2, paragraph (1), item (xv) of the Order (limited to a purchase); the Stabilizing Transactions prescribed in Article 20, paragraph (1) of the Order to be implemented pursuant to the provisions of Articles 20 to 25 of the Order (hereinafter referred to as the "Stabilizing Transactions", except in (c)); the purchase provided for in the regulations of a Financial Instruments Exchange (limited to the regulations authorized by the Commissioner of Financial Services Agency pursuant to the provisions of Article 149, paragraph (1) of the Act), as the purchase which would be necessary for facilitating smooth distribution of Securities on the Financial Instruments Exchange Market established by such Financial Instruments Exchange and which is regarded not to be based on an Investment Decision on an individual issue; and the purchase provided for in the regulations of an Authorized Financial Instruments Firms Association (limited to the regulations authorized by the Commissioner of Financial Services Agency pursuant to the provisions of Article 67-12 of the Act), as the purchase which would be necessary for facilitating smooth distribution of Over-the-Counter Traded Securities registered by such Authorized Financial Instruments Firms Association and which is regarded not to be based on an Investment Decision on an individual issue);

ロ 他の金融商品取引業者等に買付けの委託等（有価証券等清算取次ぎの委託（自己の計算による買付けに係る有価証券等清算取次ぎの委託を除く。）を除く。）をする行為

- (b) an act to make an Entrustment, etc. to any other Financial Instruments Business Operator, etc. for purchasing (excluding an entrustment for Brokerage for Clearing of Securities, etc. (excluding an entrustment for Brokerage for Clearing of Securities, etc. pertaining to the purchases conducted on its own account));

ハ 令第二十条第一項に規定する安定操作取引に係る有価証券の発行者の計算による株券又は投資証券の買付けの受託等（有価証券等清算取次ぎの受託を除く。）をする行為

(c) an act to make an Acceptance of Entrustment, etc. of the purchase of Share Certificates or Investment Securities on the account of the Issuer of the Securities subject to Stabilizing Transactions as set forth in Article 20, paragraph (1) of the Order (excluding the Acceptance of Entrustment, etc. of Brokerage for Clearing of Securities);

ニ 令第二十条第三項各号に掲げる者の計算による買付けの受託等（有価証券等清算取次ぎの受託、有価証券関連デリバティブ取引により取得し、又は付与した権利が行使された場合に成立する有価証券の売買による買付け及び安定操作取引の受託等を除く。）をする行為

(d) an act to make an Acceptance of Entrustment, etc. of purchasing on the account of any of the persons listed in the items of Article 20, paragraph (3) of the Order (excluding the acceptance of an entrustment of Brokerage for Clearing of Securities, an Acceptance of Entrustment, etc. of making a purchase based on the purchase and sale of Securities effected upon the exercise of the rights acquired or granted under the Transactions of Securities-Related Derivatives, and Acceptance of Entrustment, etc. of the Stabilizing Transactions); and

ホ 取引一任契約に基づく買付け（有価証券関連デリバティブ取引により取得し、又は付与した権利が行使された場合に成立する有価証券の売買取引による買付け、金融商品取引所の定める規則（法第百四十九条第一項の規定に基づき金融庁長官が認可するものに限る。）において当該金融商品取引所が開設する取引所金融商品市場における有価証券の流通の円滑化を図るため必要なもの及び個別の銘柄に対する投資判断に基づかないものと認められているもの並びに認可金融商品取引業協会の定める規則（法第六十七条の十二の規定に基づき金融庁長官が認可するものに限る。）において当該認可金融商品取引業協会が登録する店頭売買有価証券の流通の円滑化を図るため必要なもの及び個別の銘柄に対する投資判断に基づかないものと認められているものを除く。）をする行為

(e) to make a purchase under a Discretionary Transaction Contract (excluding the purchase based on a purchase and sale transaction of Securities which comes into effect upon the exercise of the right acquired or granted under a Transaction of Securities-Related Derivatives; the purchase provided for in the regulations of a Financial Instruments Exchange (limited to the regulations authorized by the Commissioner of Financial Services Agency pursuant to the provisions of Article 149, paragraph (1) of the Act), as the purchase which would be necessary for facilitating smooth distribution of Securities on the Financial Instruments Exchange Market established by such Financial Instruments Exchange and which is regarded not to be based on an Investment Decision on the

respective issues; and the purchase provided for in the regulations of an Authorized Financial Instruments Firms Association (limited to the regulations authorized by the Commissioner of Financial Services Agency pursuant to the provisions of Article 67-12 of the Act), as the purchase which would be necessary for facilitating smooth distribution of Over-the-Counter Traded Securities registered by such Authorized Financial Instruments Firms Association and which is regarded not to be based on an Investment Decision on the respective issues);

二十三 安定操作取引又はその受託等（有価証券等清算取次ぎの受託を除く。）をした金融商品取引業者が、その最初に行った安定操作取引の時から前号の期間の末日までの間において、当該安定操作取引に係る有価証券につき安定操作取引が行われた旨を表示しないで、当該有価証券の発行者が発行する株券、時価新株予約権証券、時価新株予約権付社債券、優先出資証券、投資証券若しくは時価新投資口予約権証券について買付けの受託等若しくは売付け（金融商品取引業者等からの買付けの受託等、金融商品取引業者等への売付け及び売付けに係る有価証券等清算取次ぎを除く。）又は当該有価証券の売買に係る有価証券関連デリバティブ取引（コールの取得又はプットの付与に限る。）の受託等（金融商品取引業者等からの受託等を除く。）をする行為

(xxiii) an act of a Financial Instruments Business Operator which has implemented Stabilizing Transactions or has made an Acceptance of Entrustment, etc. therefor (excluding an acceptance of entrustment of Brokerage for Clearing of Securities, etc.), to make an Acceptance of Entrustment, etc. for the purchase of, or to sell the Share Certificates, Market Value Share Option Certificates, Market Value Corporate Bond Certificates With Share Options, Preferred Equity Securities, Investment Securities or Market Value Investment Equity Subscription Rights Certificates issued by the Issuer of the Securities subject to a Stabilizing Transaction (excluding an Acceptance of Entrustment, etc. for purchasing entrusted by a Financial Instruments Business Operator, etc., selling to a Financial Instruments Business Operator, etc. and Brokerage for Clearing of Securities, etc. pertaining to sale) or an Acceptance of Entrustment, etc. (excluding an Acceptance of Entrustment, etc. from a Financial Instruments Business Operator, etc.) of Transactions of Securities-Related Derivatives, etc. pertaining to the purchase and sale of such Securities (limited to a transaction for acquiring calls or granting puts), for the period between the first time the Stabilizing Transaction was implemented and the last day of the period specified in the preceding item, and without indicating that the Stabilizing Transaction was implemented for such Securities subject to the Stabilizing Transaction;

二十四 顧客の信用取引を、自己の計算においてする買付け又は売付け（取引一任契約に係るものを含む。）と対当させ、かつ、金銭又は有価証券の受渡しを伴わない

方法により成立させた場合において、当該買付け又は売付けに係る未決済の勘定を  
決済するため、これと対当する売付け又は買付けをする行為

(xxiv) in cases when a matching of the customer's Margin Transaction with the  
purchase or sale conducted on its own account (including purchase or sale  
pertaining to a Discretionary Transaction Contract) has been made, and if a  
transaction was effected by a means not involving the delivery of money or  
Securities, an act to conduct the sale or purchase intended for matching such  
transactions, for the purpose of the settlement of the unsettled account  
pertaining to such sale or purchase;

二十四の二 令第二十六条の二の二第一項に規定する決済措置（次号、第一百五十七条  
第一項及び第一百五十八条の二において単に「決済措置」という。）に係る有価証券  
の調達先の確認をせずに、空売り又は当該空売りの委託の取次ぎを行う行為

(xxiv)-2 an act to conduct short selling or to provide a brokerage service for the  
entrustment thereof, without confirming the name of the party which has  
provided the Securities pertaining to the Settlement Measures as prescribed  
in Article 26-2-2, paragraph (1) of the Order (simply referred to as a  
"Settlement Measure" in the following item, Article 157, paragraph (1) and  
Article 158-2);

二十四の三 あらかじめその有価証券を所有し、調達し、又は調達するための措置を  
講ずることなく、決済措置として有価証券の貸付けを約する行為

(xxiv)-3 an act to make a promise to loan Securities as a Settlement Measure,  
without having owned or procured such Securities in advance, or having  
taken the measures necessary for the procurement thereof in advance;

二十四の四 一般信用取引（信用取引のうち、信用取引の決済に必要な金銭又は有価  
証券を、金融商品取引所が開設する取引所金融商品市場又は認可金融商品取引業協  
会が開設する店頭売買有価証券市場の決済機構を利用して貸付けを受けることがで  
きる取引以外のものをいう。）に係る有価証券（令第二十六条の二の二第一項（同  
条第六項において準用する場合を含む。）に規定する金融庁長官が指定する有価証  
券に限る。）を所有し、調達し、又は調達するための措置が講じられることなく、  
その売付けを受託し、又はその売付けの委託の取次ぎの申込みを受ける行為

(xxiv)-4 an act to accept an entrustment of the sale of, or to accept an  
application for brokerage for entrustment of the sale of, the Securities  
(limited to Securities designated by the Commissioner of the Financial  
Services Agency as prescribed in Article 26-2-2, paragraph (1) of the Order  
(including cases when it is applied mutatis mutandis pursuant to paragraph  
(6) of that Article)) pertaining to a Negotiable Margin Transaction (meaning  
a Margin Transaction other than that wherein a customer may borrow money  
or Securities necessary for the settlement thereof by utilizing the clearing  
systems of a Financial Instruments Exchange Market established by the  
Financial Instruments Exchange or the clearing systems of the Over-the-  
Counter Securities Market established by the Authorized Financial



Instruments Firms Association), without owning or procuring such Securities, or taking the measures necessary for the procurement thereof;

二十四の五 有価証券（預託を受けていないものに限る。以下この号において同じ。）の売付けの委託又は委託の取次ぎの申込みの相手方に対し当該売付けに係る有価証券の管理の方法の確認をすることなく、金融商品取引所、認可金融商品取引業協会若しくは法第三十条第一項の認可を受けた金融商品取引業者又は金融商品取引所の会員等、認可金融商品取引業協会の会員若しくは同項の認可を受けた金融商品取引業者の顧客に対して当該有価証券の売付けが空売りでないことを明らかにする行為（当該売付けが有価証券の取引等の規制に関する内閣府令（平成十九年内閣府令第五十九号。第二百二十三条第一項第二十六号及び第二十七号並びに第二百五十八条の三において「取引等規制府令」という。）第九条の三第一項第六号から第十六号まで、第二項第三号から第五号まで又は第三項第三号若しくは第四号に掲げる取引のいずれかに該当するものである場合には、当該取引に係る有価証券の管理の方法の確認をすることなく、当該売付け又は当該売付けの委託の取次ぎを行う行為）

(xxiv)-5 an act expressly to inform the Financial Instruments Exchange, the Authorized Financial Instruments Firms Association, or the Financial Instruments Business Operator, etc. that is authorized pursuant to Article 30, paragraph (1) of the Act, or the Members, etc. of the Financial Instruments Exchange, the Association Members of the Authorized Financial Instruments Firms Association, or the customer of the Financial Instruments Business Operator, etc. that is authorized pursuant to that paragraph that sale of Securities (limited to Securities which have not been deposited; hereinafter the same applies in this item) does not fall under short selling, without making an inquiry to the counterparty to the entrustment of the sale or the counterparty to the application of a brokerage service for the entrustment of sale so as to confirm the management means of the Securities pertaining to such sale (in cases when such sale falls under any of the transactions specified in Article 9-3, paragraph (1), items (vi) through (xvi), paragraph (2), items (iii) through (v), or paragraph (3), item (iii) or (iv) of the Cabinet Office Order on Restrictions on Securities Transactions, etc. (Cabinet Office Order No. 59 of 2007; referred to as the "Order on Restrictions on Transactions, etc." in Article 123, paragraph (1), items (xxvi) and (xxvii) and Article 158-3), an act to conduct the sale, or to provide the brokerage service for the entrustment of sale, without confirming the means of management of Securities subject to such transaction);

二十五 顧客（特定投資家を除く。）に対して、有価証券に係る次に掲げる書類（第二百七十五条第一項第十六号において「外国会社届出書等」という。）が英語により記載される旨の説明を行わず、又はその旨を記載した文書を交付しないで法第二条第八項第一号から第三号までに掲げる行為（当該有価証券の買付け、当該有価証券の売付けの媒介、取次ぎ又は代理、及び取引所金融商品市場又は外国金融商品市場における当該有価証券の売付けに係る委託の媒介、取次ぎ又は代理を除く。）及

び同項第九号に掲げる行為を行うこと（当該行為の日前一年以内に当該顧客に当該説明を行い、かつ、当該文書を交付した場合又は金融商品仲介業務の委託を行う登録金融機関若しくは金融商品仲介業者が当該顧客に当該説明を行い、かつ、当該文書を交付した場合を除く。）。

(xxv) to conduct any act listed in Article 2, paragraph (8), items (i) through (iii) of the Act (excluding the purchase of the Securities and any intermediary, brokerage or agency service for the sale of the Securities, and, in addition, excluding any intermediary, brokerage or agency service for the entrustment of the selling of such Securities on a Financial Instruments Exchange Market or a Foreign Financial Instruments Market) and an act specified in item (ix) of that paragraph, without explaining to the customer (excluding a Professional Investor) that the following documents pertaining to the Securities (referred to as the "Foreign Company Statements, etc." in Article 275, paragraph (1), item (xvi)) are to be prepared in English, or without delivering to the customer a document containing a statement to that effect (excluding cases when, within one year prior to the day when that act is conducted, the Financial Instruments Business Operator, etc. or its Officers or employees had provided such explanation and document to the customer, or if the Registered Financial Institution or Financial Instruments Intermediary Service Provider which accepts entrustment of Financial Instruments Intermediary Service Operation had provided such explanation and document to the customer):

イ 法第五条第八項（法第二十七条において準用する場合を含む。）に規定する外国会社届出書

(a) Foreign Company Statements prescribed in Article 5, paragraph (8) of the Act (including cases when it is applied mutatis mutandis to Article 27 of the Act);

ロ 法第二十四条第八項（法第二十七条において準用する場合を含む。）に規定する外国会社報告書

(b) a Foreign Company Report as prescribed in Article 24, paragraph (8) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 27 of the Act);

ハ 法第二十四条の四の七第六項（法第二十七条において準用する場合を含む。）に規定する外国会社四半期報告書

(c) a Foreign Company Quarterly Securities Report as prescribed in Article 24-4-7, paragraph (6) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 27 of the Act);

ニ 法第二十四条の五第七項（法第二十七条において準用する場合を含む。）に規定する外国会社半期報告書

(d) a Foreign Company Semiannual Securities Report as prescribed in Article 24-5, paragraph (7) of the Act (including cases when it is applied mutatis

mutandis pursuant to Article 27 of the Act);

ホ 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）第一条第十八号の四に規定する外国会社確認書

(e) a Foreign Company Confirmation Document as prescribed in Article 1, item (xviii)-4 of the Cabinet Office Order on Disclosure of Corporate Affairs, etc. (Order of the Ministry of Finance No. 5 of 1973);

ヘ 財務計算に関する書類その他の情報の適正性を確保するための体制に関する内閣府令（平成十九年内閣府令第六十二号）第二条第三号の二に規定する外国会社内部統制報告書

(f) a Foreign Company Internal Control Report as prescribed in Article 2, item (iii)-2 of the Cabinet Office Order on the System for Ensuring the Adequacy of Documents on Financial Calculation and of Other Information (Cabinet Office Order No. 62 of 2007);

ト 法第二十四条の五第十五項（法第二十七条において準用する場合を含む。）に規定する外国会社臨時報告書

(g) Foreign Company Extraordinary Report prescribed in Article 24-5, paragraph (15) of the Act (including cases when it is applied mutatis mutandis to Article 27 of the Act);

チ イからトまでに掲げる書類の訂正に係る書類であって英語で記載されたもの

(h) a document for correction any of the documents specified in (a) through (g), which is prepared in English; and

リ 企業内容等の開示に関する内閣府令第十九条の四第二項に規定する外国親会社等状況報告書

(i) a Report on Status of Foreign Parent Company, etc. as prescribed in Article 19-4, paragraph (2) of the Cabinet Office Order on Disclosure of Corporate Affairs, etc.;

二十六 店頭デリバティブ取引又はその受託等（証拠金その他の保証金を預託する取引に係るものに限る。）につき、顧客（特定投資家を除き、当該店頭デリバティブ取引が店頭金融先物取引以外のものである場合にあつては、個人に限る。）に対し、当該顧客が行う当該店頭デリバティブ取引の売付け又は買付けその他これに準ずる取引と対当する取引（これらの取引から生じ得る損失を減少させる取引をいう。）の勧誘その他これに類似する行為をすること。

(xxvi) with regard to an Over-the-Counter Derivatives Transaction or the Acceptance of Entrustment, etc. therefor (limited to those pertaining to a transaction wherein any security deposit such as a margin is to be deposited), an act to solicit a customer (excluding a Professional Investor; in cases when the Over-the-Counter Derivatives Transactions are other than Over-the-Counter Transactions of Financial Futures, limited to an individual) to effect any transaction for matching a sale or purchase under the Over-the-Counter Transaction of Financial Futures conducted by the customer or any other transaction equivalent thereto (transaction for matching means the

transaction to reduce any loss which may accrue from those transactions), or to conduct any other act similar thereto;

二十七 通貨関連デリバティブ取引（第二百二十三条第一項第二十一号の二に規定する通貨関連デリバティブ取引をいい、決済のために行うものを除く。以下この号、次号、第四項及び第六項から第十項までにおいて同じ。）に係る契約を締結する時において顧客（個人（金融商品取引法第二条に規定する定義に関する内閣府令第十条第一項第二十四号ロ（1）に掲げる要件に該当する業務執行組合員等（同項第二十三号に規定する業務執行組合員等をいう。以下この号において同じ。）が業務執行組合員等として通貨関連デリバティブ取引を行う場合における当該業務執行組合員等を除く。）に限る。以下この号、次号及び第六項から第九項までにおいて同じ。）が証拠金等預託先（金融商品取引業者等又は金融商品取引所若しくは金融商品取引清算機関（外国におけるこれらに相当するものを含む。）をいう。以下この号及び次号において同じ。）に預託した証拠金等（委託証拠金その他の保証金をいう。同号及び第三項から第五項までにおいて同じ。）の額に当該通貨関連デリバティブ取引を決済した場合に顧客に生ずることとなる利益の額を加え、又は当該通貨関連デリバティブ取引を決済した場合に顧客に生ずることとなる損失の額を減じて得た額（同号及び第六項において「実預託額」という。）が約定時必要預託額に不足する場合に、当該契約の締結後直ちに当該顧客にその不足額を証拠金等預託先に預託させることなく、当該契約を継続する行為

(xxvii) if the amount of the Margin, etc. (meaning a customer margin or any other security deposit; the same applies in the following item and paragraphs (3) to (5)) that a customer (limited to an individual (excluding, in cases when a Managing Partner, etc. (meaning a Managing Partner, etc. prescribed in Article 10, paragraph (1), item (xxiii) of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act; hereinafter the same applies in this item) that falls under the requirements listed in item (xxiv), (b), 1. of that paragraph conducts a Currency-Related Derivatives Transaction as a Managing Partner, etc., such Managing Partner); hereinafter the same applies in this item, the following item and paragraphs (6) to (9)) has deposited with a Depository for Margins, etc. (meaning a Financial Instruments Business Operator, etc., or Financial Instruments Exchange or Financial Instruments Clearing Organization (including a foreign organization equivalent thereto); hereinafter the same applies in this item and the following item) when concluding a contract pertaining to a Currency-Related Derivatives Transaction (meaning a Currency-Related Derivatives Transaction prescribed in Article 123, paragraph (1), item (xxi)-2 and excluding such transaction conducted for settlement purposes; hereinafter the same applies in this item, the following item, and paragraphs (4) and (6) through (10)) plus the amount of profits that would arise to the customer from settling such Currency-Related Derivatives Transaction or minus the amount of losses that would arise to

the customer from settling such Currency-Related Derivatives Transaction (referred to as the "Actual Deposit Amount" in the following item and paragraph (6)) is short of the Required On-Contract Deposit Amount, an act to continue such contract without having the customer deposit such shortfall amount with the Depository for Margins, etc. immediately after the conclusion of such contract;

二十八 その営業日ごとの一定の時刻における通貨関連デリバティブ取引に係る証拠金等の実預託額が維持必要預託額に不足する場合に速やかに当該通貨関連デリバティブ取引に係る顧客にその不足額を証拠金等預託先に預託させることなく、当該通貨関連デリバティブ取引に係る契約を継続する行為（前号に掲げる行為を除く。）

(xxviii) if the Actual Deposit Amount of the Margin, etc. pertaining to a Currency-Related Derivatives Transaction at a fixed hour each business day is short of the Required Amount for Maintenance, an act to continue the contract pertaining to such Currency-Related Derivatives Transaction without promptly having the customer pertaining to such Currency-Related Derivatives Transaction deposit such shortfall amount with the Depository for Margins, etc. (excluding an act listed in the preceding item);

二十九 有価証券関連店頭デリバティブ取引（次に掲げる取引をいい、決済のために行うものを除く。以下この号、次号及び第十六項から第十八項までにおいて同じ。）に係る契約を締結する時において顧客（個人（金融商品取引法第二条に規定する定義に関する内閣府令第十条第一項第二十四号ロ（1）に掲げる要件に該当する業務執行組合員等（同項第二十三号に規定する業務執行組合員等をいう。以下この号において同じ。）が業務執行組合員等として有価証券関連店頭デリバティブ取引を行う場合における当該業務執行組合員等を除く。）に限る。以下この号、次号及び第十六項から第十九項までにおいて同じ。）が証拠金等預託先（金融商品取引業者等又は金融商品取引清算機関（外国におけるこれに相当するものを含む。）をいう。以下この号及び次号において同じ。）に預託した証拠金等（委託証拠金その他の保証金をいう。同号及び第十三項から第十五項までにおいて同じ。）の額に当該有価証券関連店頭デリバティブ取引を決済した場合に顧客に生ずることとなる利益の額を加え、又は当該有価証券関連店頭デリバティブ取引を決済した場合に顧客に生ずることとなる損失の額を減じて得た額（同号及び第十六項において「実預託額」という。）が約定時必要預託額に不足する場合に、当該契約の締結後直ちに当該顧客にその不足額を証拠金等預託先に預託させることなく、当該契約を継続する行為

(xxix) if the amount of the Margin, etc. (meaning a customer margin or any other security deposit; the same applies in the following item and paragraphs (13) to (15)) that a customer (limited to an individual (excluding, in cases when a Managing Partner, etc. (meaning a Managing Partner, etc. prescribed in Article 10, paragraph (1), item (xxiii) of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act; hereinafter the same applies in this item) that falls under the requirements

listed in item (xxiv), (b), 1. of that paragraph conducts a Securities-Related Over-the-Counter Transaction of Derivatives as a Managing Partner, etc., such Managing Partner, etc.); hereinafter the same applies in this item, the following item and paragraphs (16) to (19)) has deposited with a Depository for Margins, etc. (meaning a Financial Instruments Business Operator, etc. or Financial Instruments Clearing Organization (including a foreign organization equivalent thereto); hereinafter the same applies in this item and the following item) when concluding a contract pertaining to a Securities-Related Over-the-Counter Transaction of Derivatives (meaning any of the following transactions, excluding those conducted for settlement purposes; hereinafter the same applies in this item, the following item, and paragraphs (16) through (18)) plus the amount of profits that would arise to the customer from settling such Securities-Related Over-the-Counter Transaction of Derivatives or minus the amount of losses that would arise to the customer from settling such Securities-Related Over-the-Counter Transaction of Derivatives (referred to as the "Actual Deposit Amount" in the following item and paragraph (16)) is short of the Required On-Contract Deposit Amount, an act to continue such contract without having the customer deposit such shortfall amount with the Depository for Margins, etc. immediately after the conclusion of such contract:

イ 法第二十八条第八項第四号イに掲げる取引（顧客が、将来の一定の時期におけるその所有に係る有価証券の売付けを約するとともに、当該有価証券を当該売付けの相手方となる金融商品取引業者等に貸し付けるものを除く。）

(a) a transaction listed in Article 28, paragraph (8), item (iv), (a) of the Act (excluding such transaction in which the customer promises to sell at a fixed time in the future Securities that the customer owns and loans such Securities to the Financial Instruments Business Operator, etc. to be the counterparty to such sales);

ロ 法第二十八条第八項第四号ロに掲げる取引

(b) a transaction listed in Article 28, paragraph (8), item (iv), (b) of the Act;

ハ 法第二十八条第八項第四号ハに掲げる取引（同号ハに規定する権利を行使することにより成立する取引が、同号イ若しくはロに掲げる取引であるもの又は同号ハ（１）に掲げる取引であるもの（顧客が、その所有に係る有価証券の買付けを成立させることができる権利を金融商品取引業者等に付与するとともに、当該有価証券を当該金融商品取引業者等に貸し付けるものを除く。）に限る。）

(c) a transaction listed in Article 28, paragraph (8), item (iv), (c) of the Act (limited to such transaction for which the transaction effected by exercising the right prescribed in (c) of that item is a transaction listed in (a) or (b) of that item or a transaction listed in (c), 1. of that item (excluding such transaction in which the customer grants a Financial Instruments Business Operator, etc. an option to effect the purchase of

Securities that the customer owns and loans such Securities to such Financial Instruments Business Operator, etc.); or

ニ 法第二十八条第八項第四号ニに掲げる取引

(d) a transaction listed in Article 28, paragraph (8), item (iv), (d) of the Act;

三十 その営業日ごとの一定の時刻における有価証券関連店頭デリバティブ取引に係る証拠金等の実預託額が維持必要預託額に不足する場合に速やかに当該有価証券関連店頭デリバティブ取引に係る顧客にその不足額を証拠金等預託先に預託させることなく、当該有価証券関連店頭デリバティブ取引に係る契約を継続する行為（前号に掲げる行為を除く。）

(xxx) if the Actual Deposit Amount of the Margin, etc. pertaining to a Securities-Related Over-the-Counter Transaction of Derivatives at a fixed hour each business day is short of the Required Amount for Maintenance, an act to continue the contract pertaining to such Securities-Related Over-the-Counter Transaction of Derivatives without promptly having the customer pertaining to such Securities-Related Over-the-Counter Transaction of Derivatives deposit such shortfall amount with the Depository for Margins, etc. (excluding an act listed in the preceding item);

三十一 委託金融商品取引業者が当該委託金融商品取引業者の親法人等又は子法人等に対して借入金に係る債務を有する者が発行する有価証券（法第三十三条第二項第一号に掲げる有価証券並びに法第二条第一項第十七号に掲げる有価証券であって同項第一号及び第二号の性質を有する有価証券を除く。）又は処分する自己株式の引受人となる場合において、これらの有価証券（当該委託金融商品取引業者が同条第六項第三号に掲げるものを行う場合にあっては、同号に規定する新株予約権の行使により取得される有価証券を含む。以下この号において同じ。）に係る手取金が当該借入金に係る債務の弁済に充てられることを登録金融機関又はその役員（当該役員が法人であるときは、その職務を行うべき社員を含む。）若しくは使用人が知りながら、その事情を顧客に告げることなく当該有価証券に係る同条第十一項第一号に掲げる行為（当該委託金融商品取引業者が引受人となった日から六月を経過する日までの間に当該有価証券を売却するものに係るものに限る。）又は同項第三号に掲げる行為を行うこと（第百五十条第四号に規定する旨（同号イに係るものに限る。）を顧客に説明した場合を除く。）。

(xxx) with regard to cases when an Entrusting Financial Instruments Business Operator is to become an Underwriter of Securities issued by a person that owes a debt pertaining to a borrowing to such Entrusting Financial Instruments Business Operator's Parent Corporation, etc. or Subsidiary Corporation, etc. (such Securities exclude the Securities specified in Article 33, paragraph (2), item (i) of the Act, and the Securities specified in Article 2, paragraph (1), item (xvii) of the Act which have the nature specified in items (i) and (ii) of that paragraph) or an Underwriter of the treasury shares to be disposed of, and if the Registered Financial Institution or any of its Officers (in cases when the Officer is a corporation, including

executive members thereof) or employees is aware of the circumstance if the proceeds from these Securities (in cases when the Entrusting Financial Instruments Business Operator performs those listed in paragraph (6), item (iii) of that Article, including Securities obtained by execution of the share option prescribed in that item; hereinafter the same applies in this item) will be appropriated for payment of such debt, to conduct the act specified in paragraph (11), item (i) of that Article pertaining to the Securities (limited to an act pertaining to cases when the Securities are to be sold within the period between the day when the Entrusting Financial Instruments Business Operator becomes the Underwriter of the Securities and the day on which six months have elapsed therefrom) or in item (iii) of that paragraph, without informing the customer of such circumstance (the above does not apply to cases when the customer has been given an explanation on the provisions of Article 150, item (iv) of this Cabinet Office Order (limited to those pertaining to (a) of that item)); and

三十二 裏書以外の方法による抵当証券等の売買その他の取引を行う行為  
(xxxii) an act to conduct the purchase and sale or any other transaction of  
Mortgage Securities, etc. by means other than endorsement.

2 前項第十九号及び第二十号の規定は、有価証券の募集（五十名以上の者を相手方として行うものに限る。）若しくは特定投資家向け取得勧誘（五十名以上の者を相手方として行うものに限る。）又は有価証券の売出し（五十名以上の者を相手方として行うものに限る。）若しくは特定投資家向け売付け勧誘等（五十名以上の者を相手方として行うものに限る。）を容易にするために取引所金融商品市場若しくは店頭売買有価証券市場において一連の有価証券売買等（法第百五十九条第二項に規定する有価証券売買等をいう。以下この項、第二百三十一条第二項及び第二百七十五条第三項において同じ。）をする場合における当該一連の有価証券売買等又はこれらの委託等を行う場合には、適用しない。

(2) The provisions of items (xix) and (xx) of the preceding paragraph do not apply to the series of Purchase and Sale of Securities, etc. (meaning the Purchase and Sale of Securities, etc. prescribed in Article 159, paragraph (2) of the Act; hereinafter the same applies in this paragraph, Article 231, paragraph (2) and Article 275, paragraph (3)) or the Entrustment, etc. therefor, in cases when such series of Purchase and Sale of Securities, etc. is to be implemented on a Financial Instruments Exchange Market or an Over-the-Counter Securities Market so as to facilitate the Public Offering of Securities (limited to the Public Offering made to 50 or more persons), the Solicitation for Acquisition Only for Professional Investors (limited to the solicitation made to 50 or more persons), the Secondary Distribution of Securities (limited to the Secondary Distribution made to 50 or more persons) or the Solicitation for Selling, etc. Only for Professional Investors (limited to the Solicitation made to 50 or more persons).



三十三 有価証券の引受け（法第二条第六項第三号に掲げるものを行う行為に限る。）を行う場合において、次に掲げる行為を行うこと。

(xxxiii) in cases of underwriting Securities (limited to acts to implement those listed in Article 2, paragraph (6), item (iii) of the Act), the following acts are implemented:

イ 法第二条第六項第三号に規定する新株予約権の行使の勧誘に関して、同号に規定する新株予約権証券を取得した者に対し虚偽のことを告げる行為

(a) with regard to soliciting of the exercise of share options prescribed in Article 2, paragraph (6), item (iii) of the Act, an act of representing false information to the person that acquired the share option certificates prescribed in that item; and

ロ 法第二条第六項第三号に規定する新株予約権証券を取得した者に対し、不確実な事項について断定的判断を提供し、又は確実であると誤解させるおそれのあることを告げて同号に規定する新株予約権の行使の勧誘をする行為

(b) an act of soliciting the person that acquired the share option certificates prescribed in Article 2, paragraph (6), item (iii) of the Act to exercise the share option prescribed in that item by providing a conclusive assessment of a matter that is uncertain or by providing information that could mislead the customer into believing that a matter that is uncertain is actually certain.

三十四 投資運用業を行う金融商品取引業者等から投資一任契約の締結の媒介の委託を受けている場合において、その旨及び当該金融商品取引業者等の商号又は名称を顧客にあらかじめ明示しないで、次に掲げる行為を行うこと。

(xxxiv) when entrusted as an intermediary for conclusion of a Discretionary Investment Contract by a Financial Instruments Business Operator, etc. that engages in Investment Management Business, performing the following acts without clearly indicating to that effect and the trade name or name of the Financial Instruments Business Operator, etc. to the customer in advance:

イ 投資顧問契約の締結の勧誘をすること。

(a) soliciting to conclude an Investment Advisory Contract;

ロ 当該顧客との投資顧問契約に基づき、当該顧客が当該金融商品取引業者等と投資一任契約を締結する場合に当該金融商品取引業者等が運用として行うこととなる取引の対象に係る助言をすること。

(b) based on an Investment Advisory Contract with a customer, providing advice pertaining to the subject of a transaction conducted by a Financial Instrument Transaction Operator, etc. as management in case where such customer concludes a Discretionary Investment Contract with such Financial Instrument Transaction Operator, etc.;

ハ 投資一任契約の締結の媒介を行うことを内容とする契約の締結の勧誘をすること。

(c) soliciting to conclude a contract to provide intermediary services for

conclusion of a Discretionary Investment Contract; and

ニ 当該金融商品取引業者等を相手方とする投資一任契約の締結の媒介をすること。

(d) mediate the conclusion of a Discretionary Investment Contract with a Financial Instrument Transaction Operator, etc. as a counterparty.

三十五 商品関連市場デリバティブ取引の受託等につき、顧客（特定投資家を除く。）に対し、当該顧客が行う商品関連市場デリバティブ取引の売付け又は買付けその他これに準ずる取引とこれらの取引と対当する取引（これらの取引から生じ得る損失を減少させる取引をいう。）の数量及び期限を同一にすることを勧める行為  
(xxxv) an act of recommending a customer (excluding a Professional Investor), in respect of Acceptance of Entrustment, etc. of Commodity-Related Market Transactions of Derivatives, to match the volume and maturity in a sale, purchase, or other equivalent trade in Commodity-Related Market Transactions of Derivatives to be conducted by the customer with a corresponding transaction (meaning a transaction that would reduce the losses arising from such a transaction);

三十六 商品関連市場デリバティブ取引の売付け又は買付けその他これに準ずる取引と対当する取引（これらの取引から生じ得る損失を減少させる取引をいう。）であってこれらの取引と数量又は期限を同一にしないものについて、その取引を理解していない顧客（特定投資家を除く。）から受託等をする行為

(xxxvi) with regard to transactions matching the sale or purchase relating to Commodity-Related Market Transactions of Derivatives and other transactions equivalent thereto (meaning transactions that would reduce the losses arising from these transactions), and which have different volumes and expiration dates from those transactions, an act of accepting Entrustment, etc. of such transactions from a customer (excluding a Professional Investor) that does not understand such transactions;

三十七 商品関連市場デリバティブ取引の委託等を受け、故意に、当該委託等に係る取引と自己の計算による取引を対当させて、顧客の利益を害することとなる取引をする行為

(xxxvii) an act of conducting a transaction wherein an Entrustment, etc. of Commodity-Related Market Transactions of Derivatives is accepted, and the transaction for which the Entrustment, etc. was made and a transaction at its own account is intentionally matched, resulting in damage to the interest of the customer;

三十八 顧客から商品関連市場デリバティブ取引の委託等を受けようとする場合において、金融商品取引業者等が当該委託等に係る商品又は商品に係る金融指標及び期限が同一であるものの取引について、故意に、顧客の取引と自己の計算による取引を対当させる取引（以下この号において「特定取引」という。）を行っているにもかかわらず、当該委託等に係る顧客に対し、あらかじめ、次に掲げる事項を説明しないで、受託等をする行為

(xxxviii) in cases of accepting Entrustment, etc. of Commodity-Related Market

Transactions of Derivatives from a customer, in relation to a transaction wherein the Commodities for which the Entrustment, etc., was made or the financial indicators or terms pertaining to the Commodities are the same, an act of a Financial Instruments Business Operator, etc. to accept the Entrustment, etc. without explaining to the customer pertaining to the Entrustment, etc. the following matters in advance, in spite of such Financial Instruments Business Operator, etc. conducting transactions to intentionally match the customer's transactions with transactions of its own account (hereinafter referred to as " Specified Transaction" in this item);

イ 特定取引を行っている旨

(a) a fact that it is conducting a Specified Transaction; and

ロ 特定取引によって当該委託等に係る取引と当該金融商品取引業者等の自己の計算による取引が対当した場合には、当該委託等に係る顧客と当該金融商品取引業者等との利益が相反するおそれがある旨

(b) a fact that a conflict of interest may arise between the customer which made the Entrustment, etc. and the Financial Instruments Business Operator, etc. if a transaction for which the Entrustment, etc. was made and a transaction of the Financial Instruments Business Operator on its own account are matched as a result of the Specified Transaction.

3 第一項第二十七号及び第二十八号の証拠金等は、有価証券をもって充てることができる。

(3) The Margin, etc. under paragraph (1), items (xxvii) and (xxviii) may be satisfied by Securities.

4 金融商品取引業者等が預託を受けるべき証拠金等の全部又は一部が前項の規定により有価証券をもって代用される場合におけるその代用価格は、次の各号に掲げる通貨関連デリバティブ取引の区分に応じ、当該各号に定める額とする。

(4) The collateral value of Securities if the whole or part of the deposit of Margin, etc. to be received by the Financial Instruments Business Operator, etc. is substituted for by Securities under the provisions of the preceding paragraph is the amount specified in the following items according to the category of Currency-Related Derivatives Transaction set forth in the respective items:

一 第二百二十三条第三項に規定する通貨関連市場デリバティブ取引 金融商品取引所等に関する内閣府令（平成十九年内閣府令第五十四号）第六十八条第二項に規定する額

(i) Currency-Related Market Derivatives Transaction prescribed in Article 123, paragraph (3): an amount prescribed in Article 68, paragraph (2) of the Cabinet Office Order on Financial Instruments Exchanges, etc. (Cabinet Office Order No. 54 of 2007); or

二 第二百二十三条第四項に規定する通貨関連店頭デリバティブ取引又は同条第五項に規定する通貨関連外国市場デリバティブ取引 いずれか一の金融商品取引所における金融商品取引所等に関する内閣府令第六十八条第二項に規定する額

(ii) Currency-Related Over-the-Counter Derivatives Transaction prescribed in Article 123, paragraph (4) or Currency-Related Foreign Market Derivatives Transaction prescribed in paragraph (5) of that Article: an amount prescribed in Article 68, paragraph (2) of the Cabinet Office Order on Financial Instruments Exchanges, etc. in any one Financial Instruments Exchange.

5 金融商品取引業者等は、第一項第二十七号又は第二十八号の証拠金等の全部又は一部が第三項の規定により社債、株式等の振替に関する法律第二条第一項に規定する社債等で同条第二項に規定する振替機関が取り扱うもの（以下この項において「振替社債等」という。）をもって代用される場合であつて、当該金融商品取引業者等の口座における保有欄（同法に規定する保有欄をいう。）に当該振替社債等に係る記載又は記録を受けるときは、当該金融商品取引業者等の取引のための欄と区分しなければならない。

(5) If the whole or part of the Margin, etc. under paragraph (1), item (xxvii) or (xxviii) is, pursuant to the provisions of paragraph (3), substituted for by corporate bonds, etc. prescribed in Article 2, paragraph (1) of the Act on Transfer of Corporate Bonds, Shares, etc. that are dealt in by a Book-Entry Transfer Institution prescribed in paragraph (2) of that Article (hereinafter referred to as "Book-Entry Bonds, etc." in this paragraph) and if the Financial Instruments Business Operator, etc. is to have data pertaining to such Book-Entry Bonds, etc. stated or recorded in the holdings section (meaning the holding section under the same Act)) in the account of such Financial Instruments Business Operator, etc., such Financial Instruments Business Operator, etc. must have it separated from the section for transactions by such Financial Instruments Business Operator, etc.

6 第一項第二十七号又は第二十八号の実預託額、同項第二十七号の約定時必要預託額及び同項第二十八号の維持必要預託額は、複数の通貨関連デリバティブ取引について顧客ごとに一括して算出することができる。この場合における同項第二十七号の規定の適用については、同号中「当該通貨関連デリバティブ取引を」とあるのは「当該顧客が行っている通貨関連デリバティブ取引を」と、「加え、又は」とあるのは「加え、」とする。

(6) The Actual Deposit Amount under paragraph (1), item (xxvii) or (xxviii), the Required Amount of On-Contract Deposit under item (xxvii) of that paragraph and the Required Amount for Maintenance under item (xxviii) of that paragraph may be calculated in the aggregate per customer for multiple Currency-Related Derivatives Transactions. With regard to the application of the provisions of item (xxvii) of that paragraph in this case, the term "such Currency-Related Derivatives Transaction" in that item is deemed to be replaced with "Currency-Related Derivatives Transaction being conducted by such customer" and the term "or minus" is deemed to be replaced with "and minus".

7 第一項第二十七号及び前項の「約定時必要預託額」とは、次の各号に掲げる場合の区分に応じ、当該各号に定める額に百分の四を乗じて得た額又は当該額に外国為替相場の変動を適切に反映させた額をいう。ただし、当該各号の通貨関連デリバティブ取引がこれらの取引に係るオプションが行使された場合に顧客が一定額の金銭を支払うこととなるものである場合において、当該取引について算出するときは、当該金銭の額をいう。

(7) The Required On-Contract Deposit Amount under paragraph (1), item (xxvii) and the preceding paragraph means the amount arrived at as the amount specified in the following items according to the category of cases set forth in the respective items multiplied by 4/100 or the amount so arrived at adjusted so as to reflect foreign exchange rate fluctuations; provided, however, that in cases when the Currency-Related Derivatives Transaction set forth in that item is to pay the specified amount in cases when an option pertaining to these transactions is exercised, when calculating for the transaction, it means the amount of the money:

一 顧客が行おうとする通貨関連デリバティブ取引のみについて算出する場合 当該通貨関連デリバティブ取引の額（当該通貨関連デリバティブ取引が次に掲げる取引である場合にあっては、零。次項第一号において同じ。）

(i) when calculating only for a Currency-Related Derivatives Transaction that the customer intends to conduct: the amount of such Currency-Related Derivatives Transaction (if such Currency-Related Derivatives Transaction is a transaction listed as follows, zero; the same applies in item (i) of the following paragraph):

イ 法第二条第二十一項第三号に掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）

(a) a transaction listed in Article 2, paragraph (21), item (iii) of the Act (limited to such transaction wherein the customer will become the party acquiring the Option);

ロ 法第二条第二十二項第三号又は第四号に掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）

(b) a transaction listed in Article 2, paragraph (22), item (iii) or (iv) of the Act (limited to such transaction wherein the customer will become the party acquiring the Option); and

ハ 外国市場デリバティブ取引であってイに掲げる取引と類似の取引

(c) a Foreign Market Derivatives Transaction that is similar to a transaction set forth in (a); and

二 顧客が行おうとする通貨関連デリバティブ取引と当該通貨関連デリバティブ取引に係る契約を締結する時において行っている他の通貨関連デリバティブ取引について一括して算出する場合 これらの通貨関連デリバティブ取引の額の合計額から前号イからハまでに掲げる取引に係る通貨関連デリバティブ取引の額を減じて得た額

(ii) when calculating in the aggregate for a Currency-Related Derivatives

Transaction that the customer intends to conduct and any other Currency-Related Derivatives Transactions being conducted at the time of concluding the contract pertaining to such Currency-Related Derivatives Transaction: the amount arrived at as the total amount of those Currency-Related Derivatives Transactions minus the amount of any Currency-Related Derivatives Transactions pertaining to transactions listed in (a) through (c) of the preceding item.

- 8 第一項第二十八号及び第六項の「維持必要預託額」とは、次の各号に掲げる場合の区分に応じ、当該各号に定める額に百分の四を乗じて得た額又は当該額に外国為替相場の変動を適切に反映させた額（これらの額が当該各号の通貨関連デリバティブ取引に関し顧客が負担する債務の履行に必要な金銭の額を超える場合にあっては、当該金銭の額）をいう。ただし、当該各号の通貨関連デリバティブ取引がこれらの取引に係るオプションが行使された場合に顧客が一定額の金銭を支払うこととなるものである場合において、当該取引について算出するときは、当該金銭の額をいう。

(8) The Required Amount for Maintenance under paragraph (1), item (xxviii) and paragraph (6) means the amount arrived at as the amount specified in the following items according to the category of cases set forth in the respective items multiplied by 4/100 or the amount so arrived at adjusted so as to appropriately reflect foreign exchange rate fluctuations (if such amount exceeds the amount of money required for the performance of the obligation owed by the customer in relation to the Currency-Related Transactions of Derivatives under the respective items, the amount of such money); provided, however, that in cases when the Currency-Related Derivatives Transaction set forth in that item is to pay the specified amount in cases when an option pertaining to these transactions is exercised, when calculating for the transaction, it means the amount of the money:

一 顧客が行う各通貨関連デリバティブ取引ごとに算出する場合 当該各通貨関連デリバティブ取引の額

(i) when calculating for each Currency-Related Derivatives Transaction conducted by the customer: the amount of each such Currency-Related Derivatives Transaction; and

二 複数の通貨関連デリバティブ取引について一括して算出する場合 当該複数の通貨関連デリバティブ取引の額の合計額から前項第一号イからハまでに掲げる取引に係る通貨関連デリバティブ取引の額を減じて得た額

(ii) when calculating in the aggregate for multiple Currency-Related Derivatives Transactions: the amount arrived at as the total amount of such multiple Currency-Related Derivatives Transactions minus the amount of any Currency-Related Derivatives Transactions pertaining to transactions listed in item (i), (a) through (c) of the preceding paragraph.

- 9 第七項第二号又は前項第二号に掲げる場合において、顧客が一の通貨の売付け等を行うことによる他の通貨の買付け等及び当該他の通貨の売付け等を行うことによる当

該一の通貨の買付け等を行っているときは、これらに係る通貨関連デリバティブ取引の額のうちいずれか少なくない額を当該一の通貨又は当該他の通貨に係る通貨関連デリバティブ取引の額とすることができる。

(9) If, in the cases listed in paragraph (7), item (ii), or item (ii) of the preceding paragraph, the customer has conducted a purchase, etc. of one currency through a sale, etc. of another currency and a purchase, etc. of such other currency through conducting a sale, etc. of such one currency, the lesser amount of the amounts of the Currency-Related Derivatives Transactions pertaining thereto may be used as the amount of the Currency-Related Derivatives Transactions pertaining to such one currency or such other currency.

10 前三項の「通貨関連デリバティブ取引の額」とは、次の各号に掲げる通貨関連デリバティブ取引の区分に応じ、当該各号に定める額をいう。

(10) An "amount of a Currency-Related Derivatives Transaction" in the preceding three paragraphs means the amount specified in the following items according to the category of Currency-Related Derivatives Transaction set forth in the respective items:

一 次に掲げる通貨関連デリバティブ取引以外の通貨関連デリバティブ取引 当該通貨関連デリバティブ取引に係る通貨の価格又は金融指標の数値にその取引の件数又は数量を乗じて得た額

(i) Currency-Related Derivatives Transaction other than the following Currency-Related Derivatives Transactions: the amount arrived at as the price of the currency, or the figure of the Financial Indicator, pertaining to such Currency-Related Derivatives Transaction multiplied by the number or volume of that transaction:

イ 法第二条第二十一項第三号に掲げる取引

(a) a transaction listed in Article 2, paragraph (21), item (iii) of the Act;

ロ 法第二条第二十二項第三号又は第四号に掲げる取引

(b) a transaction listed in Article 2, paragraph (22) item (iii) or (iv) of the Act; and

ハ 外国市場デリバティブ取引であってイに掲げる取引と類似の取引

(c) a Foreign Market Derivatives Transaction that is similar to a transaction set forth in (a); and

二 次に掲げる通貨関連デリバティブ取引 次に掲げる当該通貨関連デリバティブ取引の区分に応じ、それぞれ次に定める取引に係る通貨の価格又は金融指標の数値にその取引の件数又は数量を乗じて得た額

(ii) the following Currency-Related Derivatives Transactions: the amount arrived at as the price of the currency, or the figure of the Financial Indicator, pertaining to a transaction specified as follows according to the category of such Currency-Related Derivatives Transaction set forth respectively as follows multiplied by the number or volume of that

transaction:

イ 法第二条第二十一項第三号に掲げる取引 同号に規定する権利を行使することにより成立する同号イ又はロに掲げる取引

(a) a transaction listed in Article 2, paragraph (21), item (iii) of the Act: the transaction listed in (a) or (b) of that item effected by exercising the right prescribed in that item;

ロ 法第二条第二十二項第三号又は第四号に掲げる取引 同項第三号又は第四号に規定する同項第三号イ若しくはロに掲げる取引又は同項第四号に規定する取引

(b) a transaction listed in Article 2, paragraph (22) item (iii) or (iv) of the Act: the transaction listed in item (iii), (a) or (b) as prescribed in item (iii) or (iv) of that paragraph, or the transaction prescribed in item (iv) of that paragraph; and

ハ 外国市場デリバティブ取引であってイに掲げる取引と類似の取引 イに定める取引と類似の取引

(c) a Foreign Market Derivatives Transaction that is similar to a transaction set forth in (a): the transaction similar to the transaction specified in (a).

1 1 第九項の「通貨の売付け等」とは、次に掲げる取引をいう。

(11) A "sale, etc. of a currency" under paragraph (9) means the following transaction:

一 通貨の売付け

(i) a sale of a currency;

二 法第二条第二十一項第二号に掲げる取引（現実数値が約定数値を上回った場合に金銭を支払う立場の当事者となるものに限る。）

(ii) a transaction listed in Article 2, paragraph (21), item (ii) of the Act (limited to such transaction wherein the customer will become the party paying money when the Actual Figure exceeds the Agreed Figure);

三 法第二条第二十二項第二号に掲げる取引（現実数値が約定数値を上回った場合に金銭を支払う立場の当事者となるものに限る。）

(iii) a transaction listed in Article 2, paragraph (22), item (ii) of the Act (limited to such transaction wherein the customer will become the party paying money when the Actual Figure exceeds the Agreed Figure); or

四 外国市場デリバティブ取引（第二号に掲げる取引に類似するものに限る。）

(iv) a Foreign Market Derivatives Transaction (limited to such transaction that is similar to a transaction set forth in item (ii)).

1 2 第九項の「通貨の買付け等」とは、次に掲げる取引をいう。

(12) A "purchase, etc. of a currency" under paragraph (9) means the following transaction:

一 通貨の買付け

(i) a purchase of a currency;

二 法第二条第二十一項第二号に掲げる取引（現実数値が約定数値を上回った場合に金銭を受領する立場の当事者となるものに限る。）



- (ii) a transaction listed in Article 2, paragraph (21), item (ii) of the Act (limited to such transaction wherein the customer will become the party receiving money when the Actual Figure exceeds the Agreed Figure);
- 三 法第二条第二十二項第二号に掲げる取引（現実数値が約定数値を上回った場合に金銭を受領する立場の当事者となるものに限る。）
- (iii) a transaction listed in Article 2, paragraph (22), item (ii) of the Act (limited to such transaction wherein the customer will become the party receiving money when the Actual Figure exceeds the Agreed Figure); or
- 四 外国市場デリバティブ取引（第二号に掲げる取引に類似するものに限る。）
- (iv) a Foreign Market Derivatives Transaction (limited to such transaction that is similar to a transaction set forth in item (ii)).
- 13 第一項第二十九号及び第三十号の証拠金等は、有価証券をもって充てることができる。
- (13) The Margin, etc. under paragraph (1), items (xxix) and (xxx) may be satisfied by Securities.
- 14 金融商品取引業者等が預託を受けるべき証拠金等の全部又は一部が前項の規定により有価証券をもって代用される場合におけるその代用価格は、いずれか一の金融商品取引所における金融商品取引所等に関する内閣府令第六十八条第二項に規定する額とする。
- (14) The collateral value of Securities if the whole or part of the deposit of Margin, etc. to be received by the Financial Instruments Business Operator, etc. is substituted for by Securities under the provisions of the preceding paragraph is the amount prescribed in Article 68, paragraph (2) of the Cabinet Office Order on Financial Instruments Exchanges, etc. in any one financial instruments exchange in any one Financial Instruments Exchange.
- 15 金融商品取引業者等は、第一項第二十九号又は第三十号の証拠金等の全部又は一部が第十三項の規定により社債、株式等の振替に関する法律第二条第一項に規定する社債等で同条第二項に規定する振替機関が取り扱うもの（以下この項において「振替社債等」という。）をもって代用される場合であつて、当該金融商品取引業者等の口座における保有欄（同法に規定する保有欄をいう。）に当該振替社債等に係る記載又は記録を受けるときは、当該金融商品取引業者等の取引のための欄と区分しなければならない。
- (15) When the whole or part of the Margin, etc. under paragraph (1), item (xxix) or (xxx) is, pursuant to the provisions of paragraph (13), substituted for by corporate bonds, etc. prescribed in Article 2, paragraph (1) of the Act on Transfer of Corporate Bonds, Shares, etc. that are dealt in by a Book-Entry Transfer Institution prescribed in paragraph (2) of that Article (hereinafter referred to as "Book-Entry Bonds, etc." in this paragraph) and if the Financial Instruments Business Operator, etc. is to have data pertaining to such Book-Entry Bonds, etc. stated or recorded in the holdings section (meaning a holdings section prescribed in that Act) in the account of such Financial

Instruments Business Operator, etc., such Financial Instruments Business Operator, etc. must have it separated from the section for transactions by such Financial Instruments Business Operator, etc.

- 16 第一項第二十九号又は第三十号の実預託額、同項第二十九号の約定時必要預託額及び同項第三十号の維持必要預託額は、次の各号に掲げる有価証券関連店頭デリバティブ取引の区分に応じ、当該各号に定める有価証券関連店頭デリバティブ取引について顧客ごとに一括して算出することができる。この場合における同項第二十九号の規定の適用については、同号中「当該有価証券関連店頭デリバティブ取引を」とあるのは「当該顧客が行っている有価証券関連店頭デリバティブ取引を」と、「加え、又は」とあるのは「加え、」とする。

(16) The Actual Deposit Amount under paragraph (1), item (xxix) or (xxx), the Required Amount of On-Contract Deposit under item (xxix) of that paragraph and the Required Amount for Maintenance under item (xxx) of that paragraph may be calculated in the aggregate per customer for Securities-Related Over-the-Counter Transactions of Derivatives specified in the following items according to the category of Securities-Related Over-the-Counter Transaction of Derivatives set forth in the respective items. With regard to the application of the provisions of item (xxix) of that paragraph in this case, the term "such Securities-Related Over-the-Counter Transaction of Derivatives" in that item is deemed to be replaced with "Securities-Related Over-the-Counter Transaction of Derivatives being conducted by such customer" and the term "or minus" is deemed to be replaced with "and minus":

- 一 個別株関連店頭デリバティブ取引（株券（法第二条第一項第十七号に掲げる有価証券で株券の性質を有するものを含む。次号において同じ。）を対象とする有価証券関連店頭デリバティブ取引又はこれに類似する取引をいう。以下この条において同じ。） 複数の個別株関連店頭デリバティブ取引

(i) Individual Stock-Related Over-the-Counter Derivatives Transaction  
(meaning a Securities-Related Over-the-Counter Transaction of Derivatives of which subject is share certificates (including Securities listed in Article 2, paragraph (1), item (xvii) of the Act which have the nature of share certificates; the same applies in the following item) or any transaction similar thereto; hereinafter the same applies in this Article): multiple Individual Stock-Related Over-the-Counter Derivatives Transactions;

- 二 株価指数関連店頭デリバティブ取引（次に掲げるものを対象とする有価証券関連店頭デリバティブ取引又はこれに類似する取引をいう。以下この条において同じ。） 複数の株価指数関連店頭デリバティブ取引

(ii) Stock Price Index-Related Over-the-Counter Derivatives Transaction  
(meaning a Securities-Related Over-the-Counter Transaction of Derivatives of which subject is the following or any transaction similar thereto; hereinafter the same applies in this Article): multiple Stock Price Index-Related Over-the-Counter Derivatives Transactions:

イ 株価指数（金融商品取引所（金融商品取引所に類するもので外国の法令に基づき設立されたものを含む。ロにおいて同じ。）に上場されている株券の価格に基づいて算出した数値（多数の銘柄の価格の水準を総合的に表すものに限る。）をいう。ロにおいて同じ。）

(a) a stock price index (meaning a figure calculated based on the prices of share certificates listed on a financial instruments exchange (including an equivalent to a financial instruments exchange that was established pursuant to the laws and regulations of a foreign country; the same applies in (b)) (limited to such figure that generally indicates the price level of a large number of shares); the same applies in (b)); or

ロ 金融商品取引所に上場されている投資信託（その投資信託財産（投資信託及び投資法人に関する法律第三条第二号に規定する投資信託財産をいう。）の一口当たりの純資産額の変動率を株価指数に一致させるよう運用する旨を投資信託約款（同法第四条第一項に規定する投資信託約款をいう。）に定めたものに限る。）又はこれに類する外国投資信託の受益証券

(b) a beneficiary certificate of Investment Trust (limited to an Investment Trust for which an Investment Trust Contract (meaning an Investment Trust Contract prescribed in Article 4, paragraph (1) of the Act on Investment Trusts and Investment Corporations) provides that it is managed so that the volatility in the net assets per share of its Investment Trust Property (meaning an Investment Trust Property prescribed in Article 3, item (ii) of that Act) should match a stock price index) listed on a Financial Instruments Exchange or any Foreign Investment Trust similar thereto;

三 債券関連店頭デリバティブ取引（法第二条第一項第一号から第五号までに掲げる有価証券（同項第十七号に掲げる有価証券で同項第一号から第五号までに掲げる有価証券の性質を有するものを含む。）、投資法人債券若しくは外国投資証券で投資法人債券に類する証券を対象とする有価証券関連店頭デリバティブ取引又はこれに類似する取引をいう。以下この条において同じ。） 複数の債券関連店頭デリバティブ取引

(iii) Bond Certificate-Related Over-the-Counter Derivatives Transaction (meaning a Securities-Related Over-the-Counter Transaction of Derivatives of which subject is Securities listed in Article 2, paragraph (1), items (i) through (v) of the Act (including Securities listed in item (xvii) of that paragraph which have the nature of Securities listed in items (i) through (v) of that paragraph), or Investment Corporation Bond Certificates or Foreign Investment Securities similar to Investment Corporation Bond Certificates, or any transaction similar thereto; hereinafter the same applies in this Article): multiple Bond Certificate-Related Over-the-Counter Derivatives Transactions; and

四 その他有価証券関連店頭デリバティブ取引（前三号に掲げる有価証券関連店頭デ

リバティ取引以外の有価証券関連店頭デリバティブ取引をいう。以下この条において同じ。) 複数のその他有価証券関連店頭デリバティブ取引

(iv) Other Securities-Related Over-the-Counter Transaction of Derivatives (meaning Securities-Related Over-the-Counter Transaction of Derivatives other than Securities-Related Over-the-Counter Transactions of Derivatives listed in the preceding three items; hereinafter the same applies in this Article): multiple Other Securities-Related Over-the-Counter Transactions of Derivatives.

17 第一項第二十九号及び前項の「約定時必要預託額」とは、次の各号に掲げる場合の区分に応じ、当該各号に定める額をいう。ただし、当該各号の有価証券関連店頭デリバティブ取引がこれらの取引に係るオプションが行使された場合に顧客が一定額の金銭を支払うこととなるものである場合において、当該取引について算出するときは、当該金銭の額をいう。

(17) The Required On-Contract Deposit Amount under paragraph (1), item (xxix) and the preceding paragraph means the amount specified in the following items according to the category of cases set forth in the respective items; provided, however, that in cases when the Currency-Related Derivatives Transaction set forth in that item is to pay the specified amount in cases when an option pertaining to these transactions is exercised, when calculating for the transaction, it means the amount of the money:

一 顧客が行おうとする個別株関連店頭デリバティブ取引のみについて算出する場合 当該個別株関連店頭デリバティブ取引の額（当該個別株関連店頭デリバティブ取引が法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）である場合にあっては、零。次項第一号において同じ。）に百分の二十を乗じて得た額

(i) when calculating only for an Individual Stock-Related Over-the-Counter Derivatives Transaction that the customer intends to conduct: the amount arrived at as the amount of such Individual Stock-Related Over-the-Counter Derivatives Transaction (if such Individual Stock-Related Over-the-Counter Derivatives Transaction is a transaction listed in Article 28, paragraph (8), item (iv), (c) of the Act (limited to such transaction wherein the customer will become the party acquiring the Option), zero; the same applies in item (i) of the following paragraph) multiplied by 20/100;

二 顧客が行おうとする株価指数関連店頭デリバティブ取引のみについて算出する場合 当該株価指数関連店頭デリバティブ取引の額（当該株価指数関連店頭デリバティブ取引が法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）である場合にあっては、零。次項第二号において同じ。）に百分の十を乗じて得た額

(ii) when calculating only for a Stock Price Index-Related Over-the-Counter Derivatives Transaction that the customer intends to conduct: the amount arrived at as the amount of such Stock Price Index-Related Over-the-Counter

Derivatives Transaction (if such Stock Price Index-Related Over-the-Counter Derivatives Transaction is a transaction listed in Article 28, paragraph (8), item (iv), (c) or (d) of the Act (limited to such transaction wherein the customer will become the party acquiring the Option), zero; the same applies in item (ii) of the following paragraph) multiplied by 10/100;

三 顧客が行おうとする債券関連店頭デリバティブ取引のみについて算出する場合 当該債券関連店頭デリバティブ取引の額（当該債券関連店頭デリバティブ取引が法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）である場合にあっては、零。次項第三号において同じ。）に百分の二を乗じて得た額

(iii) when calculating only for a Bond Certificate-Related Over-the-Counter Derivatives Transaction that the customer intends to conduct: the amount arrived at as the amount of such Bond Certificate-Related Over-the-Counter Derivatives Transaction (if such Bond Certificate-Related Over-the-Counter Derivatives Transaction is a transaction listed in Article 28, paragraph (8), item (iv), (c) or (d) of the Act (limited to such transaction wherein the customer will become the party acquiring the Option), zero; the same applies in item (iii) of the following paragraph) multiplied by 2/100;

四 顧客が行おうとするその他有価証券関連店頭デリバティブ取引のみについて算出する場合 当該その他有価証券関連店頭デリバティブ取引の額（当該その他有価証券関連店頭デリバティブ取引が法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）である場合にあっては、零。次項第四号において同じ。）に百分の二十を乗じて得た額

(iv) when calculating only for an Other Securities-Related Over-the-Counter Transaction of Derivatives that the customer intends to conduct: the amount arrived at as the amount of such Other Securities-Related Over-the-Counter Transaction of Derivatives (if such Other Securities-Related Over-the-Counter Transaction of Derivatives is a transaction listed in Article 28, paragraph (8), item (iv), (c) of the Act (limited to such transaction wherein the customer will become the party acquiring the Option), zero; the same applies in item (iv) of the following paragraph) multiplied by 20/100;

五 顧客が行おうとする個別株関連店頭デリバティブ取引と当該個別株関連店頭デリバティブ取引に係る契約を締結する時において行っている他の個別株関連店頭デリバティブ取引について一括して算出する場合 これらの個別株関連店頭デリバティブ取引の額の合計額から法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）に係る個別株関連店頭デリバティブ取引の額を減じて得た額に百分の二十を乗じて得た額

(v) when calculating in the aggregate for an Individual Stock-Related Over-the-Counter Derivatives Transaction that the customer intends to conduct and any other Individual Stock-Related Over-the-Counter Derivatives Transactions being conducted at the time of concluding the contract

pertaining to such Individual Stock-Related Over-the-Counter Derivatives Transaction: the amount arrived at as the total amount of those Individual Stock-Related Over-the-Counter Derivatives Transactions minus the amount of any Individual Stock-Related Over-the-Counter Derivatives Transactions pertaining to transactions listed in Article 28, paragraph (8), item (iv), (c) of the Act (limited to such transactions wherein the customer will become the party acquiring the Option) multiplied by 20/100;

六 顧客が行おうとする株価指数関連店頭デリバティブ取引と当該株価指数関連店頭デリバティブ取引に係る契約を締結する時において行っている他の株価指数関連店頭デリバティブ取引について一括して算出する場合 これらの株価指数関連店頭デリバティブ取引の額の合計額から法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）に係る株価指数関連店頭デリバティブ取引の額を減じて得た額に百分の十を乗じて得た額

(vi) when calculating in the aggregate for a Stock Price Index-Related Over-the-Counter Derivatives Transaction that the customer intends to conduct and any other Stock Price Index-Related Over-the-Counter Derivatives Transactions being conducted at the time of concluding the contract pertaining to such Stock Price Index-Related Over-the-Counter Derivatives Transaction: the amount arrived at as the total amount of those Stock Price Index-Related Over-the-Counter Derivatives Transactions minus the amount of any Stock Price Index-Related Over-the-Counter Derivatives Transactions pertaining to transactions listed in Article 28, paragraph (8), item (iv), (c) of the Act (limited to such transactions wherein the customer will become the party acquiring the Option) multiplied by 10/100;

七 顧客が行おうとする債券関連店頭デリバティブ取引と当該債券関連店頭デリバティブ取引に係る契約を締結する時において行っている他の債券関連店頭デリバティブ取引について一括して算出する場合 これらの債券関連店頭デリバティブ取引の額の合計額から法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）に係る債券関連店頭デリバティブ取引の額を減じて得た額に百分の二を乗じて得た額

(vii) when calculating the aggregate for a Bond Certificate-Related Over-the-Counter Derivatives Transaction that the customer intends to conduct and any other Bond Certificate-Related Over-the-Counter Derivatives Transactions being conducted at the time of concluding the contract pertaining to such Bond Certificate-Related Over-the-Counter Derivatives Transaction: the amount arrived at as the total amount of those Bond Certificate-Related Over-the-Counter Derivatives Transactions minus the amount of any Bond Certificate-Related Over-the-Counter Derivatives Transactions pertaining to transactions listed in Article 28, paragraph (8), item (iv), (c) or (d) of the Act (limited to such transactions wherein the customer will become the party acquiring the Option) multiplied by 2/100;

and

八 顧客が行おうとするその他有価証券関連店頭デリバティブ取引と当該その他有価証券関連店頭デリバティブ取引に係る契約を締結する時に行っている他のその他有価証券関連店頭デリバティブ取引について一括して算出する場合 これらのその他有価証券関連店頭デリバティブ取引の額の合計額から法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）に係るその他有価証券関連店頭デリバティブ取引の額を減じて得た額に百分の二十を乗じて得た額

(viii) when calculating in the aggregate for an Other Securities-Related Over-the-Counter Transaction of Derivatives that the customer intends to conduct and any other Securities-Related Over-the-Counter Transactions of Derivatives being conducted at the time of concluding the contract pertaining to such Other Securities-Related Over-the-Counter Transaction of Derivatives: the amount arrived at as the total amount of those Other Securities-Related Over-the-Counter Transactions of Derivatives minus the amount of any Other Securities-Related Over-the-Counter Transactions of Derivatives pertaining to transactions listed in Article 28, paragraph (8), item (iv), (c) of the Act (limited to such transactions wherein the customer will become the party acquiring the Option) multiplied by 20/100.

18 第一項第三十号及び第十六項の「維持必要預託額」とは、次の各号に掲げる場合の区分に応じ、当該各号に定める額（当該額が当該各号の有価証券関連店頭デリバティブ取引に関し顧客が負担する債務の履行に必要な金銭の額を超える場合にあっては、当該金銭の額）をいう。ただし、当該各号の有価証券関連店頭デリバティブ取引がこれらの取引に係るオプションが行使された場合に顧客が一定額の金銭を支払うこととなるものである場合において、当該取引について算出するときは、当該金銭の額をいう。

(18) The Required Amount for Maintenance under paragraph (1), item (xxx) and paragraph (16) means the amount specified in the following items according to the category of cases set forth in the respective items (if such amount exceeds the amount of money required for the performance of the obligation owed by the customer in relation to the Securities-Related Over-the-Counter Transactions of Derivatives under the respective items, the amount of that money); provided, however, that in cases when the Currency-Related Derivatives Transaction set forth in that item is to pay the specified amount in cases when an option pertaining to these transactions is exercised, when calculating for the transaction, it means the amount of that money:

一 顧客が行う各個別株関連店頭デリバティブ取引ごとに算出する場合 当該各個別株関連店頭デリバティブ取引の額に百分の二十を乗じて得た額

(i) when calculating for each Individual Stock-Related Over-the-Counter Derivatives Transaction conducted by the customer: the amount arrived at as the amount of each such Individual Stock-Related Over-the-Counter

- Derivatives Transaction multiplied by 20/100;
- 二 顧客が行う各株価指数関連店頭デリバティブ取引ごとに算出する場合 当該各株価指数関連店頭デリバティブ取引の額に百分の十を乗じて得た額
- (ii) when calculating for each Stock Price Index-Related Over-the-Counter Derivatives Transaction conducted by the customer: the amount arrived at as the amount of each such Stock Price Index-Related Over-the-Counter Derivatives Transaction multiplied by 10/100;
- 三 顧客が行う各債券関連店頭デリバティブ取引ごとに算出する場合 当該各債券関連店頭デリバティブ取引の額に百分の二を乗じて得た額
- (iii) when calculating for each Bond Certificate-Related Over-the-Counter Derivatives Transaction conducted by the customer: the amount arrived at as the amount of each such Bond Certificate-Related Over-the-Counter Derivatives Transaction multiplied by 2/100;
- 四 顧客が行う各その他有価証券関連店頭デリバティブ取引ごとに算出する場合 当該各その他有価証券関連店頭デリバティブ取引の額に百分の二十を乗じて得た額
- (iv) when calculating for each Other Securities-Related Over-the-Counter Transaction of Derivatives conducted by the customer: the amount arrived at as the amount of each such Other Securities-Related Over-the-Counter Transaction of Derivatives multiplied by 20/100;
- 五 複数の個別株関連店頭デリバティブ取引について一括して算出する場合 当該複数の個別株関連店頭デリバティブ取引の額の合計額から法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）に係る個別株関連店頭デリバティブ取引の額を減じて得た額に百分の二十を乗じて得た額
- (v) when calculating in the aggregate for multiple Individual Stock-Related Over-the-Counter Derivatives Transactions: the amount arrived at as the total amount of such multiple Individual Stock-Related Over-the-Counter Derivatives Transactions minus the amount of any Individual Stock-Related Over-the-Counter Derivatives Transactions pertaining to transactions listed in Article 28, paragraph (8), item (iv), (c) or (d) of the Act (limited to such transactions wherein the customer will become the party acquiring the Option) multiplied by 20/100;
- 六 複数の株価指数関連店頭デリバティブ取引について一括して算出する場合 当該複数の株価指数関連店頭デリバティブ取引の額の合計額から法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）に係る株価指数関連店頭デリバティブ取引の額を減じて得た額に百分の十を乗じて得た額
- (vi) when calculating in the aggregate for multiple Stock Price Index-Related Over-the-Counter Derivatives Transactions: the amount arrived at as the total amount of such multiple Stock Price Index-Related Over-the-Counter Derivatives Transactions minus the amount of any Stock Price Index-Related



Over-the-Counter Derivatives Transactions pertaining to transactions listed in Article 28, paragraph (8), item (iv), (c) or (d) of the Act (limited to such transactions wherein the customer will become the party acquiring the Option) multiplied by 10/100;

七 複数の債券関連店頭デリバティブ取引について一括して算出する場合 当該複数の債券関連店頭デリバティブ取引の額の合計額から法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）に係る債券関連店頭デリバティブ取引の額を減じて得た額に百分の二を乗じて得た額

(vii) when calculating in the aggregate for multiple Bond Certificate-Related Over-the-Counter Derivatives Transactions: the amount arrived at as the total amount of such multiple Bond Certificate-Related Over-the-Counter Derivatives Transactions minus the amount of any Bond Certificate-Related Over-the-Counter Derivatives Transactions pertaining to transactions listed in Article 28, paragraph (8), item (iv), (c) or (d) of the Act (limited to such transactions wherein the customer will become the party acquiring the Option) multiplied by 2/100; and

八 複数のその他有価証券関連店頭デリバティブ取引について一括して算出する場合 当該複数のその他有価証券関連店頭デリバティブ取引の額の合計額から法第二十八条第八項第四号ハ又はニに掲げる取引（顧客がオプションを取得する立場の当事者になるものに限る。）に係るその他有価証券関連店頭デリバティブ取引の額を減じて得た額に百分の二十を乗じて得た額

(viii) when calculating in the aggregate for multiple Other Securities-Related Over-the-Counter Transactions of Derivatives: the amount arrived at as the total amount of such multiple Other Securities-Related Over-the-Counter Transactions of Derivatives minus the amount of any Other Securities-Related Over-the-Counter Transactions of Derivatives pertaining to transactions listed in Article 28, paragraph (8), item (iv), (c) or (d) of the Act (limited to such transactions wherein the customer will become the party acquiring the Option) multiplied by 20/100.

19 第十七項第五号から第八号まで又は前項第五号から第八号までに掲げる場合において、顧客が同一の有価証券又は有価証券指標（法第二条第八項第十一号イに規定する有価証券指標をいう。以下この項及び次項において同じ。）について有価証券の売付け等及び有価証券の買付け等を行っているときは、これらに係る個別株関連店頭デリバティブ取引の額、株価指数関連店頭デリバティブ取引の額、債券関連店頭デリバティブ取引の額又はその他有価証券関連店頭デリバティブ取引の額のうちいずれか少くない額を当該同一の有価証券又は有価証券指標に係る個別株関連店頭デリバティブ取引の額、株価指数関連店頭デリバティブ取引の額、債券関連店頭デリバティブ取引の額又はその他有価証券関連店頭デリバティブ取引の額とすることができる。

(19) If, in the cases listed in paragraph (17), items (v) through (viii), or items (v) through (viii) of the preceding paragraph, the customer has conducted the

Sales, etc. of Securities and the Purchase, etc. of Securities for the same Securities or Securities Indicator (meaning a Securities Indicator prescribed in Article 2, paragraph (8), item (xi), (a) of the Act; hereinafter the same applies in this paragraph and the following paragraph), the lesser amount of the amounts of the Individual Stock-Related Over-the-Counter Derivatives Transactions, the amounts of the Stock Price Index-Related Over-the-Counter Derivatives Transactions, the amounts of the Bond Certificate-Related Over-the-Counter Derivatives Transactions or the amounts of the Other Securities-Related Over-the-Counter Transactions of Derivatives pertaining thereto may be used as the amount of the Individual Stock-Related Over-the-Counter Derivatives Transactions, the amount of the Stock Price Index-Related Over-the-Counter Derivatives Transactions, the amount of the Bond Certificate-Related Over-the-Counter Derivatives Transactions or the amount of the Other Securities-Related Over-the-Counter Transactions of Derivatives pertaining to such same Securities or Securities Indicator.

20 前三項の「個別株関連店頭デリバティブ取引の額」、「株価指数関連店頭デリバティブ取引の額」、「債券関連店頭デリバティブ取引の額」又は「その他有価証券関連店頭デリバティブ取引の額」とは、次の各号に掲げる個別株関連店頭デリバティブ取引、株価指数関連店頭デリバティブ取引、債券関連店頭デリバティブ取引又はその他有価証券関連店頭デリバティブ取引の区分に応じ、当該各号に定める額をいう。

(20) An "amount of an Individual Stock-Related Over-the-Counter Derivatives Transaction", "amount of a Stock Price Index-Related Over-the-Counter Derivatives Transaction", "amount of a Bond Certificate-Related Over-the-Counter Derivatives Transaction" or "amount of an Other Securities-Related Over-the-Counter Transaction of Derivatives" in the preceding three paragraphs means the amount specified in the following items according to the category of Individual Stock-Related Over-the-Counter Derivatives Transaction, Stock Price Index-Related Over-the-Counter Derivatives Transaction, Bond Certificate-Related Over-the-Counter Derivatives Transaction or Other Securities-Related Over-the-Counter Transaction of Derivatives set forth in the respective items:

一 法第二十八条第八項第四号ハ又はニに掲げる取引以外の個別株関連店頭デリバティブ取引、株価指数関連店頭デリバティブ取引、債券関連店頭デリバティブ取引又はその他有価証券関連店頭デリバティブ取引 当該個別株関連店頭デリバティブ取引、株価指数関連店頭デリバティブ取引、債券関連店頭デリバティブ取引又はその他有価証券関連店頭デリバティブ取引に係る有価証券の価格又は有価証券指標の数値にその取引の件数又は数量を乗じて得た額

(i) Individual Stock-Related Over-the-Counter Derivatives Transaction, Stock Price Index-related Over-the-Counter Derivatives Transaction, Bond Certificate-Related Over-the-Counter Derivatives Transaction or Other Securities-Related Over-the-Counter Transaction of Derivatives other than

transactions listed in Article 28, paragraph (8), item (iv), (c) or (d) of the Act: an amount arrived at as the price of the Securities, or the figure of the Securities Indicator, pertaining to such Individual Stock-Related Over-the-Counter Derivatives Transaction, Stock Price Index-Related Over-the-Counter Derivatives Transaction, Bond Certificate-Related Over-the-Counter Derivatives Transaction or Other Securities-Related Over-the-Counter Transaction of Derivatives multiplied by the number or volume of those transactions; and

二 法第二十八条第八項第四号ハ又はニに掲げる取引 同号ハ又はニに規定する権利を行使することにより成立する同号ハ（１）若しくは（２）に掲げる取引又は同号ニに規定する取引に係る有価証券の価格又は有価証券指標の数値にその取引の件数又は数量を乗じて得た額

(ii) transaction listed in Article 28, paragraph (8), item (iv), (c) or (d) of the Act: the amount arrived at as the price of the Securities, or the figure of the Securities Indicator, pertaining to the transaction listed in (c), 1. or (c), 2. of that item or the transaction prescribed in (d) of that item effected by exercising the right prescribed in (c) or (d) of that item multiplied by the number or volume of that transaction.

2 1 第十九項の「有価証券の売付け等」とは、次に掲げる取引をいう。

(21) "Sales, etc. of Securities" under paragraph (19) mean the following transaction:

一 有価証券の売付け

(i) a sales of Securities; or

二 法第二十八条第八項第四号ロに掲げる取引（有価証券現実数値（同項第三号ロに規定する有価証券現実数値をいう。次項第二号において同じ。）が有価証券約定数値（同条第八項第三号ロに規定する有価証券約定数値をいう。次項第二号において同じ。）を上回った場合に金銭を支払う立場の当事者となるものに限る。）

(ii) a transaction listed in Article 28, paragraph (8), item (iv), (b) of the Act (limited to a such transaction wherein the customer will become the party paying money when the Actual Figure for Securities (meaning an Actual Figure for Securities prescribed in item (iii), (b) of that paragraph; the same applies in item (ii) of the following paragraph) exceeds the Agreed Figure for Securities (meaning an Agreed Figure for Securities prescribed in paragraph (8), item (iii), (b) of that Article; the same applies in item (ii) of the following paragraph)).

2 2 第十九項の「有価証券の買付け等」とは、次に掲げる取引をいう。

(22) A "Purchase, etc. of Securities" under paragraph (19) means the following transaction:

一 有価証券の買付け

(i) a purchase of Securities; or

二 法第二十八条第八項第四号ロに掲げる取引（有価証券現実数値が有価証券約定数

値を上回った場合に金銭を受領する立場の当事者となるものに限る。)

- (ii) a transaction listed in Article 28, paragraph (8), item (iv), (b) of the Act (limited to such transaction wherein the customer will become the party receiving money when the Actual Figure for Securities exceeds the Agreed Figure for Securities).

(事故)

(Problematic Conduct)

第百十八条 法第三十九条第三項に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 118 The cases to be specified by Cabinet Office Order as referred to in Article 39, paragraph (3) of the Act are as follows:

- 一 有価証券売買取引等（法第三十九条第一項第一号に規定する有価証券売買取引等をいい、有価証券等清算取次ぎを除く。イにおいて同じ。）につき、金融商品取引業者等の代表者、代理人、使用人その他の従業者（以下「代表者等」という。）が、当該金融商品取引業者等の業務に関し、次に掲げる行為を行うことにより顧客に損失を及ぼしたもの

- (i) cases when a representative, agent, employee or any other worker of a Financial Instruments Business Operator, etc. (hereinafter referred to as the "Representative, etc."), in connection with the Purchase and Sale or Other Transaction of Securities, etc. (meaning the Purchase and Sale or Other Transaction of Securities, etc. prescribed in Article 39, paragraph (1), item (i) of the Act, and excluding the Brokerage for Clearing of Securities; the same applies in (a)), has conducted any of the following acts in relation to the business of the Financial Instruments Business Operator, etc., and thereby has caused any loss to a customer:

イ 顧客の注文の内容について確認しないで、当該顧客の計算により有価証券売買取引等を行うこと。

- (a) an act of conducting a Purchase and Sale or Other Transaction of Securities, etc. on the customer's account, without confirming the contents of the customer's order;

ロ 次に掲げるものについて顧客を誤認させるような勧誘をすること。

- (b) an act of soliciting a customer in a manner which would lead the customer to misunderstand any of the following matters:

(1) 有価証券等（法第三十九条第一項第一号に規定する有価証券等をいう。）の性質

1. the nature of the Securities, etc. (meaning the Securities, etc. prescribed in Article 39, paragraph (1), item (i) of the Act);

(2) 取引の条件

2. the conditions of the transaction;

(3) 金融商品の価格若しくはオプションの対価の額の騰貴若しくは下落、法

第二条第二十一項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）若しくは同条第二十二項第二号に掲げる取引の約定数値若しくは現実数値の上昇若しくは低下、同条第二十一項第四号若しくは第四号の二若しくは同条第二十二項第五号に掲げる取引の当該取引に係る金融指標の上昇若しくは低下若しくは金融商品の価格の騰貴若しくは下落又は同条第二十一項第五号イ若しくはロ若しくは同条第二十二項第六号イ若しくはロに掲げる事由の発生の有無

3. information as to whether there occurred any appreciation or decline in the price of Financial Instruments or the amount of consideration of Options; information as to whether there occurred any increase or decrease in the Agreed Figure or the Actual Figure under a transaction specified in Article 2, paragraph (21), item (ii) of the Act (including Foreign Market Derivatives Transactions similar thereto) or a transaction specified in Article 2, paragraph (22), item (ii) of the Act; information as to whether there occurred any increase or decrease in Financial Indicators or any appreciation or decline in prices of Financial Instruments, in regard to the transactions specified in Article 2, paragraph (21), item (iv) or (iv)-2 or Article 2, paragraph (22), item (v) of the Act; or, information as to whether there occurred any event specified in Article 2, paragraph (21), item (v), (a) or (b) or Article 2, paragraph (22), item (vi), (a) or (b) of the Act, in regard to the transaction specified in Article 2, paragraph (21), item (v) or Article 2, paragraph (22), item (vi) of the Act;

ハ 顧客の注文の執行において、過失により事務処理を誤ること。

(c) to erroneously handle its affairs in the course of executing the customer's orders due to any negligence;

ニ 電子情報処理組織の異常により、顧客の注文の執行を誤ること。

(d) to erroneously execute the customer's orders, due to any disorder in the Electronic data processing system; or

ホ その他法令に違反する行為を行うこと。

(e) to commit any other act in violation of the laws and regulations;

二 投資助言業務又は投資運用業に関し、次に掲げる行為を行うことにより顧客又は権利者（法第四十二条第一項に規定する権利者をいう。）に損失を及ぼしたもの

(ii) the cases of conducting any of the following acts in connection with the Investment Advisory Business or the Investment Management Business, and thereby causing any loss to a customer or a Right Holder (meaning the Right Holder prescribed in Article 42, paragraph (1) of the Act):

イ 過失又は電子情報処理組織の異常により事務処理を誤ること。

(a) to erroneously handle its affairs due to negligence or any disorder in the Electronic data processing system;

ロ 任務を怠ること。

(b) to neglect performance of its duties; or

ハ その他法令又は投資顧問契約若しくは法第四十二条の三第一項各号に掲げる契約その他の法律行為に違反する行為を行うこと。

(c) to commit any other act in violation of the laws and regulations, or in violation of an Investment Advisory Contract, a contract specified in the items of Article 42-3, paragraph (1) of the Act or any other a juridical act.

(事故の確認を要しない場合)

(Cases Exempted from Requirement of Confirmation of Problematic Conduct)

第百十九条 法第三十九条第三項ただし書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 119 (1) The cases to be specified by Cabinet Office Order as referred to in Article 39, paragraph (3) of the Act are as follows:

一 裁判所の確定判決を得ている場合

(i) cases when a final and binding judgment has been issued by the court;

二 裁判上の和解（民事訴訟法（平成八年法律第九号）第二百七十五条第一項に定めるものを除く。）が成立している場合

(ii) cases when a judicial settlement (excluding the judicial settlement under Article 275, paragraph (1) of the Code of Civil Procedures (Act No. 109 of 1996)) has been reached;

三 民事調停法（昭和二十六年法律第二百二十二号）第十六条に規定する調停が成立している場合又は同法第十七条の規定により裁判所の決定が行われ、かつ、同法第十八条第一項に規定する期間内に異議の申立てがない場合

(iii) cases when a conciliation as prescribed in Article 16 of the Civil Conciliation Act (Act No. 222 of 1951) has been reached; or cases when a court order has been issued pursuant to the provisions of Article 17 of that Act, in which case no objection was filed within the period specified in Article 18, paragraph (1) of that Act;

四 金融商品取引業協会若しくは認定投資者保護団体のあっせん（法第七十七条の二第一項（法第七十八条の七及び第七十九条の十三において準用する場合を含む。）に規定するあっせんをいう。第二百七十七条第一項第四号において同じ。）又は指定紛争解決機関（令第十九条の七各号に掲げる指定を受けた者を含む。第二百七十七条第一項第四号において同じ。）の紛争解決手続による和解が成立している場合

(iv) cases when a settlement has been reached through mediation (meaning a mediation as prescribed in Article 77-2, paragraph (1) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 78-7 and Article 79-13 of the Act); the same applies in Article 277, paragraph (1), item (iv)) by a Financial Instruments Firms Association or a Certified Investor Protection Organization, or Dispute Resolution Procedures by a Designated Dispute Resolution Organization (including a person holding a designation

listed in the items of Article 19-7 of the Order; the same applies in Article 277, paragraph (1), item (iv));

五 弁護士法第三十三条第一項に規定する会則若しくは当該会則の規定により定められた規則に規定する機関におけるあっせんによる和解が成立している場合又は当該機関における仲裁手続による仲裁判断がされている場合

(v) cases when a settlement has been reached through mediation before an organization as prescribed in the Bar Association Rules under Article 33, paragraph (1) of the Attorney Act or in any other rules specified under such Bar Association Rules, or if an arbitral award under arbitration procedure conducted before such organization has been issued;

六 消費者基本法第十九条第一項若しくは第二十五条に規定するあっせんによる和解が成立している場合又は同条に規定する合意による解決が行われている場合

(vi) cases when a settlement has been reached through mediation as prescribed in Article 19, paragraph (1) or Article 25 of the Consumer Basic Act, or if a resolution based on an agreement prescribed in that Article has been conducted;

七 認証紛争解決事業者（裁判外紛争解決手続の利用の促進に関する法律（平成十六年法律第百五十一号）第二条第四号に規定する認証紛争解決事業者をいい、有価証券売買取引等（法第三十九条第一項第一号に規定する有価証券売買取引等をいう。）に係る紛争が裁判外紛争解決手続の利用の促進に関する法律第六条第一号に規定する紛争の範囲に含まれるものに限る。）が行う認証紛争解決手続（同法第二条第三号に規定する認証紛争解決手続をいう。第二百七十七条第一項第七号において同じ。）による和解が成立している場合

(vii) cases when a settlement has been reached through a Certified Dispute Resolution Procedure (meaning the certified dispute resolution procedure prescribed in Article 2, item (iii) of the Act on Promotion of Use of Alternative Dispute Resolution (Act No. 151 of 2004); the same applies in Article 277, paragraph (1), item (vii)) carried out by a Certified Dispute Resolution Business Operator (meaning a certified dispute resolution business operator as prescribed in Article 2, item (iv) of that Act, and limited to cases when the dispute pertaining to the Purchase and Sale or Other Transaction of Securities, etc. (meaning the Purchase and Sale or Other Transaction of Securities, etc. prescribed in Article 39, paragraph (1), item (i) of the Act) falls within the scope of the disputes as referred to in Article 6, item (i) of the Act on Promotion of Use of Alternative Dispute Resolution);

八 和解が成立している場合であって、次に掲げる要件の全てを満たす場合

(viii) cases when a settlement has been reached, and where such settlement fulfills all of the following requirements:

イ 当該和解の手続について弁護士又は司法書士（司法書士法（昭和二十五年法律第百九十七号）第三条第一項第七号に掲げる事務を行う者に限る。次号において同じ。）が顧客を代理していること。

- (a) that an attorney or a judicial scrivener (limited to such person that provides the services specified in Article 3, paragraph (1), item (vii) of the Judicial Scriveners Act (Act No. 197 of 1950); the same applies in the following item) has acted as the customer's counsel in connection with the relevant settlement procedures;
- ロ 当該和解の成立により金融商品取引業者等が顧客に対して支払をすることとなる額が千万円（イの司法書士が代理する場合にあっては、司法書士法第三条第一項第七号に規定する額）を超えないこと。
- (b) that the amount payable by the Financial Instruments Business Operator, etc. to the customer due to effectuation of such settlement does not exceed ten million yen (in cases when the judicial scrivener set forth in (a) acted as the counsel, the amount specified in Article 3, paragraph (1), item (vii) of the Judicial Scriveners Act); and
- ハ ロの支払が事故（法第三十九条第三項に規定する事故をいう。以下この条から第二百二十一条までにおいて同じ。）による損失の全部又は一部を補填するために行われるものであることをイの弁護士又は司法書士が調査し、確認したことを証する書面が金融商品取引業者等に交付されていること。
- (c) that a document evidencing that the attorney or judicial scrivener set forth in (a) has verified and confirmed that the purpose of the payment under (b) was compensation for all or part of the losses arising from Problematic Conduct (meaning Problematic Conduct as prescribed in Article 39, paragraph (3) of the Act; hereinafter the same applies in this Article through Article 121) has been delivered to the Financial Instruments Business Operator, etc.;
- 九 事故による損失について、金融商品取引業者等と顧客との間で顧客に対して支払をすることとなる額が定まっている場合であって、次に掲げる要件の全てを満たす場合（前各号に掲げる場合を除く。）
- (ix) cases when the amount payable to the customer with respect to losses arising from a Problematic Conduct has been specified by and between the Financial Instruments Business Operator and the customer, and if all of the following requirements are met (excluding the cases listed in the foregoing items):
- イ 金融商品取引業者等が顧客に対して支払をすることとなる額が千万円（ロに規定する委員会が司法書士である委員のみにより構成されている場合にあっては、司法書士法第三条第一項第七号に規定する額）を超えないこと。
- (a) that the amount payable by the Financial Instruments Business Operator, etc. to the customer does not exceed ten million yen (in cases when the committee prescribed in (b) consists only of members that are judicial scriveners, the amount specified in Article 3, paragraph (1), item (vii) of the Judicial Scriveners Act); and
- ロ イの支払が事故による損失を補填するために行われるものであることが、金融



商品取引業協会の内部に設けられた委員会（金融商品取引業協会により任命された複数の委員（事故に係る金融商品取引業者等及び顧客と特別の利害関係のない弁護士又は司法書士である者に限る。）により構成されるものをいう。）において調査され、確認されていること。

(b) that the fact that the payment under (a) is made for the purpose of compensating for losses arising from a Problematic Conduct has been investigated and confirmed by a committee set up within a Financial Instruments Firms Association (meaning such committee that consists of multiple members appointed by the Financial Instruments Firms Association (limited to such persons that are attorneys or judicial scriveners that have no special interest in the Financial Instruments Business Operator, etc. and the customer pertaining to the Problematic Conduct));

十 金融商品取引業者等の代表者等が前条第一号イからホまでに掲げる行為により顧客に損失を及ぼした場合で、一日の取引において顧客に生じた損失について顧客に対して申し込み、約束し、又は提供する財産上の利益が十万円に相当する額を上回らないとき（前各号に掲げる場合を除く。）。

(x) cases when the Representative, etc. of the Financial Instruments Business Operator, etc. has caused any loss to its customer due to any act specified in item (i), (a) through (e) of the preceding Article, and if the amount of the property benefit offered, promised or provided to a customer in relation to the loss suffered by the customer in a daily trading does not exceed the amount equivalent to 100 thousand yen (excluding the cases listed in the foregoing items); and

十一 金融商品取引業者等の代表者等が前条第一号ハ又はニに掲げる行為により顧客に損失を及ぼした場合（法第四十六条の二、第四十七条若しくは第四十八条に規定する帳簿書類又は顧客の注文の内容の記録により事故であることが明らかである場合限り、第一号から第九号までに掲げる場合を除く。）

(xi) cases when the Representative, etc. of the Financial Instruments Business Operator, etc. has caused any loss to its customers due to any act specified in item (i), (c) or (d) of the preceding Article (limited to cases when it is obvious from the description of books and documents set forth in Article 46-2, Article 47 or Article 48 of the Act or the record of the contents of the customer's orders that the act falls under Problematic Conduct and excluding the cases listed in items (i) through (ix)).

2 前項第十号の利益は、前条第一項第一号イからホまでに掲げる行為の区分ごとに計算するものとする。この場合において、同号ハ又はニに掲げる行為の区分に係る利益の額については、前項第十一号に掲げる場合において申し込み、約束し、又は提供する財産上の利益の額を控除するものとする。

(2) The benefit set forth in item (x) of the preceding paragraph is to be calculated by the categories of the acts specified in paragraph (1), item (i), (a) through (e)

of the preceding Article. In this case, in calculating the amount of benefit pertaining to the categories of the acts specified in (c) or (d) of that item, the amount of property benefit offered, promised or provided in the case referred to in item (xi) of the preceding paragraph is to be deducted.

- 3 金融商品取引業者等は、第一項第九号から第十一号までに掲げる場合において、法第三十九条第三項ただし書の確認を受けずに、顧客に対し、財産上の利益を提供する旨を申し込み、若しくは約束し、又は財産上の利益を提供したときは、その申込み若しくは約束又は提供をした日の属する月の翌月末日までに、第二百一十一条各号に掲げる事項を、当該申込み若しくは約束又は提供に係る事故の発生した本店その他の営業所又は事務所の所在地を管轄する財務局長（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つては福岡財務支局長、国内に営業所又は事務所を有しない場合にあつては関東財務局長。第二百一十条において同じ。）に報告しなければならない。

- (3) In the case referred to in paragraph (1), items (ix) through (xi), and if a Financial Instruments Business Operator, etc. has offered or promised to provide, or has provided any property benefit to the customer, without obtaining confirmation as set forth in the proviso to Article 39, paragraph (3) of the Act, it must, no later than the last day of the month immediately after the month containing the day of such offer, promise or provision, report the matters specified in the items of Article 121 to the Director-General of a Local Finance Bureau with jurisdiction over the location of the head office, or any other business office or office if the Problematic Conduct pertaining to such offer, promise or provision took place (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when such business operator has no business office or any other office in Japan, to the Director-General of the Kanto Finance Bureau; the same applies in Article 120).

（損失補填の禁止の適用除外）

(Exemption of Prohibition of Compensation of Losses)

- 第百十九条の二 法第三十九条第四項に規定する内閣府令で定める投資信託は、投資信託及び投資法人に関する法律施行規則第二十五条第二号に規定する公社債投資信託（計算期間が一日のものに限る。）であつて、顧客と金融商品取引業者等との間で行われる有価証券の売買その他の取引に係る金銭の授受の用に供することを目的としてその受益権が取得され、又は保有されるものとする。

- Article 119-2 The Investment Trust to be specified by Cabinet Office Order as referred to in Article 39, paragraph (4) of the Act is a Bond Investment Trust provided in Article 25, item (ii) of Regulation for Enforcement of Act on Investment Trusts and Investment Corporations (limited to the Bond Investment Trust of which accounting period is one day), for which beneficial interest is acquired or held for the purpose of providing it for paying or receiving money in the purchase and sale of Securities or any other

transactions between a customer and a Financial Instruments Business Operator, etc.

(事故の確認の申請)

(Applying for Confirmation of Problematic Conduct)

第百二十条 法第三十九条第三項ただし書の確認を受けようとする者は、同条第七項の規定による申請書及びその添付書類の正本一通並びにこれらの写し一通を、当該確認に係る事故の発生した本店その他の営業所又は事務所の所在地を管轄する財務局長に提出しなければならない。

Article 120 A person that intends to obtain the confirmation set forth in the proviso to Article 39, paragraph (3) of the Act must submit to the Director-General of a Local Finance Bureau with jurisdiction over the location of the head office, or any other business office or office if the Problematic Conduct pertaining to such confirmation took place one original of the written application set forth in paragraph (7) of that Article and the documents attached thereto, as well as one copy thereof.

(確認申請書の記載事項)

(Matters to Be Stated in Applications for Confirmation)

第百二十一条 法第三十九条第七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 121 The matters to be specified by Cabinet Office Order as referred to in Article 39, paragraph (7) of the Act are as follows:

一 金融商品取引業者等の商号、名称又は氏名及び登録番号

(i) the trade name or name, and the registration number of the Financial Instruments Business Operator, etc.;

二 事故の発生した本店その他の営業所又は事務所の名称及び所在地

(ii) the name and location of the head office, or any other business office or office if the Problematic Conduct took place;

三 確認を受けようとする事実に関する次に掲げる事項

(iii) the following matters in relation to the fact for which confirmation is sought:

イ 事故となる行為に関係した代表者等の氏名又は部署の名称

(a) the name the Representative, etc. or the section which was involved in the act which falls under the Problematic Conduct;

ロ 顧客の氏名及び住所（法人にあっては、商号又は名称、主たる営業所又は事務所の所在地並びに代表者の氏名）

(b) the name and address of the customer (in cases when the customer is a corporation, its trade name or name, the location of its principal business office or principal office, and the name of the representative thereof);

ハ 事故の概要

- (c) an outline of the Problematic Conduct;  
ニ 補填に係る顧客の損失が事故に起因するものである理由
- (d) details of the reasons which prove that the customer's loss which is to be compensated for results from the Problematic Conduct; and  
ホ 申込み若しくは約束又は提供をしようとする財産上の利益の額
- (e) the amount of property benefit to be offered, promised or provided;
- 四 その他参考となるべき事項
- (iv) any other matters which would serve as reference information.

(確認申請書の添付書類)

**(Documents to Be Attached to Applications for Confirmation)**

第百二十二条 法第三十九条第七項に規定する内閣府令で定めるものは、顧客が前条各号に掲げる事項の内容を確認したことを証明する書類その他参考となるべき資料とする。

Article 122 (1) The documents to be specified by Cabinet Office Order as referred to in Article 39, paragraph (7) of the Act are the documents evidencing that the customer has confirmed the details of the matters listed in the items of the preceding Article, and any other material which would serve as reference information.

2 前項の規定は、法第三十九条第七項の規定による申請書が同条第一項第二号の申込みに係るものである場合には、適用しない。

(2) The provisions of the preceding paragraph do not apply to cases when the written application under Article 39, paragraph (7) of the Act pertains to the application set forth in item (ii), paragraph (1) of that Article.

(業務の運営の状況が公益に反し又は投資者の保護に支障を生ずるおそれがあるもの)

**(Circumstances Where the State of the Operation of Business Is Likely to Go Against Public Interest or Compromise the Protection of Investors)**

第百二十三条 法第四十条第二号に規定する内閣府令で定める状況は、次に掲げる状況とする。

Article 123 (1) The circumstances to be specified by Cabinet Office Order as referred to in Article 40, item (ii) of the Act are as follows:

一 あらかじめ顧客の注文の内容を確認することなく、頻繁に当該顧客の計算において有価証券の売買その他の取引又はデリバティブ取引等（有価証券等清算取次ぎを除く。）をしている状況

(i) where the Financial Instruments Business Operator, etc. frequently conducts the purchase and sale or any other transaction of Securities or Derivative Transactions, etc. (excluding Brokerage for Clearing of Securities, etc.) on the customer's account, without confirming the contents of the customer's order in advance;

二 不特定かつ多数の投資者を勧誘して有価証券の売買又はデリバティブ取引についての委任を受けている者（法令に準拠して金融商品取引行為を行う者を除く。）から、当該投資者の計算において行う取引であることを知りながら、あらかじめ当該投資者の意思を確認することなく有価証券の売買又はデリバティブ取引の受託等をしている状況

(ii) where the Financial Instruments Business Operator, etc. makes an Acceptance of Entrustment, etc. of the purchase and sale of Securities or Derivative Transactions from a person having been entrusted with the purchase and sale of the Securities or Derivative Transactions through the solicitation of unspecified and many investors (excluding a person conducting acts that constitute Financial Instruments Transactions in compliance with the laws and regulations), knowing that such transactions are to be conducted on such investors' accounts, and without confirming such investors' intentions in advance;

三 著しく不相当と認められる数量、価格その他の条件により、有価証券の引受けを行っている状況

(iii) where the Financial Instruments Business Operator, etc. conducts the Underwriting of Securities under the conditions such as quantity, price and others, which are deemed to be extremely inappropriate;

四 有価証券の元引受けを行う場合において、発行者の財務状況、経営成績その他引受けの適否の判断に資する事項の適切な審査を行っていないものと認められる状況

(iv) where the Financial Instruments Business Operator, etc. conducts the Wholesale Underwriting of Securities, and if it is found that that such Financial Instruments Business Operator, etc. has not carried out an appropriate examination of the Issuer's financial status, business performance or any other information which would facilitate a judgment on the appropriateness of the Underwriting;

五 その取り扱う法人関係情報に関する管理又は顧客の有価証券の売買その他の取引等に関する管理について法人関係情報に係る不公正な取引の防止を図るために必要かつ適切な措置を講じていないと認められる状況

(v) where it is found that the Financial Instruments Business Operator, etc., in connection with the management of the Corporate Information it handles or the management of the customer's Purchase and Sale or Other Transactions of Securities, etc., has not implemented the measures necessary and appropriate for the prevention of unfair transactions based on the Corporate Information;

六 その取り扱う個人である顧客に関する情報の安全管理、従業員の監督及び当該情報の取扱いを委託する場合には、その委託先の監督について、当該情報の漏えい、滅失又は毀損の防止を図るために必要かつ適切な措置を講じていないと認められる状況

(vi) where it is found that the Financial Instruments Business Operator, etc.,

in connection with the security management and supervision of workers in regard to information on the individual customers it handles, and the supervision of the entrusted party if the handling of the information is to be entrusted, has not taken the measures necessary and appropriate for the prevention of the leaking, destruction or loss of such information;

七 その取り扱う個人である顧客に関する人種、信条、門地、本籍地、保健医療又は犯罪経歴についての情報その他業務上知り得た公表されていない特別の情報を、適切な業務の運営の確保その他必要と認められる目的以外の目的のために利用しないことを確保するための措置を講じていないと認められる状況

(vii) where it is found that the Financial Instruments Business Operator, etc. has not implemented measures to ensure that the information it handles regarding the individual customer's race, creed, family origin, registered domicile, health and medical care or criminal records, or any other undisclosed and special information which may come to its knowledge in the course of the business, will not be used for any purpose other than the assurance of the proper operation of the business or any other purpose as may be deemed necessary;

八 顧客の有価証券の売買その他の取引等に関し、受渡状況その他の顧客に必要な情報を適切に通知していないと認められる状況

(viii) where, in connection with the customer's Purchase and Sale or Other Transactions of Securities, etc., it is found that the Financial Instruments Business Operator, etc. has not properly informed the customer of the information necessary for such customer, such as delivery status and other matters;

九 投資信託受益証券等（投資信託及び投資法人に関する法律に規定する投資信託若しくは外国投資信託の受益証券（第六十五条第二号イからハまでに掲げるもの及びこれらと同様の性質を有するものを除く。）、投資証券又は外国投資証券で投資証券に類する証券をいい、金融商品取引所に上場されているもの及び店頭売買有価証券に該当するものを除く。以下この号及び第二百八十一条第六号において同じ。）の乗換え（現に保有している投資信託受益証券等に係る投資信託契約の一部解約若しくは投資口の払戻し又は投資信託受益証券等の売付け若しくはその委託等を伴う投資信託受益証券等の取得又は買付け若しくはその委託等をいう。以下この号及び同条第六号において同じ。）を勧誘するに際し、顧客（特定投資家を除く。次号において同じ。）に対して、当該乗換えに関する重要な事項について説明を行っていない状況

(ix) where, in connection with the solicitation for a rollover (meaning the acquisition or purchase of Investment Trust Beneficiary Certificates, etc. or Entrustment, etc. therefor, which accompanies the partial cancellation of or refund of Investment Equity under an Investment Trust Agreement for the Investment Trust Beneficiary Certificates, etc. currently held, or which accompanies the sale of Investment Trust Beneficiary Certificates, etc.

currently held or Entrustment, etc. therefor; hereinafter the same applies in this item and Article 281, item (vi)) of the Investment Trust Beneficiary Certificates, etc. (meaning the Beneficiary Certificates of Investment Trust or Foreign Investment Trust prescribed in the Act on Investment Trust and Investment Corporations (excluding the Beneficiary Certificates specified in Article 65, item (ii), (a) through (c) of this Cabinet Office Order and those of a similar nature), Investment Securities, or Foreign Investment Securities similar to the Investment Securities, and excluding those which have been listed on the Financial Instruments Exchange or which fall under the category of the Over-the-Counter Traded Securities; hereinafter the same applies in this item and Article 281, item (vi)), the Financial Instruments Business Operator, etc. has not provided a customer (excluding a Professional Investor; hereinafter the same applies in the following item) with an explanation on the important matters with regard to such rollover;

十 金融商品取引業者が、法第二条第八項第七号イに掲げる有価証券（当該有価証券に表示されるべき権利であって、同条第二項の規定により有価証券とみなされるものを含む。）に係る同号に掲げる行為又は当該有価証券の転売を目的としない買取りその他これに類する行為を行い、当該行為に関して、当該有価証券に係る顧客の応募代金若しくは売却代金又は当該有価証券に係る投資信託の解約金、収益金若しくは償還金の預託を受ける場合において、当該預託を受けた金銭について、法第四十三条の二第二項に規定する方法に準じた方法により、当該金融商品取引業者が金融商品取引業を廃止した場合その他金融商品取引業を行わないこととなった場合に当該顧客に返還すべき額に相当する金銭を管理することを目的として、国内において、信託会社又は信託業務を営む金融機関に信託をしていない状況

(x) where, when the Financial Instruments Business Operator conducts any act specified in Article 2, paragraph (8), item (vii) of the Act in relation to the Securities specified in (a) of that item (including the rights to be indicated on the Securities which are regarded as the Securities pursuant to the provisions of paragraph (2) of that Article), the purchase of the Securities if there is no intention to resell or any other acts similar thereto, and if, in connection with any of the aforementioned acts, it receives from the customer a deposit for the subscription payment or sales value pertaining to the Securities, or of the cancellation payment, earnings or redemption under the Investment Trust pertaining to such Securities, it has not entrusted the money so deposited with a trust company or a financial institution engaged in trust business in Japan, by the means equivalent to that specified in Article 43-2, paragraph (2) of the Act, for purpose of the management of money in an amount equivalent to the amount to be refunded to the customer in the case of discontinuation by the Financial Instruments Business Operator of its Financial Instruments Business or in any other case of the discontinuation of its business;

十一 法第二条第八項第八号又は第九号に掲げる行為により同条第一項第五号に掲げる有価証券又は同項第十七号に掲げる有価証券（同項第一号から第五号までのいずれかに掲げる有価証券の性質を有するものに限る。）を取得させ、又は売り付けようとする際に、これらの有価証券の取得又は買付けの申込みの期間中に生じた投資判断に影響を及ぼす重要な事象について、個人である顧客（特定投資家を除く。）に対して説明を行っていない状況

(xi) where the Financial Instruments Business Operator, etc. intends to have others acquire, or to sell the Securities specified in Article 2, paragraph (1), item (v) of the Act or item (xvii) of that paragraph (limited to those which have the nature of the Securities specified in any of Article 2, paragraph (1), items (i) through (v) of the Act) through an act specified in Article 2, paragraph (8), item (viii) or (ix) of the Act, and where it has not provided an individual customer (excluding a Professional Investor) with an explanation on any material circumstances affecting the customer's Investment Decision which took place during the period for making an application for the acquisition or purchase of such Securities;

十二 取引所金融商品市場における上場金融商品等又は店頭売買有価証券市場における店頭売買有価証券の相場若しくは相場若しくは取引高に基づいて算出した数値を変動させ、若しくはくぎ付けし、固定し、若しくは安定させ、又は取引高を増加させることにより実勢を反映しない作為的なものを形成させるべき当該上場金融商品等若しくは当該店頭売買有価証券に係る買付け若しくは売付け若しくはデリバティブ取引又はこれらの申込み若しくは委託等若しくは受託等をする行為を防止するための売買管理が十分でないと思われる状況

(xii) where it is found that the Financial Instruments Business Operator, etc. has not established the trading management sufficient for prevention of making an application, Entrustment, etc. or Acceptance for Entrustment, etc. for the sale, purchase or Derivative Transactions pertaining to the Listed Financial Instruments, etc. traded on a Financial Instruments Exchange Market or the Over-the-Counter Traded Securities traded on an Over-the-Counter Securities Market, which may result in the formation of a manipulative quotation not reflecting actual market status through causing fluctuation, pegging, fixing or stabilizing the quotation thereof or a figure calculated based on a quotation or the transaction volumes thereof, or by increasing the transaction volumes thereof;

十三 金融商品取引業者等が第一種金融商品取引業又は第二種金融商品取引業として次に掲げる行為を行う場合において、当該行為が投資者の保護に欠け、取引の公正を害し、又は金融商品取引業等の信用を失墜させることとなることを防止するため十分な社内管理体制をあらかじめ整備していない状況

(xiii) where the Financial Instruments Business Operator, etc. conducts any of the following acts as a Type-I Financial Instruments Business or a Type-II Financial Instruments Business, and where it has not established in advance



an internal management system sufficient to ensure that the act would not result in insufficient protection for investors, harm to the fairness of transactions or cause a loss of confidence in the Financial Instruments Business, etc.:

イ 金融商品取引法第二条に規定する定義に関する内閣府令第十六条第一項第八号イ又はロに掲げる行為

(a) an act specified in Article 16, paragraph (1), item (viii), (a) or (b) of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act;

ロ 顧客から売買の別、銘柄及び数（デリバティブ取引にあつては、これらに相当する事項）について同意を得た上で、価格（デリバティブ取引にあつては、価格に相当する事項）については当該同意の時点における相場（当該同意の時点における相場がない場合には、当該同意の直近の時点における相場）を考慮して適切な幅を持たせた同意（ハにおいて「特定同意」という。）の範囲内で当該金融商品取引業者等が定めることができることを内容とする契約に基づき行う有価証券の売買又はデリバティブ取引

(b) the purchase and sale of Securities or Derivative Transactions conducted under a contract which provides that the Financial Instruments Business Operator, etc. obtains the customer's consent as to whether the type of transaction is purchase or sale, and the issues and the volumes (in the case of Derivatives Transactions, terms equivalent to these), and that the Financial Instruments Business Operator, etc. may determine the price (in the case of Derivatives Transactions, a term equivalent to the price), within such consented price with an appropriate range determined by taking into account the quotation at the time of such consent (in cases when there was no quotation at the time of the consent, the quotation as of the time immediately prior to such consent) (such consent is hereinafter referred to as the "Specific Consent" in (c));

ハ 顧客から売買の別、銘柄及び個別の取引の総額（デリバティブ取引にあつては、これらに相当する事項）並びに数又は価格（デリバティブ取引にあつては、これらに相当する事項）の一方について同意（価格については、特定同意を含む。）を得た上で、他方については当該金融商品取引業者等が定めることができることを内容とする契約に基づき行う有価証券の売買又はデリバティブ取引

(c) the purchase and sale of Securities or Derivative Transactions conducted under the contract which provides that the Financial Instruments Business Operator, etc. obtains the customer's consent as to whether the type of transaction is purchase or sale, the issues and the aggregate amount of respective transactions (in the case of Derivatives Transactions, the terms equivalent to these), and the consent (with regard to the price, including the Specific Consent) on either of the volumes or price (in the case of Derivatives Transactions, the terms equivalent to these), and that the

Financial Instruments Business Operator, etc. may determine either of the volume or price not having been consented to by the customer;

ニ 第一百十七条第一項第二十一号に規定する契約に基づき行う有価証券の売買又はデリバティブ取引

(d) the purchase and sale of Securities or Derivative Transactions to be conducted under the contract specified in Article 117, paragraph (1), item (xxi);

ホ 当該金融商品取引業者等の役員（役員が法人であるときは、その職務を行うべき社員を含む。）及び使用人の親族（配偶者並びに二親等内の血族及び姻族に限る。）から、売買の別、銘柄及び数（デリバティブ取引にあつては、これらに相当する事項）について同意を得た上で、価格（デリバティブ取引にあつては、価格に相当する事項）については当該金融商品取引業者等が定めることができることを内容とする契約に基づき行う有価証券の売買又はデリバティブ取引

(e) the purchase and sale of Securities or Derivative Transactions conducted under the contract which provides that the Financial Instruments Business Operator, etc. obtains consent from a relative (limited to a spouse, and relative by blood and relative through marriage within the second degree of kinship) of its Officer (in cases when the Officer is a corporation, including executive members thereof) or an employee as to whether the type of transaction is purchase or sale, the issues, and the volumes (in the case of Derivatives Transactions, the terms equivalent to these), and that the Financial Instruments Business Operator, etc. may determine the price (in the case of Derivatives Transactions, the term equivalent to the price);

十三の二 金融商品取引業者が適格投資家向け投資運用業を行う場合において、権利者（法第二条第八項第十二号イに掲げる契約の相手方である登録投資法人（投資信託及び投資法人に関する法律第二条第十三項に規定する登録投資法人をいう。）の投資主（同法第二条第十六項に規定する投資主をいう。）及び令第十五条の十の四各号に掲げる者を含む。以下この号において同じ。）又は権利者となろうとする者の属性の確認及び権利者の有価証券の売買その他の取引の動向の把握その他の方法により、適格投資家以外の者が権利者となることを防止するための必要かつ適切な措置を講じていないと認められる状況

(xiii)-2 where, in cases when the Financial Instruments Business Operator engages in Investment Management Business for Qualified Investors, it is found that necessary and appropriate measures to prevent a person other than a Qualified Investor from becoming the Right Holder are not taken by confirming the category of the Right Holder (including an Investor (meaning the Investor prescribed in Article 2, paragraph (16) of the Act on Investment Trust and Investment Corporations) of a Registered Investment Corporation that is a counterparty of the contract listed in Article 2, paragraph (8), item (xii) of the Act (meaning the Registered Investment Corporation prescribed in Article 2, paragraph (13) of that Act) and the person listed in each item of

Article 15-10-4 of the Order; hereinafter the same applies in this item) or a person that intends to be the Right Holder, understanding the trend of purchase and sale or other transactions of Securities of the Right Holder or other means;

十四 金融商品取引業等に係る電子情報処理組織の管理が十分でないと認められる状況（金融商品取引業等として高速取引行為を行う金融商品取引業者等にあつては、法第六十六条の五十七第一号に規定する状況を含む。）

(xiv) where the management of the electronic data processing system to be used for the Financial Instruments Business, etc. is found to be insufficient (for a Financial Instruments Business Operator, etc. engaged in High-Speed Trading as part of the Financial Instruments Business, etc., including the situations provided in Article 66-57, item (i) of the Act);

十五 委託を行った金融商品仲介業者の金融商品仲介業に係る法令に違反する行為を防止するための措置が十分でないと認められる状況

(xv) where the measures implemented for the prevention of any act in violation of laws and regulations pertaining to the Financial Instruments Intermediary Service of the entrusted Financial Instruments Intermediary Service Providers are found to be insufficient;

十六 委託を行った金融商品仲介業者の事故（第二百五十八条第三号に規定する事故をいう。）につき損失の補填を行うための適切な措置を講じていないと認められる状況

(xvi) where, in connection with Problematic Conduct (meaning Problematic Conduct as prescribed in Article 258, item (iii)) of the entrusted Financial Instruments Intermediary Service Provider, it is found that the Financial Instruments Business Operator, etc. has not implemented the appropriate measures for the compensation of losses;

十七 委託を行った金融商品仲介業者に顧客に対する金銭、有価証券又は商品（寄託された商品に関して発行された証券又は証書を含む。）の受渡しを行わせている状況

(xvii) where the Financial Instruments Business Operator, etc. causes the entrusted Financial Instruments Intermediary Service Provider to deliver money. Securities or Commodities (including instruments or certificates issued in relation to the deposited Commodities) to the customer;

十八 金融商品取引業者等が取得した顧客の財産に関する公表されていない情報その他の特別な情報（次に掲げるものを除く。）を、事前に顧客の書面による同意を得ることなく、当該金融商品取引業者等が委託を行う登録金融機関若しくは金融商品仲介業者に提供している状況又は金融商品取引業者等が委託を行った登録金融機関若しくは金融商品仲介業者から取得した顧客の財産に関する公表されていない情報その他の特別な情報（当該登録金融機関又は金融商品仲介業者が当該顧客の書面による同意を得ずに提供したものに限る。）を利用して有価証券の売買その他の取引等を勧誘している状況

(xviii) where the Financial Instruments Business Operator, etc. has provided to the Registered Financial Institution or Financial Instruments Intermediary Service Provider to which it entrusts services any unpublished information on a customer's property or any other special information (information specified in the following is excluded) which it has obtained, without obtaining a prior written consent from the customer; or if the Financial Instruments Business Operator, etc. solicits the Purchase and Sale or Other Transactions of Securities, etc. by the use of any unpublished information on a customer's property or any other special information acquired from the Registered Financial Institution or Financial Instruments Intermediary Service Provider to which it has entrusted services (limited to information provided by the Registered Financial Institution or Financial Instruments Intermediary Service Provider without obtaining the customer's written consent):

イ 当該登録金融機関又は金融商品仲介業者の金融商品仲介行為に係る情報

(a) information on the Intermediation for Financial Instruments performed by the Registered Financial Institution or the Financial Instruments Intermediary Service Provider;

ロ 当該登録金融機関又は金融商品仲介業者が金融商品仲介業に係る法令を遵守するために提供する必要があると認められる情報

(b) information which is deemed necessary to be provided so as to ensure compliance by the Registered Financial Institution or the Financial Instruments Intermediary Service Provider of the laws and regulations applicable to the Financial Instruments Intermediary Service;

ハ 第一百五十条第四号に規定する場合において、当該有価証券に係る手取金が当該借入金に係る債務の弁済に充てられる旨の情報

(c) in the case referred to in Article 150, item (iv), information to the effect that the proceeds from the Securities will be appropriated for payment of the debt pertaining to borrowing;

ニ 当該登録金融機関又は委託金融商品取引業者が対象規定（法第三十六条第二項、銀行法第十三条の三の二第一項（長期信用銀行法第十七条、協同組合による金融事業に関する法律第六条第一項、信用金庫法第八十九条第一項及び労働金庫法第九十四条第一項において準用する場合を含む。）、農林中央金庫法第五十九条の二の二第一項、中小企業等協同組合法第五十八条の五の二第一項、農業協同組合法第十一条の五の二第一項若しくは第十一条の十二の三第一項、水産業協同組合法第十一条の十三第一項（同法第九十二条第一項、第九十六条第一項及び第百条第一項において準用する場合を含む。）若しくは第十五条の九の三第一項（同法第九十六条第一項及び第百条の八第一項において準用する場合を含む。）、株式会社商工組合中央金庫法第二十八条の二第一項又は保険業法第百条の二の二第一項若しくは第百九十三条の二第一項の規定をいう。第二十四号ハにおいて同じ。）を遵守するために当該登録金融機関に提供する必要があると認められる情

報

- (d) information deemed necessary to provide to the Registered Financial Institution for the Registered Financial Institution or Entrusting Financial Instruments Business Operator to comply with the Applicable Provisions (meaning the provisions of Article 36, paragraph (2) of the Act, Article 13-3-2, paragraph (1) of the Banking Act (including cases when it is applied mutatis mutandis pursuant to Article 17 of the Long-Term Credit Bank Act, Article 6, paragraph (1) of the Act on Financial Businesses by Cooperative, Article 89, paragraph (1) of the Shinkin Bank Act and Article 94, paragraph (1) of the Labor Bank Act), Article 59-2-2, paragraph (1) of the Norinchukin Bank Act, Article 58-5-2, paragraph (1) of the Small and Medium-Sized Enterprise Cooperatives Act, Article 11-5-2, paragraph (1) or Article 11-12-3, paragraph (1) of the Agricultural Cooperatives Act, Article 11-13, paragraph (1) of the Fishery Cooperatives Act (including cases when it is applied mutatis mutandis pursuant to Article 92, paragraph (1), Article 96, paragraph (1) and Article 100, paragraph (1) of that Act) or Article 15-9-3, paragraph (1) of that Act (including cases when it is applied mutatis mutandis pursuant to Article 96, paragraph (1) and Article 100-8, paragraph (1) of that Act), Article 28-2, paragraph (1) of the Shoko Chukin Bank Limited Act, or Article 100-2-2, paragraph (1) or Article 193-2, paragraph (1) of the Insurance Business Act; the same applies in item (xxiv), (c)); and
- ホ 委託金融商品取引業者が委託を行う登録金融機関の親法人等若しくは子法人等である場合又は委託金融商品取引業者が委託を行う登録金融機関が当該委託金融商品取引業者の親法人等若しくは子法人等である場合（第百五十三条第三項第七号に掲げる業務の全部又は一部を行うために必要な情報を提供する場合においては、委託金融商品取引業者が委託を行う登録金融機関の子法人等である場合又は委託金融商品取引業者が委託を行う登録金融機関が当該委託金融商品取引業者の親法人等である場合に限る。）であって、当該委託金融商品取引業者が内部の管理及び運営に関する業務等（電子情報処理組織の保守及び管理に関する業務並びに第百五十三条第三項に規定する内部の管理及び運営に関する業務をいう。以下ホ及び第二十四号ニにおいて同じ。）の全部又は一部を行うために必要な情報を当該登録金融機関に提供する場合（当該委託金融商品取引業者及び当該登録金融機関において内部の管理及び運営に関する業務等を行う部門から当該情報が漏えいしない措置が的確に講じられている場合であって、当該委託金融商品取引業者が当該登録金融機関の金融商品仲介業務に従事する役員（役員が法人であるときは、その職務を行うべき社員を含む。）及び使用人以外の者に当該情報を提供する場合に限る。）における当該情報
- (e) in cases when the Entrusting Financial Instruments Business Operator is the Parent Corporation, etc. or a Subsidiary Corporation, etc. of the Registered Financial Institution to which it entrusts services or if the

Registered Financial Institution to which the Entrusting Financial Instruments Business Operator entrusts services is the Parent Corporation, etc. or a Subsidiary Corporation, etc. of the Entrusting Financial Instruments Business Operator (in cases of providing information necessary for conducting the whole or part of the business specified in Article 153, paragraph (3), item (vii), limited to cases when the Entrusting Financial Instruments Business Operator is a Subsidiary Corporation, etc. of the Registered Financial Institution which makes entrustment, or cases when the Registered Financial Institution to which the Entrusting Financial Instruments Business Operator makes entrustment is a Parent Corporation, etc. of the Entrusting Financial Instruments Business Operator), and where information necessary for such Entrusting Financial Instruments Business Operator to handle all or part of the Internal Management and Operation Affairs, etc. (meaning affairs related to the maintenance and management of Electronic Data Processing Systems and Internal Management and Operation Affairs prescribed in Article 153, paragraph (3); hereinafter the same applies in (e) and item (xxiv), (d)) is provided to such Registered Financial Institution (limited to cases when measures have been precisely taken by the such Entrusting Financial Instruments Business Operator and such Registered Financial Instrument, in order to prevent the leaking of such information from the sections in charge of the Internal Management and Operation Affairs, etc. and where such Entrusting Financial Instruments Business Operator provides the information to any person other than Officers (in cases when an Officer is a corporation, including executive members thereof) and employees engaged in the Financial Instruments Intermediary Service Operation of such Registered Financial Institution), such information;

十九 金融商品取引業又は金融商品仲介業務を実施する組織（融資業務又は金融機関代理業務を併せて実施する組織に限る。）の業務を統括する役員（役員が法人であるときは、その職務を行うべき社員を含む。以下この号において同じ。）又は使用人が、有価証券（法第三十三条第二項第一号に掲げる有価証券並びに法第二条第一項第十七号に掲げる有価証券であって同項第一号及び第二号の性質を有する有価証券を除く。以下この号において同じ。）の発行者である顧客の非公開融資等情報を自ら取得し、又は融資業務若しくは金融機関代理業務に従事する役員若しくは使用人から受領して、当該有価証券に係る法第二条第八項各号に掲げる行為の勧誘を行っている状況（当該統括する役員又は使用人が、非公開融資等情報（法人関係情報を除く。）の提供につき、事前にその顧客の書面による同意を得ることなく、その顧客の非公開融資等情報を金融商品取引業又は金融商品仲介業務に従事する役員又は使用人に提供している状況を含む。）

(xix) where the Officer (in cases when the Officer is a corporation, including executive members thereof; hereinafter the same applies in this item) or

employee supervising the business of the section in charge of implementing the Financial Instruments Business or Financial Instruments Intermediary Service Operation (limited to the section in charge of the additional implementation of the Loan Business or Financial Institution Agency Service Operation) has personally acquired the Undisclosed Loan Information, etc. on the customer which is the issuer of the Securities (excluding the Securities specified in Article 33, paragraph (2), item (i) of the Act and the Securities specified in Article 2, paragraph (1), item (xvii) of the Act which have natures specified in items (i) and (ii) of that paragraph; hereinafter the same applies in this item), or has received such information from an Officer or employee engaged in the Loan Business or Financial Institution Agency Service Operation, and thereby makes solicitations for acts as listed in the items of Article 2, paragraph (8) of the Act pertaining to the Securities (including in the circumstances if the Officer or employee supervising the business provides an Officer or employee engaged in the Financial Instruments Business or Financial Instruments Intermediary Service Operation with the customer's Undisclosed Loan Information, etc. (excluding Corporate Information), without obtaining the customer's prior written consent for the provision of such information);

二十 店頭デリバティブ取引について、金融商品取引業者等が売付け及び買付けの価格又は価格に相当する事項の双方がある場合に、これらの価格又は価格に相当する事項を同時に提示していない状況（当該店頭デリバティブ取引が店頭金融先物取引以外のものである場合にあっては、当該価格又は価格に相当する事項を同時に個人である顧客に提示していない状況）

(xx) where, with regard to an Over-the-Counter Derivatives Transactions, there are both the prices for sale and purchase, and the matter equivalent to the price, the Financial Instruments Business Operator, etc. has not presented both of such price or the matter equivalent to the price simultaneously (in cases when the Over-the-Counter Derivatives Transaction is other than an Over-the-Counter Transaction of Financial Futures, where the price or matters equivalent to the price are not presented to a customer that is an individual, at the same time);

二十一 店頭デリバティブ取引について、金融商品取引業者等が顧客（当該店頭デリバティブ取引が店頭金融先物取引以外のものである場合にあっては、個人に限る。）の取引時に表示した価格又は価格に相当する事項を、当該価格又は価格に相当する事項の提示を要求した当該顧客に提示していない状況

(xxi) where, with regard to an Over-the-Counter Derivatives Transactions, the Financial Instruments Business Operator, etc. has not presented the price or any matter equivalent thereto indicated by such business operator at the time of the customer's transaction (in cases when the Over-the-Counter Derivatives Transactions are other than an Over-the-Counter Transactions

of Financial Futures, the customer is limited to an individual) to the customer that has requested the presentation of such price or any matter equivalent thereto;

二十一の二 顧客（個人（金融商品取引法第二条に規定する定義に関する内閣府令第十条第一項第二十四号ロ（1）に掲げる要件に該当する業務執行組合員等（同項第二十三号に規定する業務執行組合員等をいう。以下この号において同じ。）が業務執行組合員等として通貨関連デリバティブ取引（通貨関連市場デリバティブ取引、通貨関連店頭デリバティブ取引又は通貨関連外国市場デリバティブ取引をいう。以下この号及び次号において同じ。）を行う場合における当該業務執行組合員等を除く。）に限る。以下この号において同じ。）がその計算において行った通貨関連デリバティブ取引を決済した場合に顧客に生ずることとなる損失の額が、当該顧客との間であらかじめ約した計算方法により算出される額に達する場合に行うこととする通貨関連デリバティブ取引の決済（次号において「ロスカット取引」という。）を行うための十分な管理体制を整備していない状況

(xxi)-2 where a sufficient management system for conducting settlement procedures for a Currency-Related Derivatives Transaction (meaning a Currency-Related Market Derivatives Transaction, Currency-Related Over-the-Counter Derivatives Transaction, or Currency-Related Foreign Market Derivatives Transaction; hereinafter the same applies in this item and the following item), to be performed when the amount of losses that would arise to a customer (limited to an individual (excluding, in cases when a Managing Partner, etc. (meaning a Managing Partner, etc. prescribed in Article 10, paragraph (1), item (xxiii) of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act; hereinafter the same applies in this item) that falls under the requirements listed in item (xxiv), (b), 1. of that paragraph conducts, as a Managing Partner, etc., a Currency-Related Derivatives Transaction, such Managing Partner, etc.); hereinafter the same applies in this item) if the customer settled a Currency-Related Derivatives Transaction conducted on the customer's own account reaches the amount calculated by the means of calculation agreed on with the customer in advance (such procedures are referred to as a "Loss-Cutting Transaction" in the following item), has not been established;

二十一の三 通貨関連デリバティブ取引について、ロスカット取引を行っていないと認められる状況

(xxi)-3 where it is found that that no Loss-Cutting Transaction has been conducted with regard to a Currency-Related Derivatives Transaction;

二十一の四 特定店頭オプション取引について、次に掲げる措置を講じていないと認められる状況

(xxi)-4 where it is found that that the following measures are not taken with regard to specified Over-the-Counter Transactions of Options:

イ 特定店頭オプション取引に係る契約を締結しようとするときに、あらかじめ、



顧客（個人（金融商品取引法第二条に規定する定義に関する内閣府令第十条第一項第二十四号ロ（1）に掲げる要件に該当する業務執行組合員等（同項第二十三号に規定する業務執行組合員等をいう。以下イにおいて同じ。）が業務執行組合員等として特定店頭オプション取引を行う場合における当該業務執行組合員等を除く。）に限る。ロにおいて同じ。）に対し、当該特定店頭オプション取引に係る権利行使価格（一定の方法により定められるものにあつては、その算定方法）を提示すること。

(a) when intending to conclude a contract pertaining to a specified Over-the-Counter Transaction of Options, to present the exercise price pertaining to the specified Over-the-Counter Transaction of Options (if the price is specified by a specified means, the calculation means) to the customer (limited to an individual (excluding a Managing Partner, etc. corresponding to the requirements listed in Article 10, paragraph (1), item (xxiv), (b), 1. of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act (meaning the Managing Partner, etc. prescribed in item (xxiii) of that paragraph; hereinafter the same applies in (a) below) if a Managing Partner, etc. performs specified Over-the-Counter Transaction of Options as a Managing Partner, etc.); the same applies in (b)) in advance; and

ロ 特定店頭オプション取引の取引期間及び期限を、顧客が、当該取引期間を通じて、権利行使期間、権利行使価格及び金利、通貨の価格、金融商品市場における相場その他の指標の実勢条件に基づき公正な方法により算出された対価の額で、かつ、金融商品の価値等の分析に基づく投資判断に基づいて、オプションの取得及び付与その他の取引を行うために必要かつ適切なものとする。

(b) to specify necessary and appropriate transaction period and due date of a specified Over-the-Counter Transaction of Options in order to enable a customer to acquire and grant options or to conduct other transactions, based on the amount of the value that is calculated by a fair means based on the exercise period, exercise price and interest rate, price of currency, quotations in the Financial Instrument Market, or other actual conditions of indicators and also based on the investment decisions made based on analysis of value, etc. of Financial Instruments;

二十一の五 非清算店頭デリバティブ取引（店頭デリバティブ取引のうち、金融商品取引清算機関（当該金融商品取引清算機関が連携金融商品債務引受業務を行う場合には、連携清算機関等を含む。第十一項第一号ハ（1）において同じ。）若しくは外国金融商品取引清算機関が当該店頭デリバティブ取引に基づく債務を負担するもの又は令第一条の十八の二に規定する金融庁長官が指定するもの以外のものをいう。以下この号及び次号、第七項、第九項並びに第十一項において同じ。）に係る変動証拠金（非清算店頭デリバティブ取引の時価の変動に応じて、当該非清算店頭デリバティブ取引の相手方に貸付又は預託（以下この号及び次号において「預託等」という。）をする証拠金をいう。以下この号及び次号、第八項並びに第九項において

同じ。) に関して次に掲げる行為を行うための措置を講じていないと認められる状況

(xxi)-5 where it is found that the measures to ensure the following acts have not been taken in relation to the Variation Margin (meaning the margin to be loaned to or deposited (hereinafter referred to as "Deposit, etc." in this item and the following item) with a counterparty to the Non-Cleared Over-the-Counter Derivatives Transaction depending on the fluctuation of the market value of the Non-Cleared Over-the-Counter Derivatives Transaction; hereinafter the same applies in this item, the following item and paragraphs (8) and (9)) for Non-Cleared Over-the-Counter Derivatives Transactions (meaning Over-the-Counter Derivatives Transactions other than those for which obligations are assumed by a Financial Instruments Clearing Organization (in cases when the Financial Instruments Clearing Organization conducts Collaborative Financial Instruments Obligation Assumption Service, including the Collaborating Clearing Organization, etc.; the same applies in paragraph (11), item (i), (c), 1.) or a Foreign Financial Instruments Clearing Organization or those designated by the Commissioner of the Financial Services Agency provided in Article 1-18-2 of the Order; hereinafter the same applies in this item, the following item and paragraphs (7), (9) and (11)):

イ 非清算店頭デリバティブ取引の相手方ごとに、非清算店頭デリバティブ取引の時価の合計額及び相手方から預託等がされている変動証拠金の時価（変動証拠金が第八項に規定する資産をもって充てられる場合には、第九項に規定する方法により算出される当該資産に係る代用価格をいう。以下イにおいて同じ。）の合計額又は当該相手方に預託等をしている変動証拠金の時価の合計額を毎日算出すること。

(a) to calculate every day the total market value of the Non-Cleared Over-the-Counter Derivatives Transactions, and the total market value of the Variation Margin for which Deposit, etc. is made by the counterparty (in cases when the Variation Margin is to be appropriated by the assets provided in paragraph (8), meaning the collateral price of the asset calculated in accordance with the means provided in paragraph (9); hereinafter the same applies in (a)) and the total market value of the Variation Margin for which a Deposit, etc. was made to the counterparty;

ロ イの規定により算出される額に基づき金融庁長官が定める方法により算出した額が、変動証拠金の預託等又は返還を求めることを要しない額として当事者があらかじめ定めた額（次号ロに規定する当初証拠金の預託等を求めることを要しない額として当事者があらかじめ定めた額と合計して七千万円以下の額に限る。）を上回るときは、直ちに、当該相手方に対して当該算出した額に相当する変動証拠金の預託等を含め、又は当該相手方に預託等をしている変動証拠金の返還を求めること。

(b) to immediately request the counterparty to make a Deposit, etc. of the Variation Margin equivalent to the calculated amount or to return the Variation Margin for which a Deposit, etc. was made to the counterparty, if the amount calculated in accordance with the means designated by the Commissioner of the Financial Services Agency based on the amount calculated pursuant to (a) exceeds the amount determined in advance by the parties as the amount not subject to the request for a Deposit, etc. or refund of the Variation Margin (limited to the amount not exceeding 70 million yen after adding up the amount determined in advance by the parties as the amount not subject to the request for Deposit, etc. of the initial margin provided in (b) of the following item);

ハ ロの規定により変動証拠金の預託等又は返還を求めた後、遅滞なく、当該変動証拠金（当該変動証拠金の額と当該変動証拠金に相当する額として当該相手方が算出した額に差異がある場合にあっては、当事者があらかじめ約した方法により算出した額に相当する変動証拠金）の預託等又は返還を受けること。

(c) to receive a Deposit, etc. or refund of the Variation Margin (in cases when the amount of the Variation Margin and the amount calculated by the counterparty as the amount equivalent to the Variation Margin differ, the Variation Margin equivalent to the amount calculated in accordance with the means determined in advance by the parties) without delay after making a request for the Deposit, etc. or refund of the Variation Margin pursuant to (b);

ニ 非清算店頭デリバティブ取引の相手方がイからハまでに掲げる行為又はこれらに類する行為（ホの規定に基づき当該行為が行われる場合を含む。）に基づき行う変動証拠金の預託等又は返還に係る求めに応じること。

(d) to respond to the request for a Deposit, etc. or refund of the Variation Margin from the counterparty to the Non-Cleared Over-the-Counter Derivatives Transaction made based on the acts specified in (a) through (c) or an act similar thereto (including cases when these acts are conducted pursuant to (e));

ホ 信託勘定に属するものとして経理される非清算店頭デリバティブ取引について、信託財産ごとに、イからニまでに掲げる行為を行うこと。

(e) for Non-Cleared Over-the-Counter Derivatives Transactions to be accounted for as belonging to a trust account, to conduct the acts specified in (a) through (d) for the respective trust assets;

二十一の六 非清算店頭デリバティブ取引（法第二条第二十二項第五号に掲げる取引（通貨に係るものに限る。）のうち元本として定めた金額に相当する金銭又は金融商品（同条第二十四項第三号に掲げるものに限る。）を授受することを約する部分を除く。以下この号において同じ。）に係る当初証拠金（非清算店頭デリバティブ取引について将来発生し得る費用又は損失の合理的な見積額（以下この号において「潜在的損失等見積額」という。）に対応して預託等をする証拠金をいう。以下こ

の号、第八項及び第九項において同じ。) に関して次に掲げる行為を行うための措置を講じていないと認められる状況

(xxi)-6 where it is found that the measures to ensure the following acts have not been taken in relation to the Initial Margin (meaning a margin for which a Deposit, etc. is to be made depending on the reasonably estimated amount of costs and losses that may arise in relation to Non-Cleared Over-the-Counter Derivatives Transactions in the future (hereinafter referred to as "Estimated Amount of Potential Losses, etc." in this item); hereinafter the same applies in this item and paragraphs (8) and (9)) for Non-Cleared Over-the-Counter Derivatives Transactions (limited to the parts relating to the promise for payment or receipt of money or financial instruments (limited to those specified in Article 2, paragraph (24), item (iii) of the Act) equivalent to the amount determined as a principal for a transaction specified in Article 2, paragraph (22), item (v) of the Act (limited to a transaction pertaining to currencies); hereinafter the same applies in this item):

イ 非清算店頭デリバティブ取引の相手方との間で次に掲げる事由が生じた場合に、当該相手方との間における非清算店頭デリバティブ取引に係る潜在的損失等見積額（あらかじめ金融庁長官に届け出た定量的計算モデルを用いる方法その他の金融庁長官が定める方法により算出されるものに限る。）並びに当該相手方から預託等がされている当初証拠金の時価（当初証拠金が第八項に規定する資産をもって充てられる場合には、第九項に規定する方法により算出される当該資産に係る代用価格をいう。以下イにおいて同じ。）の合計額及び当該相手方に預託等をしている当初証拠金の時価の合計額を算出すること。

(a) in cases when any of the following events occurs in relation to a counterparty to a Non-Cleared Over-the-Counter Derivatives Transaction, to calculate the total amount of the Estimated Amount of Potential Losses, etc. (limited to the amount calculated by means of using a quantitative calculation model reported to the Commissioner of the Financial Services Agency in advance or any other means provided by the Commissioner of the Financial Services Agency) for the Non-Cleared Over-the-Counter Derivatives Transaction with the counterparty and the market value (in cases when the Initial Margin is to be appropriated by the assets provided in paragraph (8), meaning the collateral price for the asset calculated in accordance with the means provided in paragraph (9); hereinafter the same applies in (a)) of the Initial Margin for which a Deposit, etc. was made by the counterparty and the total amount of market value of the Initial Margin for which a Deposit, etc. has been made for the counterparty:

(1) 非清算店頭デリバティブ取引を行ったとき、非清算店頭デリバティブ取引が終了したときその他非清算店頭デリバティブ取引に係る権利関係に変更があった場合

1. if a Non-Cleared Over-the-Counter Derivatives Transaction is conducted

or terminated or in other cases when there is a change in relationship of rights relating to Non-Cleared Over-the-Counter Derivatives Transactions;

- (2) 最後に潜在的損失等見積額を算出した日から一月が経過した場合
2. when a one-month period has elapsed from the last day when an Estimated Amount of Potential Losses, etc. was calculated;
- (3) 相場の変動その他の理由により当該相手方に対して当初証拠金の預託等を求めることが必要と認められる場合（（1）及び（2）に掲げる場合を除く。）
3. where it is deemed necessary to request the other party to make a Deposit, etc. of the Initial Margin due to fluctuation in quotation or other reasons (excluding the cases specified in 1. and 2.);

ロ イの規定により算出される額に基づき金融庁長官が定める方法により算出した額が、当初証拠金の預託等を求めることを要しない額として当事者があらかじめ定めた額（前号ロに規定する変動証拠金の預託等又は返還を求めることを要しない額として当事者があらかじめ定めた額と合計して七千万円以下の額に限る。）を上回るときは、直ちに、当該相手方に対して当該算出した額に相当する当初証拠金の預託等を求めること。

(b) to immediately request the counterparty to make a Deposit, etc. of the Initial Margin equivalent to the calculated amount, if the amount calculated in accordance with the means designated by the Commissioner of the Financial Services Agency based on the amount calculated pursuant to (a) exceeds the amount determined in advance by the parties as the amount not subject to the request for a Deposit, etc. of the Initial Margin (limited to the amount not exceeding 70 million yen after adding up the amount determined in advance by the parties as the amount not subject to the request for Deposit, etc. or refund of Variation Margin provided in (b) of the preceding item);

ハ ロの規定により当初証拠金の預託等を求めた後、遅滞なく、当該当初証拠金の預託等を受けること（当該当初証拠金の額と当該当初証拠金に相当する額として当該相手方が算出した額に差異がある場合にあつては、当事者があらかじめ約した方法により算出した額について遅滞なく預託等を受けるとともに、当該預託等を受けた後に、当該預託等を受けた額を当該当初証拠金の額から控除した残額について速やかに預託等を受けることその他の当該差異を解消するための措置に係る行為を行うこと。）。

(c) to receive a Deposit, etc. of the Initial Margin without delay after making a request for the Deposit, etc. of the Initial Margin pursuant to (b) (in cases when the amount of the Initial Margin and the amount calculated by the counterparty as the amount equivalent to the Initial Margin differ, having the counterparty make a Deposit, etc. of the amount calculated in accordance with the means determined in advance by the parties without

delay, and having the counterparty make a Deposit, etc. of the amount of the Initial Margin after deducting the amount for which the Deposit, etc. was made and taking other measures for eliminating the difference, promptly after receiving the Deposit, etc.);

ニ ハの規定により預託等を受けた当初証拠金を、相手方が非清算店頭デリバティブ取引に係る債務を履行しないときに遅滞なく利用することができ、かつ、当該当初証拠金の預託等を受けた金融商品取引業者等に一括清算事由（金融機関等が行う特定金融取引の一括清算に関する法律（平成十年法律第百八号）第二条第四項に規定する一括清算事由をいう。第百四十条の三第二項及び第百四十三条の二第三項において同じ。）又はこれに類する事由が生じた場合に当該相手方に当該当初証拠金が返還されるよう、信託の設定又はこれに類する方法により管理すること。

(d) to manage the Initial Margin for which the Deposit, etc. was made pursuant to (c) by way of the creation of a trust or any other similar means so that such margin is made available for use without delay in the case of non-performance of the obligations relating to Non-Cleared Over-the-Counter Derivatives Transactions and the Initial Margin is returned to the counterparty in the case of occurrence of any Close-out Netting Event (meaning a close-out netting event provided in Article 2, paragraph (4) of the Act Concerning Close-out Netting of Specified Financial Transactions Conducted by Financial Institutions (Act No. 108 of 1998); the same applied in Article 140-3, paragraph (2) and Article 143-2, paragraph (3)) to the Financial Instruments Business Operator, etc. which has accepted the Deposit, etc. of the Initial Margin or any other similar event;

ホ ハの規定により預託等を受けた当初証拠金を担保に供し、又は貸し付けないこと（ニに定める当初証拠金（当該当初証拠金が金銭をもって充てられているものに限る。）の管理に付随して安全な方法により行われる場合を除く。）。

(e) not to provide for security or loan the Initial Margin for which the Deposit, etc. was made pursuant to (c) (excluding the case of providing for security or loaning by the use of a secure means associated with the management of the Initial Margin (limited to those appropriated using money) provided in (d));

ヘ 非清算店頭デリバティブ取引の相手方（ニ及びホに掲げる行為を行うための措置が講じられている者に限る。）がイからハまでに掲げる行為又はこれらに類する行為（トの規定に基づき当該行為が行われる場合を含む。）に基づき行う当初証拠金の預託等に係る求めに応じること。

(f) to respond to the request for a Deposit, etc. of the Initial Margin from the counterparty to the Non-Cleared Over-the-Counter Derivatives Transaction (limited to a party for which the measures to ensure the acts specified in (d) and (e) are taken) made based on the acts specified in (a) through (c) or an act similar thereto (including cases when these acts are

conducted pursuant to (g)); and

ト 信託勘定に属するものとして経理される非清算店頭デリバティブ取引について、信託財産ごとに、イからへまでに掲げる行為を行うこと。

(g) for Non-Cleared Over-the-Counter Derivatives Transactions to be accounted for as belonging to a trust account, to conduct the acts specified in (a) through (d) for the respective trust assets;

二十二 金融商品取引業者が、本店その他の営業所又は事務所を金融機関（銀行、協同組織金融機関、信託会社その他令第一条の九各号に掲げる金融機関をいう。）の本店その他の営業所若しくは事務所又はその代理店（銀行法第二条第十五項に規定する銀行代理業者、長期信用銀行法第十六条の五第三項に規定する長期信用銀行代理業者、信用金庫法第八十五条の二第三項に規定する信用金庫代理業者、協同組合による金融事業に関する法律第六条の三第三項に規定する信用協同組合代理業者、労働金庫法第八十九条の三第三項に規定する労働金庫代理業者、農業協同組合法第九十二条の二第三項に規定する特定信用事業代理業者、水産業協同組合法第二百二十一条の二第三項に規定する特定信用事業代理業者及び農林中央金庫法第九十五条の二第三項に規定する農林中央金庫代理業者並びに農林中央金庫及び特定農水産業協同組合等による信用事業の再編及び強化に関する法律（平成八年法律第百十八号。第二百七十五条第一項第二十四号及び第二十五号並びに第二百八十一条第十号において「再編強化法」という。）第四十二条第三項の認可に係る業務の代理を行う農業協同組合、漁業協同組合及び水産加工業協同組合の営業所又は事務所を含む。）と同一の建物に設置してその業務を行う場合において、顧客が当該金融商品取引業者を当該金融機関と誤認することを防止するための適切な措置を講じていないと認められる状況

(xxii) where the Financial Instruments Business Operator establishes its head office or any other business offices or offices in the same building as that of the head office, any other business offices or offices, or agency office (including the business offices or any other office of a Bank Agent prescribed in Article 2, paragraph (15) of the Banking Act, a Long-Term Credit Bank Agent as prescribed in Article 16-5, paragraph (3) of the Long-Term Credit Bank Act, a Shinkin Bank Agent as prescribed in Article 85-2, paragraph (3) of the Shinkin Bank Act, a Credit Cooperative Agent as prescribed in Article 6-3, paragraph (3) of the Act on Financial Businesses by Cooperative, a Labor Bank Agent as prescribed in Article 89-3, paragraph (3) of the Labor Bank Act, a Specific Credit Business Agent as prescribed in Article 92-2, paragraph (3) of the Agricultural Cooperatives Act, a Specific Credit Business Agent as prescribed in Article 121-2, paragraph (3) of the Fishery Cooperatives Act and a Norinchukin Bank Agent as prescribed in Article 95-2, paragraph (3) of the Norinchukin Bank Act, and agricultural cooperatives, fisheries cooperatives and fishery processing cooperatives engaged in agency service for the business relating to the authorization under Article 42, paragraph (3) of the Act on Enhancement and Restructuring of Credit

Business Conducted by The Norinchukin Bank and Specified Agricultural and Fishery Cooperative Savings Insurance Cooperation, etc. (Act No. 118 of 1996; referred to as "Enhancement and Restructuring Act" in Article 275, paragraph (1), items (xxiv) and (xxv) and Article 281, item (x))) of a financial institution (meaning a bank, Cooperative Structured Financial Institution, trust company or any other financial institution specified in the items of Article 1-9 of the Order) and carries out its business therein, and if it is found that that the Financial Instruments Business Operator has not implemented the appropriate measures to prevent the customer from confusing the Financial Instruments Business Operator with such financial institution;

二十三 金融商品取引業者が、電気通信回線に接続している電子計算機を利用してその業務を行う場合において、顧客が当該金融商品取引業者を他の者と誤認することを防止するための適切な措置を講じていないと認められる状況

(xxiii) where the Financial Instruments Business Operator carries out its businesses by the use of a computer connected via telecommunications line, and it is found that it has not taken the appropriate measures for preventing the customer from confusing the Financial Instruments Business Operator with another party;

二十四 登録金融機関が取得した顧客の財産に関する公表されていない情報その他の特別な情報（次に掲げるものを除く。）を、事前に顧客の書面による同意を得ることなく、委託金融商品取引業者に提供している状況又は委託金融商品取引業者から取得した顧客の財産に関する公表されていない情報その他の特別な情報（当該委託金融商品取引業者が当該顧客の書面による同意を得ずに提供したものに限る。）を利用して有価証券の売買その他の取引等を勧誘している状況

(xxiv) where the Registered Financial Institution has provided to its Entrusting Financial Instruments Business Operator any unpublished information on a customer's property or any other special information which it has acquired (information specified in the following is excluded), without obtaining a prior written consent from the customers; or if the Registered Financial Institution solicits the Purchase and Sale or Other Transactions of Securities, etc. by the use of any unpublished information on a customer's property or any other special information acquired from the Entrusting Financial Instruments Business Operator (limited to information provided by the Entrusting Financial Instruments Business Operator without obtaining the customer's written consent):

イ 登録金融機関が金融商品仲介行為を行うために委託金融商品取引業者に対し提供する必要があると認められる情報

(a) information which is deemed necessary to be provided to the Entrusting Financial Instruments Business Operator, in order for the Registered Financial Institution to conduct Intermediation for Financial Instruments;



ロ 委託金融商品取引業者からの委託に係る金融商品仲介業務により知り得た情報であって、登録金融機関が法令を遵守するため、当該委託金融商品取引業者に提供する必要があると認められる情報

(b) information which may come to knowledge of the Registered Financial Institution in the course of its Financial Instruments Intermediary Service Operation entrusted by the Entrusting Financial Instruments Business Operator, which is deemed necessary to be provided to the Entrusting Financial Instruments Business Operator in order for the Registered Financial Institution to ensure its compliance with the laws and regulations;

ハ 当該登録金融機関又は委託金融商品取引業者が対象規定を遵守するために当該委託金融商品取引業者に提供する必要があると認められる情報

(c) information deemed necessary to provide to the Entrusting Financial Instruments Business Operator for the Registered Financial Institution or Entrusting Financial Instruments Business Operator to comply with the Applicable Provisions; and

ニ 当該登録金融機関が当該委託金融商品取引業者の親法人等若しくは子法人等である場合（第百五十三条第三項第七号に掲げる業務の全部又は一部を行うために必要な情報を提供する場合においては、当該登録金融機関が当該委託金融商品取引業者の子法人等である場合又は当該委託金融商品取引業者が当該登録金融機関の親法人等である場合に限る。）又は当該委託金融商品取引業者が当該登録金融機関の親法人等若しくは子法人等である場合であって、当該登録金融機関が内部の管理及び運営に関する業務等の全部又は一部を行うために必要な情報を当該委託金融商品取引業者に提供する場合（当該登録金融機関及び当該委託金融商品取引業者において内部の管理及び運営に関する業務等を行う部門から当該情報が漏えいしない措置が的確に講じられている場合であって、当該登録金融機関の金融商品仲介業務に従事する役員（役員が法人であるときは、その職務を行うべき社員を含む。）及び使用人以外の者が当該委託金融商品取引業者に当該情報を提供する場合に限る。）における当該情報

(d) the information in cases when the Registered Financial Institution is the Parent Corporation, etc. or a Subsidiary Corporation, etc. of the Entrusting Financial Instruments Business Operator or if the Entrusting Financial Instruments Business Operator is the Parent Corporation, etc. or a Subsidiary Corporation, etc. of the Registered Financial Institution (in cases of providing information necessary for conducting the whole or part of the business specified in Article 153, paragraph (3), item (vii), limited to cases when the Registered Financial Institution is a Subsidiary Corporation, etc. of the Entrusting Financial Instruments Business Operator, or cases when the Entrusting Financial Instruments Business Operator is a Parent Corporation, etc. of the Registered Financial Institution), and where information necessary for such Registered

Financial Institution to handle all or part of the Internal Management and Operation Affairs, etc. is provided to such Entrusting Financial Instruments Business Operator (limited to cases when measures have been precisely taken by such Registered Financial Institution and such Entrusting Financial Instruments Business Operator, in order to prevent the leaking of such information from the sections in charge of the Internal Management and Operation Affairs, etc. and if any person other than Officers (in cases when an Officer is a corporation, including executive members thereof) and employees engaged in the Financial Instruments Intermediary Service Operation of such Registered Financial Institution provides such information to such Entrusting Financial Instruments Business Operator);

二十五 登録金融機関が金融商品仲介行為を行おうとするときに、あらかじめ、顧客に対し次に掲げる事項を明らかにしていない状況

(xxv) where the Registered Financial Institution has not expressly informed the customer of the following matters, in advance of conducting Intermediation for Financial Instruments:

イ 委託金融商品取引業者が二以上ある場合において、顧客が行おうとする取引につき顧客が支払う金額又は手数料等が委託金融商品取引業者により異なる場合は、その旨

(a) in cases when the Registered Financial Institution has two or more Entrusting Financial Instruments Business Operators, and if the money or the Fees, etc. payable by the customer in regard to the transactions to be conducted by the customer varies depending on the Entrusting Financial Instruments Business Operator, to that effect;

ロ 顧客の取引の相手方となる委託金融商品取引業者の商号

(b) the trade name of the Entrusting Financial Instruments Business Operator which is the counterparty to the customer's transaction; and

ハ 投資助言・代理業（法第二十八条第三項第二号に掲げる行為を除く。以下ハにおいて同じ。）を行う場合において、投資助言・代理業の顧客に対し金融商品仲介行為を行う場合（一定の期間における金融商品仲介行為に係る手数料等の額が、当該金融商品仲介行為の回数にかかわらず一定となっている場合であって、あらかじめ当該手数料等の形態又は額を顧客に対し明示している場合を除く。）は、当該金融商品仲介行為により得ることとなる手数料等の額（あらかじめ手数料等の額が確定しない場合においては、当該手数料等の額の計算方法）

(c) in cases when the Registered Financial Institution carries out an Investment Advisory and Agency Business (excluding any act specified in Article 28, paragraph (3), item (ii) of the Act; hereinafter the same applies in (c)) and conducts Intermediation for Financial Instruments for the customer of the Investment Advisory and Agency Business (excluding cases when the amount of the Fees, etc. for Intermediation for Financial

Instruments to be performed in a certain period has been fixed without regard to the number of occasions of the relevant Intermediation for Financial Instruments, and if the Registered Financial Institution has clearly indicated to the customer of the types or amount of the Fees, etc. in advance), the amount of the Fees, etc. receivable due to the relevant Intermediation for Financial Instruments (in cases when the amount of the Fees, etc. has not been fixed in advance, the means of calculation thereof);

二十六 金融商品取引所に上場されている有価証券又は店頭売買有価証券（取引等規制府令第十五条の七第二号イからヌまでに掲げる有価証券を除く。）と同一の銘柄の有価証券の募集又は売出し（当該有価証券の発行価格又は売出価格の決定前にこれらをする場合に限り、取引等規制府令第十五条の五に定める期間がない場合を除く。）の取扱いを行う場合において、顧客に当該有価証券を取得させようとするときに、あらかじめ、当該顧客に対し書面又は電磁的方法により次に掲げる事項を適切に通知していないと認められる状況

(xxvi) where, in cases of handling a Public Offering or secondary distribution of the same issue of Securities as the Securities listed on a Financial Instruments Exchange Market or Over-the-Counter Traded Securities (excluding the Securities listed in Article 15-7, item (ii), (a) through (j) of the Order on Restrictions on Transactions, etc.) (limited to cases when these are implemented before deciding the issue price or selling price of the Securities and excluding cases when there is no period specified in Article 15-5 of the Order on Restrictions on Transactions, etc.), it is found that that the customer is not informed of the following matters in advance in writing or by Electronic or Magnetic Means when intending to have the customer acquire the Securities:

イ 令第二十六条の六の規定により、取引等規制府令第十五条の五に定める期間において当該有価証券と同一の銘柄につき取引所金融商品市場、店頭売買有価証券市場又は私設取引システム（令第二十六条の二の二第七項に規定する私設取引システムをいう。）における空売り（取引等規制府令第十五条の七各号又は第十五条の八各号に掲げる取引を除く。以下この号において同じ。）又はその委託若しくは委託の取次ぎの申込みを行った者は、当該募集又は売出しに応じて取得した有価証券により当該空売りに係る有価証券の借入れ（取引等規制府令第十五条の六に定めるものを含む。ロにおいて同じ。）の決済を行うことができない旨

(a) the fact that a person that requests short selling (excluding the transactions listed in the items of Article 15-7 or the items of Article 15-8 of the Order on Restrictions on Transactions, etc.) of the same issue as the Securities at the Financial Instruments Exchange Market, Over-the-Counter Securities Market, or Proprietary Trading System (meaning the Proprietary Trading System prescribed in Article 26-2-2, paragraph (7) of the Order) for the period specified in Article 15-5 of the Order on Restrictions on Transactions, etc., or entrustment thereof or brokerage

service for the entrustment thereof, cannot settle the borrowing of Securities pertaining to the short selling (including those specified in Article 15-6 of the Order on Restrictions on Transactions, etc.; the same applies in (b)) with Securities acquired by responding to the Public Offering or secondary distribution, pursuant to the provisions of Article 26-6 of the Order; and

ロ 金融商品取引業者等は、イに規定する者がその行った空売りに係る有価証券の借入れの決済を行うために当該募集又は売出しに応じる場合には、当該募集又は売出しの取扱いにより有価証券を取得させることができない旨

(b) the fact that in cases when the person prescribed in (a) responds to the Public Offering or secondary distribution in order to settle the borrowing of Securities pertaining to the short selling that the person implemented, the Financial Instruments Business Operator, etc. may not allow the person to acquire Securities by handling the Public Offering or secondary distribution;

二十七 令第三十一条に規定する買集め行為であつて、取引等規制府令第六十二条に定める基準（同条第二号に係るものに限る。）に係るものを行う場合において、次に掲げる措置を講じていないと認められる状況

(xxvii) where, in cases of implementing an act of buying-up prescribed in Article 31 of the Order pertaining to the standard specified in Article 62 of the Order on Restrictions on Transactions, etc. (limited to those pertaining to item (ii) of that Article), it is found that that the following measures are not taken:

イ 当該買集め行為を行うに際し、その相手方に対して、当該買集め行為が当該買集め行為により買い集めた株券等（令第三十一条に規定する株券等をいう。ロにおいて同じ。）を当該買集め行為後直ちに転売することを目的とするものであることを約すること。

(a) when implementing the buying-up, to promise with the counterparty that the buying-up aims to resell Share Certificates, etc. that are bought-up by the buying-up (meaning Share Certificates, etc. prescribed in Article 31 of the Order; the same applies in (b) below) immediately after the buying up; and

ロ 当該買集め行為により買い集めた株券等を当該買集め行為後直ちに転売することができない可能性がある場合にあつては、当該買集め行為を行った後、直ちに、次に掲げる事項を令第三十条に定める公表の措置に準じ公開すること。

(b) in cases when there is a possibility that the Share Certificates, etc. that are bought-up by the buying-up cannot be resold immediately after the buying-up, to disclose the following matters in accordance with the measures of disclosure prescribed in Article 30 of the Order:

(1) 当該買集め行為を行った旨

1. the fact that the buying-up is implemented;

- (2) 当該買集め行為により買い集めた株券等の銘柄
- 2. issues of Share Certificates, etc. bought up by the buying-up;
- (3) 当該買集め行為により買い集めた株券等に係る議決権の数（令第三十一条に規定する議決権の数をいう。）の合計
- 3. total number of voting rights (meaning the number of voting rights prescribed in Article 31 of the Order) pertaining to Share Certificates, etc. bought up by the buying-up; and
- (4) 当該買集め行為により買い集めた株券等を当該買集め行為後直ちに転売することができない可能性がある旨
- 4. the fact that there is a possibility that Share Certificates, etc. bought up by the buying-up may not be resold immediately after the buying-up;

二十八 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。以下この号及び第二百三十三条の二第四項第二号において「平成二十五年厚生年金等改正法」という。）附則第五条第一項の規定によりなおその効力を有するものとされる平成二十五年厚生年金等改正法第一条の規定による改正前の厚生年金保険法（昭和二十九年法律第百十五号。以下この号及び第二百三十三条の二第四項第二号において「改正前厚生年金保険法」という。）第百三十条の二第一項の規定による投資一任契約を締結し、当該投資一任契約に基づき、同条第二項に規定する年金給付等積立金の運用（以下この号及び第百三十条第一項第十四号において「積立金の運用」という。）を行う場合において、当該投資一任契約の相手方である特定投資家以外の存続厚生年金基金（平成二十五年厚生年金等改正法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。以下同じ。）から平成二十五年厚生年金等改正法附則第五条第一項の規定によりなおその効力を有するものとされる改正前厚生年金保険法第百三十六条の四第三項の規定により同項に規定する事項を示されたときに、当該存続厚生年金基金に対して、その示されたところに従って当該積立金の運用を行うことによる利益の見込み及び損失の可能性について、当該存続厚生年金基金の知識、経験、財産の状況及び投資一任契約を締結する目的に照らして適切に説明を行うための十分な体制を整備していない状況

(xxviii) where, in cases of concluding a Discretionary Investment Contract pursuant to the provisions of Article 130-2, paragraph (1) of the Employees' Pensions Act (Act No. 115 of 1954; hereinafter referred to as the "Former Employees' Pensions Act" in this item and Article 233-2, paragraph (4) item (ii) before the revision pursuant to Article 1 of the Act for Partial Revision to the Employees' Pension Insurance Act, etc. to Ensure the Integrity and Reliability of the Public Pension System (Act No. 63 of 2013; hereinafter referred to as "2013 Employees' Pensions, etc. Revision Act" in this item and Article 233-2, paragraph (4), item (ii)) which remains in force pursuant to Article 5, paragraph (1) of the Supplementary Provisions of the 2013 Employees' Pensions, etc. Revision Act) and managing pension benefit funds prescribed in paragraph (2) of that Article based on the Discretionary

Investment Contract (hereinafter referred to as "Fund Management" in this item and Article 130, paragraph (1), item (xiv)), when the surviving employee's pension fund (meaning a surviving employee's pension fund provided in Article 3, item (xi) of the Supplementary Provisions to the 2013 Employees' Pensions, etc. Revision Act; the same applies hereinafter) which is not a Professional Investor, a counterparty of the Discretionary Investment Contract, presents the matters prescribed in Article 136-4, paragraph (2) of the Former Employees' Pension Insurance Act which remains in force pursuant to Article 5, paragraph (1) of the Supplementary Provisions of the 2013 Employees' Pensions, etc. Revision Act by the provisions of that paragraph, where a sufficient system has not been developed in order to give an explanation to the surviving employee's pension fund appropriately on the prospect of profiting and possibility of loss from the Fund Management in accordance with the presented matters based on the knowledge, experience, and property conditions of the employees' pension fund and the purpose of concluding a Discretionary Investment Contract;

二十九 第三百三十条第一項第十五号に規定する場合において、同号の運用財産の運用を行う金融商品取引業者が、当該運用財産に係る権利者に交付をした法第四十二条の七第一項の運用報告書に記載した同号の対象有価証券に係る第三百三十四条第一項第二号ロに掲げる事項を、当該交付後遅滞なく、第三百三十条第一項第十五号の信託会社等に通知していないと認められる状況

(xxix) where, in the cases prescribed in Article 130, paragraph (1), item (xv), it is found that the Financial Instrument Transactions Operator, etc. that invests the invested properties set forth in that item, has not been informed of the matters listed in Article 134, paragraph (1), item (ii), (b) pertaining to the Subject Securities set forth in that item indicated on the Management Report set forth in Article 42-7, paragraph (1) of the Act that have been issued to the Right holder pertaining to the invested properties, to the Trust Company, etc. set forth in Article 130, paragraph (1), item (xv) without delay after the delivery;

三十 適格機関投資家等特例業務において、出資対象事業への出資を行っている適格機関投資家が特例業務届出者の子会社等である適格機関投資家のみであることその他の事情を勘案して法第六十三条第一項各号に掲げる行為を適切に行っていないと認められる状況

(xxx) where, in connection with Specially-Permitted Business for Qualified Institutional Investors, etc., it is found that the acts specified in the items of Article 63, paragraph (1) of the Act are not implemented in an appropriate way considering the situation that the Qualified Institutional Investor investing in an Invested Business is only a Qualified Institutional Investor which is a Subsidiary Company, etc. of the Person Notifying of Specially-Permitted Business or other situations.

2 登録金融機関が委託金融商品取引業者の親法人等若しくは子法人等である場合又は委託金融商品取引業者が登録金融機関の親法人等若しくは子法人等である場合における前項第十八号及び第二十四号の規定については、次に定めるところによる。ただし、登録金融機関の金融商品仲介業務に従事する役員（役員が法人であるときは、その職務を行うべき社員を含む。）又は使用人が顧客の財産に関する公表されていない情報その他の特別な情報（以下この項において「特別情報」という。）を委託金融商品取引業者から受領する場合は、この限りでない。

(2) With regard to the provisions of items (xviii) and (xxiv) of the preceding paragraph in cases when the Registered Financial Institution is the Parent Corporation, etc. or a Subsidiary Corporation, etc. of the Entrusting Financial Instruments Business Operator, or if the Entrusting Financial Business Operator is the Parent Corporation, etc. or a Subsidiary Corporation, etc. of the Registered Financial Institution, the following provisions apply; provided, however, that this does not apply to cases when an Officer (in cases when an Officer is a corporation, including executive members thereof) or employee engaged in the Financial Instruments Intermediary Service Operation of the Registered Financial Institution receives undisclosed information or any other special information on the properties of customers (hereinafter referred to as "Special Information" in this paragraph):

一 顧客が外国法人（法人でない団体が代表者又は管理人の定めのあるものを含む。）であって、かつ、当該顧客が所在する国の法令上金融商品取引業者等が前項第十八号に規定する特別な情報を当該金融商品取引業者等が委託を行う登録金融機関若しくは金融商品仲介業者に提供する行為又は登録金融機関が同項第二十四号に規定する特別な情報を委託金融商品取引業者に提供する行為に相当する行為を制限する規定がない場合において、当該顧客が電磁的記録により同意の意思表示をしたとき又は非公開情報の提供に関し当該顧客が締結している契約の内容及び当該国の商慣習に照らして当該顧客の同意があると合理的に認められるときは、当該顧客の書面による同意を得たものとみなす。

(i) in cases when a customer is a foreign corporation (including an organization which is not a corporation and which has a provision for a representative or manager), and if there is no provision under the laws and regulations of the country of the location of the customer which restricts an act equivalent to a Financial Instruments Business Operator, etc. providing special information provided in item (xviii) of the preceding paragraph to a Registered Financial Institution or Financial Instruments Intermediary Service Provider to which it makes entrustment or a Registered Financial Institution providing special information provided in item (xiv) of that paragraph to Entrusting Financial Instruments Business Operators, if the customer manifested its intention to give consent by means of an electronic or magnetic record or if it is reasonably deemed that the customer has given a consent considering the terms and conditions of the contract concluded by the customer in relation to

the provision of Undisclosed Information and the commercial customs of the relevant country, a written consent of the customer is deemed to have been obtained;

二 登録金融機関又は委託金融商品取引業者が顧客（法人に限る。以下この号において同じ。）に対して当該顧客の特別情報の委託金融商品取引業者又は登録金融機関への提供（以下この号において「特別情報の提供」という。）の停止を求める機会を適切に提供している場合は、当該顧客が当該停止を求めるまでは、当該特別情報の提供について当該顧客の書面による同意を得ているものとみなす。

(ii) if a Registered Financial Institution or Entrusting Financial Instruments Business Operator is providing a customer (limited to a corporation; hereinafter the same applies in this item) with an opportunity to suspend the provision of its special information to the Entrusting Financial Instruments Business Operator or Registered Financial Institution (hereinafter referred to as the "Provision of Special Information" in this item) in an appropriate way, a written consent of the customer as to the provision of the special information is deemed to have been obtained until the customer makes a request for the suspension.

3 第一項第二十一号の二の「通貨関連市場デリバティブ取引」とは、通貨を対象とする市場デリバティブ取引であって、法第二条第二十一項第一号若しくは第二号に掲げる取引又は同項第三号に掲げる取引（同号に規定する権利を行使することにより成立する取引が同号イに掲げる取引又は同号ロに掲げる取引（同項第一号若しくは第二号に掲げる取引に係るもの又は同号に掲げる取引に準ずる取引で金融商品取引所の定めるものに係るものに限る。）をいう。

(3) A "Currency-Related Market Derivatives Transaction" under paragraph (1), item (xxi)-2 means a Market Transaction of Derivatives for currencies that is a transaction listed in Article 2, paragraph (21), item (i) or (ii) of the Act, or a transaction listed in item (iii) of that paragraph (limited to such transaction for which a transaction effected by exercising the right prescribed in that item is a transaction listed in (a) of that item or a transaction listed in (b) of that item (limited to such transaction concerning a transaction listed in item (i) or (ii) of that paragraph, or transactions equivalent thereto that are related to those specified by the Financial Instruments Exchange)).

4 第一項第二十一号の二の「通貨関連店頭デリバティブ取引」とは、通貨を対象とする店頭デリバティブ取引であって、法第二条第二十二項第一号若しくは第二号に掲げる取引、同項第三号に掲げる取引（同号に規定する権利を行使することにより成立する取引が同項第一号、第二号又は第三号イに掲げる取引であるものに限る。）又は同項第四号に掲げる取引をいう。

(4) A "Currency-Related Over-the-Counter Derivatives Transaction" under paragraph (1), item (xxi)-2 means an Over-the-Counter Transaction of Derivatives for currencies that is a transaction listed in Article 2, paragraph (22), item (i) or (ii) of the Act, a transaction listed in item (iii) of that



paragraph (limited to such transaction for which a transaction effected by exercising the right prescribed in that item is a transaction listed in item (i), item (ii) or item (iii), (a) of that paragraph), or transactions listed in item (iv) of that paragraph.

5 第一項第二十一号の二の「通貨関連外国市場デリバティブ取引」とは、外国市場デリバティブ取引であって、第三項に規定する通貨関連市場デリバティブ取引と類似の取引をいう。

(5) A "Currency-Related Foreign Market Derivatives Transaction" under paragraph (1), item (xxi)-2 means a Foreign Market Derivatives Transaction that is similar to a Currency-Related Market Derivatives Transaction prescribed in paragraph (3).

6 第一項第二十一号の四の「特定店頭オプション取引」とは、店頭デリバティブ取引であって、法第二条第二十二項第三号に掲げる取引（同号に規定する権利を行使することにより成立する取引が同項第二号に掲げる取引であるものに限る。）又は同項第四号に掲げる取引のうち、これらの取引に係るオプションが行使された場合に一定額の金銭を授受することとなるものをいう。

(6) The "specified Over-the-Counter Transactions of Options" as used in paragraph (1), item (xxi)-iv mean Over-the-Counter Transactions of Derivatives and transactions listed in Article 2, paragraph (22), item (iii) of the Act (limited to transactions if the transaction effected by the exercise of the right prescribed in that item is the transaction listed in item (ii) of that paragraph) or transactions listed in item (iv) of that paragraph with which a specified amount of money will be received if an option pertaining these transactions is exercised.

7 金融商品取引業者等は、次の各号に掲げる措置を講じる場合は、当該各号に掲げる措置の区分に応じ、当該各号に定める一又は複数の取引を、当該措置に係る非清算店頭デリバティブ取引に含めること（当該一又は複数の取引を当該非清算店頭デリバティブ取引の相手方との間で継続して含める場合に限る。）ができる。

(7) If a Financial Instruments Business Operator, etc. implements the measures specified in the following items, it may include one or more transactions specified in the relevant items, according to the categories of the measures respectively set forth therein, in the Non-Cleared Over-the-Counter Derivatives Transaction for which the measures are taken (limited to cases when the one or more transactions are included in relation to the counterparties to the Non-Cleared Over-the-Counter Derivatives Transactions in a continuous way):

一 第一項第二十一号の五に掲げる措置 次に掲げる取引

(i) the measure specified in paragraph (1), item (xxi)-5: the following transactions:

イ 店頭商品デリバティブ取引（商品取引清算機関（商品先物取引法第二条第十八項に規定する商品取引清算機関をいう。）又は外国の法令に準拠して設立された

法人で外国において商品取引債務引受業（同条第十七項に規定する商品取引債務引受業をいう。）と同種類の業務若しくは同法第七十条第一項に規定する業務と同種類の業務を行う者が債務を負担するものを除く。次号及び第十一項において同じ。）

(a) Over-the-Counter Commodity Derivatives Transactions (excluding transactions for which the obligations are assumed by a Commodity Clearing Organization (meaning a Commodity Clearing Organization provided in Article 2, paragraph (18) of the Commodity Derivatives Act or a corporation incorporated under the laws and regulations of a foreign state which is engaged in the same type of business as Commodity Transaction Obligation Assumption Service, etc. (meaning the Commodity Transaction Obligation Assumption Service, etc. provided in paragraph (17) of that Article) or the same type of business as the business provided in Article 170, paragraph (1) of the Act; the same applies in the following item and paragraph (11));

ロ 先物外国為替取引

(b) foreign exchange futures transaction;

ハ 非清算店頭デリバティブ取引を行った時（以下この項、第十項及び第十一項において「基準時」という。）において第十項各号に掲げる取引に該当する取引

(c) a transaction which falls under the category specified in the items of paragraph (10) at the time when a Non-Cleared Over-the-Counter Derivatives Transaction was conducted (hereinafter referred to as a "Base Time" in this paragraph and paragraphs (10) and (11));

ニ 一括清算（金融機関等が行う特定金融取引の一括清算に関する法律第二条第六項に規定する一括清算をいう。以下この項、第十項及び第十一項、第四百三条の三第二項並びに第四百四十三条の二第三項において同じ。）の約定をした基本契約書（同法第二条第五項に規定する基本契約書をいう。以下この項、第四百三条の三第二項及び第四百四十三条の二第三項において同じ。）に基づき行われている取引（金融商品取引業者等が当該基本契約書に基づき第一項第二十一号の五の措置に係る非清算店頭デリバティブ取引を行っている場合に限り、イからハまでに掲げる取引を除く。）

(d) a transaction conducted under a Master Agreement (meaning a master agreement provided in Article 2, paragraph (5) of the Act Concerning Close-out Netting of Specified Financial Transactions Conducted by Financial Institutions; hereinafter the same applies in this paragraph, Article 140-3, paragraph (2) and Article 143-2, paragraph (3)) containing an agreement on a close-out netting (meaning a close-out netting event provided in Article 2, paragraph (6) of the same Act; hereinafter the same applies in this paragraph and paragraphs (10) and (11), Article 140-3, paragraph (2) and Article 143-2, paragraph (3)) (limited to cases when the Financial Instruments Business Operator, etc. conducts Non-Cleared Over-

the-Counter Derivatives Transactions pertaining to the measures under paragraph (1), item (xxi)-5 pursuant to the Master Agreement, and excluding the transactions specified in (a) through (c));

二 第一項第二十一号の六に掲げる措置 次に掲げる取引

(ii) the measure specified in paragraph (1), item (xxi)-6: the following transactions:

イ 法第二条第二十二項第五号に掲げる取引（通貨に係るものに限る。）のうち元本として定めた金額に相当する金銭又は金融商品（同条第二十四項第三号に掲げるものに限る。）を授受することを約する部分

(a) a portion of the transaction specified in Article 2, paragraph (22), item (v) of the Act (limited to a transaction pertaining to currencies) relating to the promise for the payment or receipt of money or financial instruments (limited to those specified in paragraph (24), item (iii) of that Article) equivalent to the amount determined as principal;

ロ 店頭商品デリバティブ取引

(b) Over-the-Counter Commodity Derivatives Transactions;

ハ 先物外国為替取引

(c) foreign exchange futures transaction;

ニ 基準時において第十一項各号に掲げる取引に該当する取引

(d) a transaction which falls under the category specified in the items of paragraph (11) as of the Base Time;

ホ 一括清算の約定をした基本契約書に基づき行われている取引（金融商品取引業者等が当該基本契約書に基づき第一項第二十一号の六の措置に係る非清算店頭デリバティブ取引を行っている場合に限り、イからニまでに掲げる取引を除く。）

(e) a transaction conducted under a Master Agreement containing an agreement on a Close-out Netting (limited to cases when the Financial Instruments Business Operator, etc. conducts Non-Cleared Over-the-Counter Derivatives Transactions pertaining to the measures under paragraph (1), item (xxi)-6 pursuant to the Master Agreement, and excluding the transactions specified in (a) through (d)).

8 変動証拠金及び当初証拠金は、金銭その他金融庁長官が定める資産をもって充てるものとする。

(8) A Variation Margin and Initial Margin are to be appropriated using money or any other assets designated the Commissioner of the Financial Services Agency.

9 変動証拠金及び当初証拠金の全部又は一部が前項に規定する資産をもって充てられる場合におけるその代用価格は、次の各号に掲げる区分に応じ、当該各号に定める額又は当該各号に定める方法によって算出される額とする。

(9) In cases when all or part of the Variation Margin and Initial Margin is to be appropriated using the assets provided in the preceding paragraph, the collateral price is the amount provided in the following items or the amount to be calculated by the means set forth therein, according to the categories

respectively set forth therein:

一 変動証拠金が金銭をもって充てられる場合 当該金銭の額

(i) in cases when the Variation Margin is to be appropriated using money: the amount of money;

二 当該資産に係る通貨の種類と、非清算店頭デリバティブ取引の当事者が一又は複数の非清算店頭デリバティブ取引ごとにあらかじめ定めた通貨の種類が同一の場合（前号に掲げる場合を除く。） 当該資産の時価から、当該資産の時価に当該資産の時価に乗じる割合として金融庁長官が定める割合を乗じて得た額を控除して得られる額

(ii) in cases when the type of currency for the asset and the type of currency determined in advance by the parties to the Non-Cleared Over-the-Counter Derivatives Transaction for one or more Non-Cleared Over-the-Counter Derivatives Transactions are the same (excluding the cases specified in the preceding item): the amount obtained by deducting from the market value of the asset the amount obtained by multiplying the market value of the asset by the ratio provided by the Commissioner of the Financial Services Agency as the ratio for the multiplication with the market value of the asset;

三 当該資産に係る通貨の種類と、非清算店頭デリバティブ取引の当事者が一又は複数の非清算店頭デリバティブ取引ごとにあらかじめ定めた通貨の種類が異なる場合（第一号に掲げる場合を除く。） 当該資産の時価から、当該資産の時価に次のイに掲げる割合を乗じて得た額及び当該資産の時価に次のロに掲げる割合を乗じて得た額を控除して得られる額

(iii) in cases when the type of currency for the asset and the type of currency determined in advance by the parties to the Non-Cleared Over-the-Counter Derivatives Transaction for one or more Non-Cleared Over-the-Counter Derivatives Transactions differ (excluding the cases specified in item (i)): the amount obtained by deducting from the market value of the asset the amount obtained by multiplying the market value of the asset by the ratio specified in the following (a) and the amount obtained by multiplying the market value of the asset by the ratio specified in the following (b):

イ 前号に定める割合

(a) the ratio provided in the preceding item; and

ロ 当該資産に係る通貨の種類と、非清算店頭デリバティブ取引の当事者が一又は複数の非清算店頭デリバティブ取引ごとにあらかじめ定めた通貨の種類が異なる場合に乗じる割合として金融庁長官が定める割合

(b) the ratio provided by the Commissioner of the Financial Services Agency as the ratio for the multiplication in cases when the type of currency for the asset and the type of currency determined in advance by the parties to the Non-Cleared Over-the-Counter Derivatives Transaction for one or more Non-Cleared Over-the-Counter Derivatives Transactions differ.

10 第一項第二十一号の五の規定は、基準時において、次の各号のいずれかに該当す

る取引については、適用しない。

(10) The provisions of paragraph (1), item (xxi)-5 do not apply to a transaction which falls under any of the following items as of the Base Time:

一 取引の当事者の一方が金融商品取引業者等以外の者（次のいずれにも該当する者を除く。）である場合における当該取引

(i) a transaction wherein one of the parties is a person other than a Financial Instruments Business Operator, etc. (excluding a person that falls under all of the following):

イ 外国（当該外国の法令に照らし、一括清算の約定又はこれに類する約定が有効であることが適切に確認されている国に限る。）において店頭デリバティブ取引を業として行う者（外国政府、外国の中央銀行、国際開発金融機関及び国際決済銀行（次項第一号イにおいて「外国政府等」という。）を除く。）

(a) a person engaged in Over-the-Counter Derivatives Transactions in the course of trade in a foreign state (limited to a state if the agreement on a Close-out Netting or any agreement similar thereto is confirmed to be effective, judging from the laws and regulations of the foreign state in an appropriate way) (excluding the government of the foreign state, a foreign central bank, the Multilateral Development Bank and the Bank for International Settlements (referred to as "Foreign Government, etc." in item (i), (a) of the following paragraph);

ロ 取引の状況その他の事情から合理的に判断して、基準時の属する年の前々年の四月から前年の三月まで（基準時が十二月に属するときは、その前年の四月からその年の三月まで）の各月末日における店頭デリバティブ取引に係る想定元本額の合計額の平均額が三千億円以上であると見込まれる者

(b) a person for which the average total amount of notional principal for the Over-the-Counter Derivatives Transactions as of the end of each month during the period from April which is two years before the year in which the Base Time falls to March of the year preceding the year in which the Base Time falls (in cases when the Base Time falls in December, the period from April of the preceding year to March of the relevant year) is expected to be 300 billion yen or more, judging reasonably from the status of transaction or other circumstances;

二 信託勘定に属するものとして経理される取引のうち、基準時の属する年の前々年の四月から前年の三月まで（基準時が十二月に属するときは、その前年の四月からその年の三月まで）の各月末日における店頭デリバティブ取引（清算集中等取引情報（法第百五十六条の六十三第一項に規定する清算集中等取引情報をいう。第四号ロ、次項及び第百二十五条の七第二項第三号ロにおいて同じ。）又は取引情報（法第百五十六条の六十四第一項に規定する取引情報をいう。第四号ロ、次項及び第百二十五条の七第二項第三号ロにおいて同じ。）の対象となっているものに限る。）に係る想定元本額の合計額の平均額が三千億円未満である信託財産に係る取引

(ii) a transaction accounted for as belonging to a trust account which relates to

a trust property with the average total amount of notional principal of Over-the-Counter Derivatives Transactions (limited to the transactions subject to Data on Centrally Cleared Trades (meaning the Data on Centrally Cleared Trades provided in Article 156-63, paragraph (1) of the Act; the same applies in item (iv), (b), the following paragraph and Article 125-7, paragraph (2), item (iii), (b)) or Trade Data (meaning the Trade Data provided in Article 156-64, paragraph (1) of the Act; the same applies in item (iv), (b), the following paragraph and Article 125-7, paragraph (2), item (iii), (b))) as of the end of each month during the period from April which is two years before the year in which the Base Time falls to March of the year preceding the year in which the Base Time falls (in cases when the Base Time falls in December, the period from April of the preceding year to March of the relevant year) is expected to be less than 300 billion yen;

三 取引を行う金融商品取引業者等の親会社等、子会社等又は親会社等の子会社等（当該金融商品取引業者等を除く。）が当該取引の相手方となる場合における当該取引

(iii) a transaction wherein the counterparty is a Parent Company, etc., a Subsidiary Company, etc. or a Subsidiary Company, etc. of the Parent Company, etc. (excluding the Financial Instruments Business Operator, etc.) of the Financial Instruments Business Operator, etc. that conducts the transaction;

四 取引の当事者の一方又は双方が、次のいずれかに該当する場合における当該取引（ロに掲げる者については、信託勘定に属するものとして経理される取引を除く。）

(iv) a transaction wherein one or both parties fall under any of the following (for a person specified in (b), excluding a transaction accounted for as belonging to a trust account):

イ 金融商品取引業者等のうち、第一種金融商品取引業を行う金融商品取引業者又は登録金融機関である銀行、株式会社商工組合中央金庫、株式会社日本政策投資銀行、全国を地区とする信用金庫連合会、農林中央金庫若しくは保険会社のいずれかの者以外の者

(a) a Financial Instruments Business Operator, etc. which is not a bank which is a Financial Instruments Business Operator or Registered Financial Institution engaged in a Type-I Financial Instruments Business, The Shoko Chukin Bank, Ltd., the Development Bank of Japan, a federation of Shinkin banks whose district is the entire nation, Norinchukin Bank or an insurance company;

ロ 金融商品取引業者等のうち、基準時の属する年の前々年の四月から前年の三月まで（基準時が十二月に属するときは、その前年の四月からその年の三月まで）の各月末日における店頭デリバティブ取引（清算集中等取引情報又は取引情報の対象となっているものに限り、信託勘定に属するものとして経理されるものを除

く。)に係る想定元本額の合計額の平均額が三千億円未満である者(イに掲げる者を除く。)

(b) a Financial Instruments Business Operator, etc. with the average total amount of notional principal for the Over-the-Counter Derivatives Transactions (limited to the transactions subject to Data on Centrally Cleared Trades or Trade Data, and excluding those accounted for as belonging to a trust account) as of the end of each month during the period from April which is two years before the year in which the Base Time falls to March of the year preceding the year in which the Base Time falls (in cases when the Base Time falls in December, the period from April of the preceding year to March of the relevant year) is expected to be less than 300 billion yen (excluding a person specified in (a); and

五 金融商品取引業者等について、第一項第二十一号の五に規定する措置と同等であると認められる外国の法令に準拠することその他の事情により同号に規定する措置を講じなくても公益に反し又は投資者の保護に支障を生ずるおそれがないと認められる場合として金融庁長官が指定する場合における当該取引

(v) a transaction designated by the Commissioner of the Financial Services Agency as the case considered to involve no risk of conflicting with the public interest or compromising the protection of investors even without taking the measures provided in paragraph (1), item (xxi)-5, on the ground of the Financial Instruments Business Operator, etc. having complied with the laws and regulations considered to be equivalent to the measures specified in that item or other reasons.

1 1 第一項第二十一号の六の規定は、基準時において、次の各号のいずれかに該当する取引については、適用しない。

(11) The provisions of paragraph (1), item (xxi)-6 do not apply to a transaction which falls under any of the following items as of the Base Time:

一 取引の当事者の一方が金融商品取引業者等以外の者(次のいずれにも該当する者を除く。)である場合における当該取引

(i) a transaction wherein one of the parties is a person other than a Financial Instruments Business Operator, etc. (excluding a person that falls under all of the following):

イ 外国(当該外国の法令に照らし、一括清算の約定又はこれに類する約定が有効であることが適切に確認されている国に限る。)において店頭デリバティブ取引を業として行う者(外国政府等を除く。)

(a) a person engaged in Over-the-Counter Derivatives Transactions in the course of trade in a foreign state (limited to a state if the agreement on a Close-out Netting or any agreement similar thereto is confirmed to be effective, judging from the laws and regulations of the foreign state in an appropriate way) (excluding the Foreign Government, etc.);

ロ 取引の状況その他の事情から合理的に判断して、基準時の属する年の前々年の

四月から前年の三月まで（基準時が十二月に属するときは、その前年の四月からその年の三月まで）の各月末日における店頭デリバティブ取引に係る想定元本額の合計額の平均額が三千億円以上であると見込まれる者

(b) a person for which the average total amount of notional principal for the Over-the-Counter Derivatives Transactions as of the end of each month during the period from April which is two years before the year in which the Base Time falls to March of the year preceding the year in which the Base Time falls (in cases when the Base Time falls in December, the period from April of the preceding year to March of the relevant year) is expected to be 300 billion yen or more, judging reasonably from the status of transaction or other circumstances;

ハ 取引の状況その他の事情から合理的に判断して、基準時の属する年の前年の三月から五月まで（基準時が九月から十二月までに属するときは、その年の三月から五月まで）の各月末日における次に掲げる取引（当該取引の当事者の双方がイに規定する者又は第四号イに規定する者以外の者である取引に限る。）に係る想定元本額の合計額（当該取引の当事者に親会社等、子会社等又は親会社等の子会社等（当該取引の当事者を除く。）があるときは、それらの者が行うこれらの取引の想定元本額の合計額（それらの者の間の取引に係る想定元本額の合計額を除く。）を合計した額を含む。）の平均額が一兆千億円を超えると見込まれる者

(c) a person for which the average total amount of notional principal for the following transactions (limited to the transactions wherein both parties are not the person provided in (a) or item (iv), (a)) (in cases when the parties to the transaction have a Parent Company, etc., a Subsidiary Company, etc. or a Subsidiary Company, etc. of a Parent Company, etc. (excluding the parties to the transactions), including the total of the notional principal of these transactions conducted by these persons (excluding the total amount of notional principal of the transactions among these persons)) as of the end of each month during the period from March to May of the year preceding the year in which the Base Time falls (in cases when the Base Time falls in the period from September to December, the period from March to May of the relevant year) is expected to exceed 110 billion yen, judging reasonably from the status of transaction or other circumstances:

(1) 店頭デリバティブ取引（金融商品取引清算機関、外国金融商品取引清算機関又は外国の法令に準拠して設立された法人で外国において金融商品債務引受業と同種類の業務を行う者が債務を負担するものを除く。）

1. Over-the-Counter Commodity Derivatives Transactions (excluding transactions for which the obligations are assumed by a Financial Instruments Clearing Organization, Foreign Financial Instruments Clearing Organization or a corporation incorporated under the laws and regulations of a foreign state which is engaged in the same type of business as Financial Instruments Debt Assumption Service in the



- foreign state);
- (2) 店頭商品デリバティブ取引
2. Over-the-Counter Commodity Derivatives Transactions;
- (3) 先物外国為替取引
3. foreign exchange futures transaction;
- 二 信託勘定に属するものとして経理される取引のうち、次のいずれかに該当する信託財産に係る取引
- (ii) a transaction for which the accounting is to be settled as a transaction belonging to a trust account, which relates to a trust property which falls under any of the following:
- イ 基準時の属する年の前々年の四月から前年の三月まで（基準時が十二月に属するときは、その前年の四月からその年の三月まで）の各月末日における店頭デリバティブ取引（清算集中等取引情報又は取引情報の対象となっているものに限る。）に係る想定元本額の合計額の平均額が三千億円未満である信託財産
- (a) a trust property with the average total amount of notional principal for the Over-the-Counter Derivatives Transactions (limited to the transactions subject to Data on Centrally Cleared Trades or Trade Data) as of the end of each month during the period from April which is two years before the year in which the Base Time falls to March of the year preceding the year in which the Base Time falls (in cases when the Base Time falls in December, the period from April of the preceding year to March of the relevant year) is expected to be less than 300 billion yen;
- ロ 基準時の属する年の前年の三月から五月まで（基準時が九月から十二月までに属するときは、その年の三月から五月まで）の各月末日における次に掲げる取引（当該取引の当事者の双方が前号イに規定する者又は第四号イに規定する者以外の者である取引に限る。）に係る想定元本額の合計額の平均額が一兆千億円以下である信託財産
- (b) a trust property with the average total amount of notional principal for the following transactions (limited to the transactions wherein both parties are not the person provided in (a) of the preceding item or item (iv), (a) as of the end of each month during the period from March to May of the year preceding the year in which the Base Time falls (in cases when the Base Time falls in the period from September to December, the period from March to May of the relevant year) is 1,100 billion yen or less:
- (1) 非清算店頭デリバティブ取引
1. Non-Cleared Over-the-Counter Derivatives Transactions;
- (2) 店頭商品デリバティブ取引
2. Over-the-Counter Commodity Derivatives Transactions;
- (3) 先物外国為替取引
3. foreign exchange futures transaction;
- 三 取引を行う金融商品取引業者等の親会社等、子会社等又は親会社等の子会社等

(当該金融商品取引業者等を除く。)が当該取引の相手方となる場合における当該取引

(iii) a transaction wherein the counterparty is a Parent Company, etc., a Subsidiary Company, etc. or a Subsidiary Company, etc. of the Parent Company, etc. (excluding the Financial Instruments Business Operator, etc.) of the Financial Instruments Business Operator, etc. that conducts the transaction;

四 取引の当事者の一方又は双方が、次のいずれかに該当する場合における当該取引(ロ及びハに掲げる者については、信託勘定に属するものとして経理される取引を除く。)

(iv) a transaction wherein one or both parties fall under any of the following (for persons specified in (b) and (c), excluding a transaction accounted for as belonging to a trust account):

イ 金融商品取引業者等のうち、第一種金融商品取引業を行う金融商品取引業者又は登録金融機関である銀行、株式会社商工組合中央金庫、株式会社日本政策投資銀行、全国を地区とする信用金庫連合会、農林中央金庫若しくは保険会社のいずれかの者以外の者

(a) a Financial Instruments Business Operator, etc. which is not a bank which is a Financial Instruments Business Operator or Registered Financial Institution engaged in a Type-I Financial Instruments Business, The Shoko Chukin Bank, Ltd., the Development Bank of Japan, a federation of Shinkin banks whose district is the entire nation, Norinchukin Bank or an insurance company;

ロ 金融商品取引業者等のうち、基準時の属する年の前々年の四月から前年の三月まで(基準時が十二月に属するときは、その前年の四月からその年の三月まで)の各月末日における店頭デリバティブ取引(清算集中等取引情報又は取引情報の対象となっているものに限り、信託勘定に属するものとして経理されるものを除く。)に係る想定元本額の合計額の平均額が三千億円未満である者(イに掲げる者を除く。)

(b) a Financial Instruments Business Operator, etc. with the average total amount of notional principal for the Over-the-Counter Derivatives Transactions (limited to the transactions subject to Data on Centrally Cleared Trades or Trade Data, and excluding those accounted for as belonging to a trust account) as of the end of each month during the period from April which is two years before the year in which the Base Time falls to March of the year preceding the year in which the Base Time falls (in cases when the Base Time falls in December, the period from April of the preceding year to March of the relevant year) is expected to be less than 300 billion yen (excluding a person specified in (a));

ハ 金融商品取引業者等のうち、基準時の属する年の前年の三月から五月まで(基準時が九月から十二月までに属するときは、その年の三月から五月まで)の各月

末日における次に掲げる取引（当該取引の当事者の双方が第一号イに規定する者又はイに規定する者以外の者である取引に限る。）に係る想定元本額の合計額（当該金融商品取引業者等に親会社等、子会社等又は親会社等の子会社等（当該金融商品取引業者等を除く。）があるときは、それらの者が行うこれらの取引の想定元本額の合計額（それらの者の間の取引に係る想定元本額の合計額を除く。）を合計した額を含む。）の平均額が一兆千億円以下である者（イ及びロに掲げる者を除く。）

(c) a Financial Instruments Business Operator, etc. whose average total amount of notional principal for the following transactions (limited to the transactions wherein both parties are not the person provided in item (i), (a) or (a) of this item) (in cases when the Financial Instruments Business Operator, etc. has a Parent Company, etc., a Subsidiary Company, etc. or a Subsidiary Company, etc. of a Parent Company, etc. (excluding the Financial Instruments Business Operator, etc.), including the total of the notional principal of these transactions conducted by these persons (excluding the total amount of notional principal of the transactions among these persons)) as of the end of each month during the period from March to May of the year preceding the year in which the Base Time falls (in cases when the Base Time falls in the period from September to December, the period from March to May of the relevant year) is expected to be 110 billion yen or less (excluding persons specified in (a) and (b)):

(1) 非清算店頭デリバティブ取引（法第二条第二十八項に規定する金融商品債務引受業対象業者以外の者が行う当該取引については、外国の法令に準拠して設立された法人で外国において金融商品債務引受業と同種類の業務を行う者が債務を負担するものを除く。）

1. Non-Cleared Over-the-Counter Derivatives Transactions (for the transactions to be conducted by a person other than a Business Counterparty to Financial Instruments Debt Assumption Services provided in Article 2, paragraph (28) of the Act, excluding transactions for which the obligations are assumed by a corporation incorporated under the laws and regulations of a foreign state which is engaged in the same type of business as Financial Instruments Debt Assumption Service in the foreign state);

(2) 店頭商品デリバティブ取引

2. Over-the-Counter Commodity Derivatives Transactions;

(3) 先物外国為替取引

3. foreign exchange futures transaction; and

五 金融商品取引業者等について、第一項第二十一号の六に規定する措置と同等であると認められる外国の法令に準拠することその他の事情により同号に規定する措置を講じなくても公益に反し又は投資者の保護に支障を生ずるおそれがないと認められる場合として金融庁長官が指定する場合における当該取引

- (v) a transaction designated by the Commissioner of the Financial Services Agency as the case considered to involve no risk of conflicting with the public interest or compromising the protection of investors even without taking the measures provided in paragraph (1), item (xxi)-6, on the ground of the Financial Instruments Business Operator, etc. having complied with the laws and regulations considered to be equivalent to the measures specified in that item or other reasons.

(最良執行方針等)

(Best Execution Policy)

第二百二十四条 令第十六条の六第一項第一号イに規定する内閣府令で定める有価証券は、次に掲げるものとする。

Article 124 (1) The Securities to be specified by Cabinet Office Order as referred to in Article 16-6, paragraph (1), item (i) of the Order are as follows:

一 株券

(i) Share Certificates;

二 新株予約権付社債券

(ii) bonds with share options;

三 新株予約権証券

(iii) share option certificates;

四 法第二条第一項第六号に掲げる有価証券

(iv) Securities as specified in Article 2, paragraph (1), item (vi) of the Act;

五 優先出資証券

(v) Preferred Equity Securities;

六 投資信託又は外国投資信託の受益証券

(vi) Beneficiary Certificates of investment trusts or foreign investment trusts;

七 投資証券又は外国投資証券で投資証券に類する証券

(vii) Investment Securities, or foreign investment securities similar thereto;

八 新投資口予約権証券又は外国投資証券で新投資口予約権証券に類する証券

(viii) Certificates of Investment Equity Subscription Rights or Foreign

Investment Securities similar thereto;

九 法第二条第一項第十四号に掲げる有価証券

(ix) Securities as specified in Article 2, paragraph (1), item (xiv) of the Act; and

十 法第二条第一項第十七号に掲げる有価証券で第一号から第五号まで又は前号に掲げる有価証券の性質を有するもの

(x) Securities specified in Article 2, paragraph (1), item (xvii) of the Act which have a similar nature to the Securities specified in any of the items (i) through (v) or in the preceding item.

- 2 金融商品取引業者等は、法第四十条の二第二項の規定に基づき、その本店等において最良執行方針等（同条第一項に規定する最良執行方針等をいう。以下この条において同じ。）を見やすいように掲示する方法又は最良執行方針等を閲覧に供する方法及

び次の各号に掲げる場合に該当するときは、当該各号に定める方法により、公表しなければならない。

(2) A Financial Instruments Business Operator, etc. must, pursuant to the provisions of Article 40-2, paragraph (2) of the Act, publicize at its Head Office, etc. the Best Execution Policy, etc. (meaning the Best Execution Policy, etc. prescribed in paragraph (1) of that Article; hereinafter the same applies in this Article) through posting it in a legible manner or making it available for public inspection, or, in the cases falling under any of the following items, by the means set forth respectively in the relevant item:

一 金融商品取引業者等が、その営業所、事務所その他の場所（その本店等を除く。以下この号において「営業所等」という。）において有価証券等取引（法第四十条の二第一項に規定する有価証券等取引をいう。第五項第一号において同じ。）に関する顧客の注文（以下この項において「顧客の注文」という。）を受ける場合 顧客の注文を受ける営業所等ごとに、最良執行方針等を見やすいように掲示する方法又は最良執行方針等を閲覧に供する方法

(i) in cases when a Financial Instruments Business Operator, etc. receives customers' orders (hereinafter referred to as "Customers' Orders" in this paragraph) related to the Transactions of Securities, etc. (meaning the Transactions of Securities, etc. prescribed in Article 40-2, paragraph (1) of the Act; the same applies in paragraph (5), item (i)) at its business office, other office or any other place (excluding its Head Office, etc.; hereinafter referred to as the "Business Office, etc." in this item): posting the Best Execution Policy, etc. in a legible manner or making it available for public inspection, at each Business Office, etc. receiving Customers' Orders; or

二 金融商品取引業者等が、公衆によって直接受信されることを目的として公衆からの求めに応じ自動的に無線通信又は有線電気通信の送信を行うこと（以下この号において「自動送信」という。）により顧客の注文を受ける場合（前号に掲げる場合に該当する場合を除く。） 最良執行方針等を自動送信し、又は顧客の求めに応じて郵便若しくはファクシミリ装置を利用して送信する方法

(ii) in cases when a Financial Instruments Business Operator, etc. receives Customers' Orders by automatically transmitting messages at the request of the public and to be received directly by the public, by means of wireless or cable transmission servers (hereinafter referred to as "Automatic Public Transmission" in this item) (excluding the cases falling under the preceding item applies): to transmit the Best Execution Policy, etc. automatically, or to transmit it by postal mail or a facsimile transmission device at the customers' request.

3 金融商品取引業者等は、法第四十条の二第四項の規定により交付する書面には、最良執行方針等を記載しなければならない。

(3) A Financial Instruments Business Operator, etc. must include the Best Execution Policy, etc. in the document which it delivers pursuant to the

provisions of Article 40-2, paragraph (4) of the Act.

4 法第四十条の二第五項に規定する内閣府令で定める期間は、三月間とする。

(4) The term to be specified by Cabinet Office Order as referred to in Article 40-2, paragraph (5) of the Act is three months.

5 法第四十条の二第五項に規定する最良執行方針等に従って執行された旨を説明した書面（次項において「最良執行説明書」という。）には、次に掲げる事項を記載しなければならない。

(5) The following matters must be stated in a document explaining that the order has been executed in accordance with its Best Execution Policy, etc. as referred to in Article 40-2, paragraph (5) of the Act (hereinafter referred to as the "Best Execution Report" in the following paragraph):

一 注文に係る有価証券等取引の銘柄、数量及び売付け又は買付けの別

(i) the issues and volumes of the Transactions of Securities, etc. pertaining to the orders, and information as to whether it was a sale or purchase transaction;

二 受注日時

(ii) the date and time of the receipt of orders; and

三 約定日時及び執行した金融商品市場その他執行の方法

(iii) the date and time of the contract, the Financial Instruments Exchange Market which has executed the order, and any other execution means which have been implemented.

6 法第四十条の二第五項の規定により最良執行説明書を交付しようとする金融商品取引業者等は、顧客から求められた日から二十日（特定投資家である顧客から同意を得た場合にあつては、当該同意に係る期間（二十日以上の間に限る。））以内に当該顧客に交付しなければならない。

(6) A Financial Instruments Business Operator, etc. which intends to deliver a Best Execution Report pursuant to the provisions of Article 40-2, paragraph (5) of the Act must deliver it to the customer, within 20 days (if the Financial Instruments Business Operator, etc. has obtained consent from a customer that is a Professional Investor, within the consented period (limited to a period of 20 days or longer)) from the day when the customer requested the delivery thereof.

（分別管理が確保されているもの）

(Cases When Separate Management Is Ensured)

第二百五条 法第四十条の三に規定する内閣府令で定めるものは、同条に規定する権利又は有価証券に関し出資され、又は拠出された金銭を充てて事業を行う者（当該事業に係る業務を執行する者を含む。以下この条において「事業者」という。）に対し、当該事業者の定款（当該事業に係る規約その他の権利又は有価証券に係る契約その他の法律行為を含む。）により次に掲げる基準を満たすことが義務付けられていることにより、当該金銭が当該事業者の固有財産その他当該事業者の行う他の事業に係る財

産と分別して管理されていることが確保されているものとする。

Article 125 The cases to be specified by Cabinet Office Order as referred to in Article 40-3 of the Act are cases when the person conducting a business by the use of the money invested or contributed in the rights or Securities specified in that Article (including the person executing the operation of such business; hereinafter referred to as the "Business Operator" in this Article) is required to fulfill the following requirements under the articles of incorporation (including the rules for such business, or any other contract or juridical act pertaining to the right or Securities), and thereby it is ensured that such money is to be managed separately from the Business Operator's own property, or from the properties pertaining to any other business conducted by such Business Operator:

一 当該事業者による当該金銭を充てて行われる事業の対象及び業務の方法が明らかにされるとともに、当該事業に係る財産がそれぞれ区分して経理され、かつ、それらの内容が投資者の保護を図る上で適切であること。

(i) that the subject of the business to be conducted by the Business Operator using such money, as well as the means of the business operation thereof have been clarified, that the accounting of the properties pertaining to the business is handled separately for each property, and that the substance of the aforementioned particulars is appropriate in light of the protection of investors;

二 当該金銭が、次に掲げる方法により、適切に管理されていること。

(ii) that the money is managed in an appropriate manner, in accordance with any of the following means:

イ 他の金融商品取引業者等への預託（当該他の金融商品取引業者等が有価証券等管理業務として受けるものに限る。）又は外国の法令に準拠し、外国において有価証券等管理業務を行う者への預託

(a) by making a deposit with another Financial Instruments Business Operator, etc. (limited to cases when such other Financial Instruments Business Operator, etc. accepts the money as the Securities, etc. Management Business), or with a person engaged in a Securities, etc. Management Business in a foreign state in compliance with the laws and regulations of the foreign state;

ロ 銀行、協同組織金融機関、株式会社商工組合中央金庫又は外国の法令に準拠し、外国において銀行法第十条第一項第一号に掲げる業務を行う者への預金又は貯金（当該金銭であることがその名義により明らかなものに限る。）

(b) by setting up a deposit or savings account at a bank, Cooperative Structured Financial Institution or the Shoko Chukin Bank Limited or with a person engaged in a business as specified in Article 10, paragraph (1), item (i) of the Banking Act in a foreign state in compliance with the laws and regulations of the foreign state (limited to cases when it is

obvious from the holder's name that such deposit or saving comprises such money); and

ハ 信託業務を営む金融機関又は外国の法令に準拠し、外国において信託業務を行う者への金銭信託で元本補てんの契約のあるもの（当該金銭であることがその名義により明らかなものに限る。）

(c) by creating a money trust with a contractual agreement on the compensation of principal, with a financial institution engaged in a trust business or with a person engaged in a trust business in a foreign state in compliance with the laws and regulations of the foreign state (limited to cases when it is obvious from the right holder's name that such money trust comprises such money).

(一般投資家に含まれない者)

(Persons Excluded from as General Investors)

第二百五条の二 法第四十条の四に規定する内閣府令で定める者は、次に掲げる者とする。

Article 125-2 (1) The persons to be specified by Cabinet Office Order as referred to in Article 40-4 of the Act are as follows:

一 当該特定投資家向け有価証券の発行者の取締役等（取締役、監査役、執行役、理事若しくは監事又はこれらに準ずる者をいう。）であり、かつ、当該発行者の総株主等の議決権の百分の五十を超える議決権（社債、株式等の振替に関する法律第一百四十七条第一項又は第一百四十八条第一項（これらの規定を同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。以下この条において「対象議決権」という。）を自己若しくは他人の名義をもって保有する者（以下この条において「特定役員」という。）又は当該特定役員の被支配法人等（当該発行者を除く。）

(i) a person that holds the position of a Director, etc. (meaning a director, company auditor, executive officer, board member, auditor or any other person holding a position equivalent thereto) of the Issuer of the Securities for Professional Investors, and that, under the person's own name or another person's name, holds the voting rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. in the Issuer (including the voting rights pertaining to a share or contribution which may not be duly asserted against the Issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Transfer of Corporate Bonds, Shares, etc. (including cases when these 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 parts pertaining to item (ii))); hereinafter referred to as the "Subject Voting Rights" in this Article)



(such person is hereinafter referred to as the "Specified Officer" in this Article), or the Corporation, etc. Under Control of such Specified Officer (such corporation excludes the Issuer);

二 当該特定投資家向け有価証券の発行者の総株主等の議決権の百分の五十を超える対象議決権を自己又は他人の名義をもって保有する会社（前号に掲げる者を除く。）

(ii) a company which, under its name or another person's name, holds the Subject Voting Rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. in the Issuer of the Securities for Professional Investors (excluding the person specified in the preceding item);

三 当該特定投資家向け有価証券（次に掲げるものに限る。）の発行者の役員等（当該特定投資家向け有価証券の買付け（当該発行者の他の役員等と共同して、一定の計画に従い、個別の投資判断に基づかず、継続的に買付けを行うことを内容とする契約であって各役員等の一回当たりの拠出金額が百万円に満たないものに基づいて行うものに限る。）を行う者に限り、第一号に掲げる者を除く。）

(iii) an Officer, etc. of the Issuer of the Securities for Professional Investors (such Securities are limited to those specified in the following) (such Officer, etc. is limited to one that conducts the purchase of the Securities for Professional Investors (limited to a purchase made under a contract whereby the Officer, etc., jointly with other Officers, etc. of such Issuer, conducts purchases continually in accordance with a certain plan, but not based on the respective Investment Decisions, and whereby the amount to be contributed by each of such Officers, etc. on each occasion is less than one million yen), and excludes the person specified in item (i)):

イ 法第二条第一項第九号に掲げる有価証券

(a) Securities specified in Article 2, paragraph (1), item (ix) of the Act;

ロ 法第二条第一項第十一号に掲げる有価証券のうち、投資証券、新投資口予約権証券又は外国投資証券で投資証券若しくは新投資口予約権証券に類する証券

(b) Securities specified in Article 2, paragraph (1), item (xi) of the Act, which are Investment Securities, Investment Equity Subscription Rights Certificates or Foreign Investment Securities similar to the Investment Securities or Investment Equity Subscription Rights Certificates;

ハ 法第二条第一項第十七号に掲げる有価証券のうち、同項第九号に掲げる有価証券の性質を有するもの

(c) Securities specified in Article 2, paragraph (1), item (xvii) of the Act, which have nature of the Securities specified in item (ix) of that paragraph;

ニ イからハマまでに掲げる有価証券を受託有価証券（令第二条の三第三号に規定する受託有価証券をいう。以下同じ。）とする有価証券信託受益証券（同号に規定する有価証券信託受益証券をいう。以下同じ。）

(d) Beneficiary Certificates of Securities in Trust (meaning the Beneficiary Certificates of Securities in Trust prescribed in Article 2-3, item (iii) of the

Order; the same applies hereinafter) of which Entrusted Securities (meaning the Entrusted Securities prescribed in that item; the same applies hereinafter) are the Securities specified in (a) through (c); and  
ホ 法第二条第一項第二十号に掲げる有価証券でイからハまでに掲げる有価証券に係る権利を表示するもの

(e) Securities specified in Article 2, paragraph (1), item (xx) of the Act which indicate the right pertaining to the Securities specified in (a) through (c).

2 特定役員とその被支配法人等が合わせて他の法人等（法人その他の団体をいう。以下この条において同じ。）の総株主等の議決権の百分の五十を超える対象議決権を自己又は他人の名義をもって保有する場合には、当該他の法人等は、当該特定役員の被支配法人等とみなして、前項第一号及びこの項の規定を適用する。

(2) In cases when the total of the Subject Voting Rights held by the Specified Officer and those held by the Corporation, etc. Under Control of Specified Officer, under their respective names or under the names of any other persons, constitutes the Voting Rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. in any other Corporation, etc. (meaning a corporation or any other organization; hereinafter the same applies in this Article), such other Corporation, etc. is deemed to be the Corporation, etc. Under Control of such Specified Officer, and the provisions of item (i) of the preceding paragraph and this paragraph apply.

3 第一項第一号及び前項の「被支配法人等」とは、特定役員が他の法人等の総株主等の議決権の百分の五十を超える対象議決権を自己又は他人の名義をもって保有する場合における当該他の法人等をいう。

(3) The "Corporation, etc. Under Control" as used in paragraph (1), item (i) and the preceding paragraph means the Corporation, etc., whose Subject Voting Rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. are held by a Specified Officer under the name of the Specified Officer or under the name of any other person.

4 第一項第三号の「役員等」とは、令第一条の三の三第五号に規定する役員等をいう。

(4) The "Officer, etc." as used in paragraph (1), item (iii) means the Officer, etc. prescribed in Article 1-3-3, item (v) of the Order.

(特定投資家向け有価証券の売買等の制限の例外)

(Exception to Limitations on Purchase and Sale of Securities for Professional Investors)

第百二十五条の三 法第四十条の四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 125-3 The cases to be specified by Cabinet Office Order as referred to in Article 40-4 of the Act are as follows:

一 一般投資家（法第四十条の四に規定する一般投資家をいう。以下この条及び第百二十五条の六第二項第四号において同じ。）に対する勧誘に基づかないで次に掲げ

る行為を行う場合

- (i) if the Financial Instruments Business Operator, etc. conducts any of the following acts not through the solicitation of General Investors (meaning the General Investors prescribed in Article 40-4 of the Act; hereinafter the same applies in this Article and Article 125-6, paragraph (2), item (iv)):
- イ 一般投資家を相手方として行う買付け
    - (a) purchasing from a General Investor as the counterparty;
    - ロ 一般投資家のために行う売付けの取次ぎ又は代理（一般投資家を相手方として行う場合を除く。）
    - (b) providing a brokerage or agency service for General Investors, in relation to a sale (excluding a sale to a General Investor as the counterparty);
    - ハ 一般投資家から買付けをする者（一般投資家を除く。）のために行う当該買付けの媒介、取次ぎ又は代理
    - (c) providing an intermediary, brokerage or agency service in relation to purchasing, to be provided to a person (excluding a General Investor) that makes purchases from a General Investor;
    - ニ 一般投資家のために行う取引所金融商品市場又は外国金融商品市場における売付けの委託の媒介、取次ぎ又は代理
    - (d) providing an intermediary, brokerage or agency service for General Investors, in relation to an entrustment of sale on the Financial Instruments Exchange Market or the Foreign Financial Instruments Exchange Market; and
    - ホ 一般投資家から取引所金融商品市場又は外国金融商品市場における売付けの委託を受ける者のために行う当該委託の媒介、取次ぎ又は代理
    - (e) providing an intermediary, brokerage or agency service for entrustment, which is to be provided to a person accepting from a General Investor an entrustment of sale on the Financial Instruments Exchange Market or the Foreign Financial Instruments Exchange Market;
  - 二 法第二十七条の二第一項に規定する公開買付け（同項本文の規定の適用を受ける場合に限る。次号において同じ。）に係る株券等（同項に規定する株券等をいう。同号において同じ。）の売付けをする場合
- (ii) if the Financial Instruments Business Operator, etc. conducts the sale of Share Certificates, etc. (meaning the Share Certificates, etc. prescribed in Article 27-2, paragraph (1) of the Act; the same applies in the following item) pertaining to the Tender Offer prescribed in that paragraph (limited to cases when the provisions of the main text of Article 27-2, paragraph (1) of the Act is applicable; the same applies in the following item);
- 三 法第二十七条の二第一項に規定する公開買付けを行う者のために当該公開買付けに係る株券等の買付けの媒介又は代理を行う場合（第一号に規定する場合を除く。）
- (iii) if the Financial Instruments Business Operator, etc. provides to a person

implementing the Tender Offer prescribed in Article 27-2, paragraph (1) of the Act an intermediary or agency service for the purchase of Share Certificates, etc. pertaining to such Tender Offer (excluding the cases specified in item (i)); and

四 法第二十七条の二十二の二第一項に規定する公開買付け（同項本文の規定の適用を受ける場合に限る。）を行う者のために当該公開買付けに係る法第二十四条の六第一項に規定する上場株券等の買付けの媒介又は代理を行う場合（第一号に規定する場合を除く。）

(iv) if the Financial Instruments Business Operator, etc. provides to a person implementing the Tender Offer prescribed in Article 27-22-2, paragraph (1) of the Act (limited to cases when the provisions of the main text of that paragraph is applicable) an intermediary or agency service for the purchase of the Listed Share Certificates, etc. prescribed in Article 24-6, paragraph (1) of the Act pertaining to such Tender Offer (excluding the cases specified in item (i)).

（特定投資家向け有価証券に係る告知を要しない売付け等）

(Sales Not Requiring Notification Related to Securities for Professional Investors)

第二百五条の四 令第十六条の七の二第一号へに規定する内閣府令で定めるものは、次に掲げるものとする。

Article 125-4 (1) The sales to be specified by Cabinet Office Order as referred to in Article 16-7-2, item (i), (f) of the Order are as follows:

一 累積投資契約（金融商品取引業者等が相手方から金銭を預かり、当該金銭を対価としてあらかじめ定めた期日において当該相手方に有価証券を継続的に売り付ける契約をいう。次項第一号において同じ。）による有価証券の売付け（過去に当該有価証券と同一の銘柄の有価証券を当該相手方が取得し、又は保有したことのない場合を除く。）

(i) the sale of Securities under a Contract for Cumulative Investment (meaning a contract wherein a Financial Instruments Business Operator, etc. receives a money deposit from a counterparty and sells Securities to that counterparty continuously on dates designated in advance while receiving a consideration payable out of such money deposit; hereinafter the same applies in item (i) of the following paragraph) (excluding cases when the counterparty has neither acquired nor held in the past any Securities whose were identical to such Securities);

二 相手方が所有する法第二条第一項第十号に掲げる有価証券から生ずる収益金をもってする当該有価証券と同一の銘柄の有価証券の売付け

(ii) the sale of Securities whose issues are identical to the Securities specified in Article 2, paragraph (1), item (x) of the Act owned by the counterparty, by using the earnings generated from such Securities; and

三 法第二条第一項第十号に掲げる有価証券（投資信託及び投資法人に関する法律施行規則第二十五条第二号に規定する公社債投資信託であつて計算期間が一日のものの受益証券に限る。次項第三号において「特定公社債投資信託受益証券」という。）の売付け（過去に当該有価証券と同一の銘柄の有価証券を相手方が取得し、又は保有したことの無い場合を除く。）

(iii) the sale of the Securities specified in Article 2, paragraph (1), item (x) of the Act (limited to the Beneficiary Certificates of the Bond Investment Trust prescribed in Article 25, item (ii) of the Regulation for Enforcement of the Act on Investment Trust and Investment Corporations, the Accounting Period of which is one day; referred to as the "Specified Beneficiary Certificates of Bond Investment Trust" in item (iii) of the following paragraph) (excluding cases when the counterparty has neither acquired nor held in the past any Securities whose issues were identical to such Securities).

2 令第十六条の七の二第二号ニに規定する内閣府令で定めるものは、次に掲げるものとする。

(2) The services to be specified by Cabinet Office Order as referred to in Article 16-7-2, item (ii), (d) of the Order are as follows:

一 累積投資契約に基づき定期的にする有価証券の買付けの媒介、取次ぎ又は代理（過去に当該有価証券と同一の銘柄の有価証券を相手方が取得し、又は保有したことの無い場合を除く。）

(i) an intermediary, brokerage or agency service for the purchase of Securities conducted on a regular basis under a Contract for Cumulative Investment (excluding cases when the counterparty has neither acquired nor held in the past any Securities whose issues were identical to such Securities);

二 相手方が所有する法第二条第一項第十号に掲げる有価証券から生ずる収益金をもつてする当該有価証券と同一の銘柄の有価証券の買付けの媒介、取次ぎ又は代理

(ii) an intermediary, brokerage or agency service for the purchase of Securities whose issues are identical to the Securities specified in Article 2, paragraph (1), item (x) of the Act owned by the counterparty, by using the earnings generated from such Securities; and

三 特定公社債投資信託受益証券の買付けの媒介、取次ぎ又は代理（過去に当該特定公社債投資信託受益証券と同一の銘柄の有価証券を相手方が取得し、又は保有したことの無い場合を除く。）

(iii) an intermediary, brokerage or agency service for the purchase of the Specified Beneficiary Certificates of Bond Investment Trust (excluding cases when the counterparty has neither acquired nor held in the past any Securities whose issues were identical to such Specified Beneficiary Certificates of Bond Investment Trust).

(特定投資家向け有価証券に関する告知の方法)

(Means of Notification with Regard to Securities for Professional Investors)

第百二十五条の五 法第四十条の五第一項の規定により告知を行おうとする金融商品取引業者等は、法第二条第三項に規定する取得勧誘又は同条第四項に規定する売付け勧誘等を行うことなく令第十六条の七の二に規定する行為（以下この条において「告知対象行為」という。）を行うまでに（同条第一号に掲げる告知対象行為にあつては、当該告知対象行為を行うことを内容とする契約を締結するまでに）、当該告知を行わなければならない。

Article 125-5 (1) A Financial Instruments Business Operator, etc. which intends to notify the counterparty pursuant to the provisions of Article 40-5, paragraph (1) of the Act must make a notice, before it conducts the act specified in Article 16-7-2 of the Order (hereinafter referred to as an "Act Requiring Notice" in this Article) (in the case of an Act Requiring Notice specified in Article 16-7-2, item (i) of the Order, before it concludes a contract for the performance of an Act Requiring Notice) without making any Solicitation for Acquisition as specified in Article 2, paragraph (3) of the Act or Solicitation for Selling, etc. as specified in paragraph (4) of that Article.

2 法第四十条の五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。

(2) The matters to be specified by Cabinet Office Order as referred to in Article 40-5, paragraph (1) of the Act are as follows:

一 当該特定投資家向け有価証券が特定投資家向け有価証券であること。

(i) that the Securities for Professional Investors fall within the category of the Securities for Professional Investors;

二 当該特定投資家向け有価証券に関して開示が行われている場合（法第四条第七項に規定する開示が行われている場合をいう。）に該当しないこと。

(ii) that the Securities for Professional Investors do not fall under Cases When Disclosures Have Been Made (meaning Cases When Disclosures Have Been Made prescribed in Article 4, paragraph (7) of the Act);

三 当該特定投資家向け有価証券の有価証券交付勧誘等（法第四条第二項に規定する有価証券交付勧誘等をいう。以下同じ。）について、同条第三項、第五項及び第六項の適用があること。

(iii) that the provisions of Article 4, paragraphs (3), (5) and (6) of the Act are applicable to the Solicitation for Delivery of Existing Securities, etc.

(meaning the Solicitation for Delivery of Existing Securities, etc. prescribed in Article 4, paragraph (2) of the Act; the same applies hereinafter) related to the Securities for Professional Investors;

四 当該有価証券について過去に行われた特定投資家向け取得勧誘若しくは特定投資家向け売付け勧誘等に係る特定証券等情報（法第二十七条の三十三に規定する特定証券等情報をいう。以下同じ。）が法第二十七条の三十一第二項若しくは第四項の規定により公表されている場合又は法第二十七条の三十二第一項から第三項までの規定により発行者等情報（法第二十七条の三十四に規定する発行者等情報をいう。以下同じ。）が公表されている場合にはその旨及び公表の方法（当該公表がインタ

ーネットを利用して行われている場合には、当該公表に係るホームページアドレス（使用する自動公衆送信装置（著作権法（昭和四十五年法律第四十八号）第二条第一項第九号の五イに規定する自動公衆送信装置をいう。）のうちそ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、番号、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。第二百三十八条第一号及び第二百四十一条第一項第十号において同じ。）を含む。）

(iv) in cases when, pursuant to the provisions of Article 27-31, paragraph (2) or (4) of the Act, Specified Information on Securities, etc. (meaning the Specified Information on Securities, etc. prescribed in Article 27-33 of the Act; the same applies hereinafter) pertaining to the Solicitation for Acquisition Only for Professional Investors or the Solicitation for Selling, etc. Only for Professional Investors conducted in relation to the Securities in the past has been publicized, or where, pursuant to the provisions of Article 27-32, paragraphs (1) through (3) of the Act, the Issuer's Information, etc. (meaning the Issuer's Information, etc. prescribed in Article 27-34 of the Act; the same applies hereinafter) has been publicized, the fact of such publication and the means thereof (in cases when such publication has been made through the internet, including information on a website address for such publication (the "website address" means the characters, numbers, marks or any other types of symbols or a combination thereof created for the purpose of the internet identification of the portion of the Automatic Public Transmission Server (meaning the automatic public transmission server prescribed in Article 2, paragraph (1), item (ix)-5, (a) of the Copyright Act (Act No. 48 of 1970); the same applies in Article 138, item (i) and Article 241, paragraph (1), item (x)) to be made available, which enables recipients of the information to browse the contents of such information by inputting it into the computers they use));

五 当該特定投資家向け有価証券の所有者に対し、法第二十七条の三十二の規定により発行者等情報の提供又は公表が行われること。

(v) that the Issuer's Information, etc. will be published, or provided to the owner of the Securities for Professional Investors, pursuant to the provisions of Article 27-32 of the Act.

3 一の告知対象行為について二以上の金融商品取引業者等が法第四十条の五第一項の規定により告知をしなければならない場合において、いずれか一の金融商品取引業者等が前項各号に掲げる事項を告知したときは、他の金融商品取引業者等は、同項の規定にかかわらず、同項各号に掲げる事項を告知することを要しない。

(3) Notwithstanding the provisions of Article 40-5, paragraph (1) of the Act, in cases when two or more Financial Instruments Business Operators, etc. are required to make a notification pursuant to that paragraph with regard to the same Act Requiring Notice, if one of such Financial Instruments Business

Operators, etc. has made a notification of the matters listed in the items of the preceding paragraph, the other Financial Instruments Business Operator, etc. need not notify the matters listed in the items of that paragraph.

(特定投資家向け有価証券取引契約等)

(Contracts for the Transaction of Securities for Professional Investors)

第百二十五条の六 法第四十条の五第二項に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 125-6 (1) The matters to be specified by Cabinet Office Order as referred to in Article 40-5, paragraph (2) of the Act are as follows:

一 法第二条第八項第十号に掲げる行為による特定投資家向け有価証券の売買（当該行為を行う金融商品取引業者による媒介、取次ぎ又は代理によるものに限る。）を行うことを内容とする契約

(i) a contract prescribing that purchase and sale of Securities for Professional Investors through an act listed in Article 2, paragraph (8), item (x) of the Act (limited to such purchase and sale made through the intermediary, brokerage or agency service of the Financial Instruments Business Operator that conducts that act) will be conducted;

二 取引所取引許可業者を相手方として特定投資家向け有価証券の売買（取引所金融商品市場においてするものに限る。）を行うことを内容とする契約

(ii) a contract prescribing that purchase and sale of Securities for Professional Investors with an Authorized On-Exchange Transaction Operator (limited to such purchase and sale made in an On-Exchange Financial Instruments Market) will be conducted; and

三 金融商品取引清算機関（当該金融商品取引清算機関が連携金融商品債務引受業務を行う場合には、連携清算機関等を含む。以下この号において同じ。）又は外国金融商品取引清算機関を相手方として特定投資家向け有価証券の売買（当該金融商品取引清算機関又は外国金融商品取引清算機関が行う金融商品債務引受業（当該金融商品取引清算機関が連携金融商品債務引受業務を行う場合には、連携金融商品債務引受業務を含む。）に係るものに限る。）を行うことを内容とする契約

(iii) a contract prescribing that purchase and sale of Securities for Professional Investors with an Financial Instruments Clearing Organization (in cases when the Financial Instruments Clearing Organization engages in Collaborative Financial Instruments Obligation Assumption Services, including a Collaborating Clearing Organization, etc.; hereinafter the same applies in this item) or Foreign Financial Instruments Clearing Organization (limited to such purchase and sale pertaining to Financial Instruments Obligation Assumption Service conducted by such Financial Instruments Clearing Organization or Foreign Financial Instruments Clearing Organization (in cases when the Financial Instruments Clearing Organization engages in Collaborative Financial Instruments Obligation



Assumption Services, including Collaborative Financial Instruments Obligation Assumption Services)) will be conducted.

2 法第四十条の五第二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。

(2) The matters to be specified by Cabinet Office Order as referred to in Article 40-5, paragraph (2), item (i) of the Act are as follows:

一 特定投資家向け有価証券の発行者は、法に別段の定めがある場合を除き、法第二十五条第一項第四号から第十号までに掲げる書類を提出する義務を負わないこと。

(i) that, unless otherwise provided for in the Act, the Issuer of the Securities for Professional Investors is not required to submit the documents listed in Article 25, paragraph (1), items (iv) through (x) of the Act;

二 特定投資家向け有価証券の有価証券交付勧誘等について、法第四条第三項、第五項及び第六項の適用があること。

(ii) that the provisions of Article 4, paragraph (3), (5) and (6) of the Act apply to the Solicitation for Delivery of Existing Securities, etc. related to Securities for Professional Investors;

三 特定投資家向け有価証券の所有者に対し、法第二十七条の三十二第一項から第三項までの規定による発行者等情報の提供又は公表が行われること。

(iii) that the Issuer's Information, etc. will be published, or provided to the owner of the Securities for Professional Investors, pursuant to the provisions of Article 27-32, paragraphs (1) through (3) of the Act; and

四 金融商品取引業者等は、特定投資家向け有価証券について、法に規定する場合を除き、一般投資家を相手方とし、又は一般投資家のために、売買の媒介、取次ぎ又は代理その他の法第二条第八項第一号から第四号まで及び第十号に掲げる行為を行うことができないこと。

(iv) that the Financial Instruments Business Operator, etc. may not, unless otherwise provided for by the Act, conduct an intermediary, brokerage or agency service for the purchase and sale or any other acts listed in Article 2, paragraph (8), items (i) through (iv) and (x) of the Act in regard to the Securities for Professional Investors, vis-a-vis a General Investor, or for a General Investor.

(特定店頭デリバティブ取引)

(Specified Over-the-Counter Derivatives Transactions)

第二百五条の七 法第四十条の七第一項に規定する内閣府令で定めるものは、法第二条第二十二項第五号に掲げる取引であって、当事者が元本（円建てのものに限る。）として定めた金額について当事者の一方が相手方と取り決めた利率又は市場金利の約定した期間における変化率（以下この項において「利率等」という。）に基づいて金銭（円建てのものに限る。以下この項において同じ。）を支払い、相手方が当事者の一方と取り決めた利率等に基づいて金銭を支払うことを相互に約するもののうち、金融庁長官が指定するものとする。

Article 125-7 (1) The transactions to be specified by Cabinet Office Order as referred to in Article 40-7, paragraph (1) of the Act are the transactions specified in Article 2, paragraph (22), item (v) of the Act wherein the parties mutually promise to pay money (limited to yen-denominated amount; hereinafter the same applies in this paragraph) based on an interest rate determined by one of the parties and the counterparty in relation to the amount fixed as principal (limited to the yen-denominated principal) or a variation rate of the market interest rate for the agreed period (hereinafter referred to as "Interest Rate, etc." in this paragraph) and the other party pays money based on the Interest Rate, etc. determined by one of the parties and the counterparty, which are to be designated by the Commissioner of the Financial Services Agency.

2 前項の規定にかかわらず、同項に規定する取引が、当該取引に係る契約を締結する時において次の各号のいずれかに該当する取引である場合には、当該取引は、法第四十条の七第一項に規定する内閣府令で定めるものに該当しないものとする。

(2) Notwithstanding the provisions of the preceding paragraph, if the transaction provided in that paragraph is a transaction which falls under any of the following items at the time of the conclusion of the contract for transaction, the transaction does not fall under the transaction to be specified by Cabinet Office Order as referred to in Article 40-7, paragraph (1) of the Act:

一 信託勘定に属するものとして経理される取引

(i) a transaction for which the accounting is to be settled as a transaction belonging to a trust account;

二 取引を行う金融商品取引業者等の親会社等、子会社等又は親会社等の子会社等（当該金融商品取引業者等を除く。）が当該取引の相手方となる場合における当該取引

(ii) a transaction wherein the counterparty is a Parent Company, etc., a Subsidiary Company, etc. or a Subsidiary Company, etc. of the Parent Company, etc. (excluding the Financial Instruments Business Operator, etc.) of the Financial Instruments Business Operator, etc. that conducts the transaction;

三 当事者の一方又は双方が次のいずれかに掲げる者である場合における当該取引

(iii) a transaction wherein one or both of the parties is a person specified in any of the following:

イ 金融商品取引業者等（第一種金融商品取引業を行う金融商品取引業者又は登録金融機関である銀行、株式会社商工組合中央金庫、株式会社日本政策投資銀行、全国を地区とする信用金庫連合会若しくは農林中央金庫に限る。）以外の者

(a) a person which is not a Financial Instruments Business Operator, etc. (limited to a bank which is a Financial Instruments Business Operator or Registered Financial Institution engaged in a Type-I Financial Instruments Business, The Shoko Chukin Bank, Ltd., the Development Bank of Japan, a federation of Shinkin banks whose district is the entire

nation or Norinchukin Bank);

ロ 金融商品取引業者等のうち、当該取引に係る契約を締結する時の属する年の前々年の四月から前年の三月まで（その時が十二月に属するときは、その前年の四月からその年の三月まで）の各月末日における店頭デリバティブ取引（清算集中取引情報又は取引情報の対象となっているものに限り、信託勘定に属するものとして経理されるものを除く。）に係る想定元本額の合計額の平均額が六兆円未満である者（イに掲げる者を除く。）

(b) a Financial Instruments Business Operator, etc. with the average total amount of notional principal for the Over-the-Counter Derivatives Transactions (limited to the transactions subject to Data on Centrally Cleared Trades or Trade Data, and excluding those accounted for as belonging to a trust account) as of the end of each month during the period from April which is two years before the year in which the time of conclusion of the contract pertaining to the transaction falls to March of the preceding such year (in cases when the time falls in December, the period from April of the preceding year to March of the relevant year) is expected to be less than 6 trillion yen (excluding a person specified in (a); and

四 店頭デリバティブ取引等の業務の用に供する電子情報処理組織の使用の停止を必要とする障害が発生した場合その他金融商品取引業者等が行う取引を店頭デリバティブ取引等の業務の用に供する電子情報処理組織を使用して行わせることが不相当であると認められる特別の事情があるものとして金融庁長官が指定する場合において当該金融商品取引業者等が行う取引

(iv) transactions conducted by the Financial Instruments Business Operator, etc. in cases when any failure occurs which requires the suspension of use of an electronic data processing system to be used for the business of Over-the-Counter Derivatives Transactions, etc. or any other case in special circumstances in which it is deemed inappropriate to conduct transactions, etc. of the Financial Instruments Business Operator, etc. using the electronic data processing system to be used for the business of Over-the-Counter Derivatives Transactions, etc. as designated by the Commissioner of the Financial Services Agency.

(公表の方法)

(Means of Public Announcement)

第二百五条の八 法第四十条の七第二項（法第六十条の十四第二項において準用する場合を含む。次項において同じ。）の規定により公表を行おうとする者は、別表の上欄に掲げる事項を、当該電子情報処理組織を使用して特定店頭デリバティブ取引が行われた後、直ちに公表しなければならない。

Article 125-8 (1) A person that intends to make a public announcement pursuant to Article 40-7, paragraph (2) of the Act (including cases when it is applied

mutandis pursuant to Article 60-14, paragraph (2) of the Act; the same applies in the following paragraph) must publicize the matters specified in the upper column of the Appended Table immediately after the implementation of Specified Over-the-Counter Derivatives Transactions using the electronic data processing system.

2 前項の規定にかかわらず、特定店頭デリバティブ取引において当事者が想定元本として定めた金額が、次の各号に掲げる特定店頭デリバティブ取引の効力が生じる日から当該効力が消滅する日までの期間の区分に応じ、当該各号に定める金額を超える場合には、法第四十条の七第二項の規定により公表を行おうとする者は、別表の上欄に掲げる事項を、当該電子情報処理組織を使用して特定店頭デリバティブ取引が行われた日の翌営業日までに公表しなければならない。

(2) Notwithstanding the provisions of the preceding paragraph, if the amount of notional principal determined by the parties in a Specified Over-the-Counter Derivatives Transaction exceeds the amount specified in the following items according to the categories of the period between the day when the Over-the-Counter Derivatives Transaction takes effect and the day of expiration of the effect as set forth therein, respectively, a person that intends to make a public announcement pursuant to Article 40-7, paragraph (2) of the Act must publicize the matters specified in the upper column of Appended Table no later than the business day immediately following the day when the Over-the-Counter Derivatives Transaction was implemented using the electronic data processing system:

一 三月以下の場合 三千億円

(i) a period not exceeding three months: 300 billion yen;

二 三月を超え六月以下の場合 六百億円

(ii) a period exceeding three months but not exceeding six month: 60 billion yen;

三 六月を超え一年以下の場合 五百五十億円

(iii) a period exceeding six months but not exceeding one year: 55 billion yen;

四 一年を超え二年以下の場合 五百億円

(iv) a period exceeding one year but not exceeding two years: 50 billion yen;

五 二年を超え五年以下の場合 二百億円

(v) a period exceeding two years but not exceeding five years: 20 billion yen;

六 五年を超え十年以下の場合 百億円

(vi) a period exceeding five years but not exceeding ten years: 10 billion yen;

七 十年を超え三十年以下の場合 五十億円

(vii) a period exceeding ten years but not exceeding thirty years: 5 billion yen;

八 三十年を超える場合 二十億円

(viii) a period exceeding thirty years: 2 billion yen.

## 第二款 投資助言業務及び投資運用業に関する特則

## Subsection 2 Special Provisions on Investment Advisory Business and Investment Management Business

(投資助言業務に関する禁止行為)

(Prohibited Acts in Relation to Investment Advisory Business)

第二百二十六条 法第四十一条の二第六号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 126 The acts to be specified by Cabinet Office Order as referred to in Article 41-2, item (vi) of the Act are as follows:

一 自己又は第三者の利益を図るため、顧客の利益を害することとなる取引を行うことを内容とした助言を行うこと。

(i) to advise to conduct any transaction which prejudice the customer's interests, in an attempt to gain a profit for itself or any third party;

二 有価証券の売買その他の取引等について、不当に取引高を増加させ、又は作爲的に値付けをすることとなる取引を行うことを内容とした助言を行うこと。

(ii) to advise to conduct any transaction which may result in an unjust increase in transaction volumes or creation of manipulative prices, in regard to the Purchase and Sale or Other Transactions of Securities, etc.; and

三 当該金融商品取引業者の関係外国法人等（第三十二条第三号に掲げる者であつて、令第十五条の十六第一項各号又は同条第二項各号のいずれかに該当するものをいう。以下この号並びに第三百十条第一項第九号イ及び第十五号ハ（２）において同じ。）が有価証券の募集又は私募を行っている場合において、当該関係外国法人等に対する当該有価証券の取得又は買付けの申込みの額が当該関係外国法人等が予定していた額に達しないと見込まれる状況の下で、当該関係外国法人等の要請を受けて、当該有価証券を取得し、又は買い付けることを内容とした助言を行うこと。

(iii) in cases when the Related Foreign Corporation, etc. (meaning the party specified in Article 32, item (iii), which falls under any of the items of Article 15-16, paragraph (1) of the Order or the items of paragraph (2) of that Article; hereinafter the same applies in this item, Article 130, paragraph (1), item (ix), (a), and item (xv), (c), 2.) of the Financial Instruments Business Operator conducts a Public Offering or Private Placement of Securities, and if the amount pertaining to applications for the acquisition or purchase of the Securities made to such Related Foreign Corporation, etc. is likely to become less than the amount scheduled by such Related Foreign Corporation, etc., to advise, upon the request of such Related Foreign Corporation, etc., to acquire or purchase of such Securities.

(金融商品取引業者等と密接な関係を有する者から除外される者)

(Persons Excluded from as Persons Closely-Related to a Financial Instruments Business Operator)

第二百二十七条 令第十六条の十各号列記以外の部分に規定する内閣府令で定める者は、

次に掲げる者とする。

**Article 127** The persons to be specified by Cabinet Office Order as referred to in the non-itemized part of Article 16-10 of the Order are as follows:

- 一 金融商品取引業者（有価証券等管理業務を行う者に限る。）  
(i) a Financial Instruments Business Operator (limited to an operator engaged in a Securities, etc. Management Business);
- 二 銀行  
(ii) a bank;
- 三 協同組織金融機関  
(iii) a Cooperative Structured Financial Institution;
- 四 保険会社  
(iv) an insurance company;
- 五 信託会社  
(v) a trust company; and
- 六 株式会社商工組合中央金庫  
(vi) The Shoko Chukin Bank Limited.

（自己取引等の禁止の適用除外）

**(Exclusion from Prohibition of Self-Dealing)**

第二百二十八条 法第四十二条の二に規定する内閣府令で定める同条第一号に掲げる行為は、次に掲げる行為とする。

**Article 128** The acts set forth in Article 42-2, item (i) of the Act which are specified by Cabinet Office Order as referred to in that Article are as follows:

一 第一種金融商品取引業、第二種金融商品取引業又は登録金融機関業務として、運用財産に係る有価証券の売買又はデリバティブ取引の取次ぎを行うことを内容とした運用を行うこと。

(i) to make an investment whose purpose is providing a brokerage service for the purchase and sale of Securities or Derivative Transactions in connection with the invested properties, as a Type-I Financial Instruments Business, Type-II Financial Instruments Business or Registered Financial Institution Business; and

二 次に掲げる要件のすべてを満たす取引を行うことを内容とした運用を行うこと。

(ii) to make an investment whose purpose is to conduct a transaction which satisfies all of the following requirements:

- イ 個別の取引ごとにすべての権利者（当該権利者が投資信託及び投資法人に関する法律第二条第十三項に規定する登録投資法人である場合にあっては、同条第十六項に規定する投資主。イ、次条第一項第二号イ及び第百三十条第一項第六号において同じ。）に当該取引の内容及び当該取引を行おうとする理由の説明（（２）において「取引説明」という。）を行い、当該すべての権利者の同意（法第二条第八項第十五号イからハマでに掲げる権利に係る契約その他の法律行為において次に掲げる事項のすべての定めがある場合において行う取引にあって

は、（１）の同意を含む。）を得たものであること。

(a) that, with regard to each transaction, all Right Holders (if the Right Holder is a Registered Investment Corporation as prescribed in Article 2, paragraph (13) of the Act on Investment Trust and Investment Corporations, it means an Investor as prescribed in paragraph (16) of that Article; the same applies in (a), Article 129, paragraph (1), item (ii), (a) and Article 130, paragraph (1), item (vi)) have been given an explanation on, and have consented to, the details of the transaction and the reason for conducting such transaction (such explanation is referred to as an "Explanation on Transaction" in 2. below) (in cases of any transaction to be conducted if any contract or any other juridical act pertaining to the rights listed in Article 2, paragraph (8), item (xv), (a) through (c) of the Act provides all of the following matters, the consent includes the consent specified in 1. below):

（１）すべての権利者の半数以上（これを上回る割合を定めた場合にあつては、その割合以上）であつて、かつ、すべての権利者の有する法第二条第八項第十五号イからハまでに掲げる権利の四分の三（これを上回る割合を定めた場合にあつては、その割合）以上に当たる多数の同意を得た場合には法第四十二条の二第一号に掲げる行為を行うことができる旨

1. that the act specified in Article 42-2, item (i) of the Act may be conducted subject to the consent of at least a half of all Right Holders (or, if a larger proportion has been prescribed, at least such proportion), and at least three-fourths of the rights listed in Article 2, paragraph (8), item (xv), (a) through (c) of the Act held by all Right Holders (or, if a larger proportion has been prescribed, at least such proportion);

（２）法第四十二条の二第一号に掲げる行為を行うことに同意しない権利者が取引説明を受けた日から二十日（これを上回る期間を定めた場合にあつては、その期間）以内に請求した場合には、当該行為を行った日から六十日（これを下回る期間を定めた場合にあつては、その期間）を経過する日までに当該権利者の有する法第二条第八項第十五号イからハまでに掲げる権利を公正な価額で運用財産をもって買い取る旨（当該権利に係る契約を解約する旨を含む。）

2. that, in cases when any Right Holder refuses to consent to the act specified in Article 42-2, item (i) of the Act, and if such Right Holder requests within 20 days (or, if a longer period has been prescribed, within such period) after the Right Holder was given an Explanation on the Transaction, such Right Holder's rights as listed in Article 2, paragraph (8), item (xv), (a) through (c) of the Act are purchased at a fair value using the Investment Property, before the day on which 60 days (or, if a shorter period has been prescribed, before such period) have elapsed from the day when that act was conducted (including the

fact that the contract pertaining such right is cancelled);

ロ 次のいずれかに該当するものであること。

(b) that the transaction falls under any of the following:

(1) 取引所金融商品市場又は店頭売買有価証券市場における有価証券の売買

1. a purchase and sale of Securities on the Financial Instruments  
Exchange Market or the Over-the-Counter Securities Market;

(2) 市場デリバティブ取引又は外国市場デリバティブ取引

2. Market Transactions of Derivatives or Foreign Market Derivatives  
Transactions; and

(3) 前日の公表されている最終の価格に基づき算出した価額又はこれに準ず  
るものとして合理的な方法により算出した価額により行う取引

3. a transaction conducted at a value calculated based on the closing price  
published on the immediately preceding day, or at a price equivalent  
thereto calculated in accordance with a reasonable formula;

三 その他投資者の保護に欠け、若しくは取引の公正を害し、又は金融商品取引業の  
信用を失墜させるおそれがないと認められるものとして所管金融庁長官等の承認を  
受けた取引を行うことを内容とした運用を行うこと。

(iii) to make any other investment whose purpose is to conduct any transaction  
approved by the Commissioner of Financial Services Agency or Other  
Competent Official as being unlikely to result in insufficient protection for  
investors, harm to the fairness of transactions or cause a loss of confidence in  
the Financial Instruments Business.

(運用財産相互間取引の禁止の適用除外)

(Exclusion from Prohibition of Transactions Between Investment Properties)

第二百二十九条 法第四十二条の二に規定する内閣府令で定める同条第二号に掲げる行為  
は、次に掲げる行為とする。

Article 129 (1) The acts to be specified by Cabinet Office Order as referred to in  
Article 42-2 of the Act are as follows:

一 次に掲げる要件の全てを満たす取引を行うことを内容とした運用を行うこと。

(i) to make an investment whose purpose is to conduct any transaction which  
satisfies all of the following requirements:

イ 次のいずれかの場合に該当するものであること。

(a) that the transaction falls under any of the following cases:

(1) 一の運用財産の運用を終了させるために行うものである場合

1. that the transaction is to be conducted for the purpose of terminating  
the investment of certain Investment Property;

(2) 法第二条第一項第十号に掲げる有価証券に係る解約金又は同項第十一号  
に掲げる有価証券若しくは同条第八項第十五号イからハまでに掲げる権利に  
係る払戻金の支払に応ずるために行うものである場合

2. that the transaction is to be conducted for the purpose of payment of a



cancellation money pertaining to the Securities specified in Article 2, paragraph (1), item (x) of the Act, a refund pertaining to the Securities specified in item (xi) of that paragraph or a refund pertaining to the rights specified in Article 2, paragraph (8), item (xv), (a) to (c) of the Act;

(3) 法令又は法第四十二条の三第一項各号に掲げる契約その他の法律行為に定められている投資の対象とする資産の保有額又は保有割合に係る制限を超えるおそれがある場合において、当該制限を超えることを避けるために行うものであるとき。

3. that the transaction is to be conducted in cases when the amount of the assets targeted for investment held or the holding ratio thereof is likely to exceed the limit provided by the laws and regulations or by the contract or any other juridical act listed in the items of Article 42-3, paragraph (1) of the Act, for the purpose of preventing such amount or ratio from exceeding such limit; or

(4) 双方の運用財産について、運用の方針、運用財産の額及び市場の状況に照らして当該取引を行うことが必要かつ合理的と認められる場合

4. that it is found to be necessary and reasonable to conduct the transaction, with regard to both of the relevant Investment Properties, in light of the investment policy, the amount of the Investment Properties and the status of the market;

ロ 対象有価証券売買取引等であつて、第三項で定めるところにより公正な価額により行うものであること。

(b) a Purchase and Sale or Other Transaction of Subject Securities, etc. to be conducted at the fair value pursuant to the provisions of paragraph (3);

二 次に掲げる要件の全てを満たす取引を行うことを内容とした運用を行うこと。

(ii) to make an investment whose purpose is to conduct a transaction which satisfies all of the following requirements:

イ 個別の取引ごとに双方の運用財産の全ての権利者に当該取引の内容及び当該取引を行おうとする理由の説明（以下この号から第四号までにおいて「取引説明」という。）を行い、当該全ての権利者の同意（双方の運用財産の法第二条第八項第十五号イからハまでに掲げる権利に係る契約その他の法律行為において次に掲げる事項の全ての定めがある場合において同号に掲げる行為として行う取引にあつては、双方の運用財産に係る（1）の同意を含む。）を得たものであること。

(a) that, with regard to each transaction, all the Right Holders of both of the Investment Properties have been given an explanation on, and have consented to, the details of the transaction and the reason for conducting such transaction (such explanation is referred to as an "Explanation on Transaction" in this item to item (iv)) (with regard to a transaction to be conducted as an act listed in Article 2, paragraph (8), item (xv), (a) through (c) of the Act, in cases when the contracts or any other juridical acts

related to both Investment Properties which pertains to such rights provides all of the following matters, the consent includes the consent pertaining to both Investment Properties as specified in 1. below):

(1) 全ての権利者の半数以上（これを上回る割合を定めた場合にあつては、その割合以上）であつて、かつ、全ての権利者の有する法第二条第八項第十五号イからハまでに掲げる権利の四分の三（これを上回る割合を定めた場合にあつては、その割合）以上に当たる多数の同意を得た場合には法第四十二条の二第二号に掲げる行為を行うことができる旨

1. that the act specified in Article 42-2, item (ii) of the Act may be conducted subject to the consent of at least half of all Right Holders (or, if a larger proportion has been prescribed, at least such proportion), and at least three-fourths of the rights listed in Article 2, paragraph (8), item (xv), (a) through (c) of the Act held by all Right Holders (or, if a larger proportion has been prescribed, at least such proportion);

(2) 法第四十二条の二第二号に掲げる行為を行うことに同意しない権利者が取引説明を受けた日から二十日（これを上回る期間を定めた場合にあつては、その期間）以内に請求した場合には、当該行為を行った日から六十日（これを下回る期間を定めた場合にあつては、その期間）を経過する日までに当該権利者の有する法第二条第八項第十五号イからハまでに掲げる権利を公正な価額で運用財産をもって買い取る旨（当該権利に係る契約を解約する旨を含む。）

2. that, in cases when any Right Holder refuses to consent to the act specified in Article 42-2, item (ii) of the Act, and where such Right Holder requests within 20 days (or, if a longer period has been prescribed, within such period) after the Right Holder was given an Explanation on the Transaction, such Right Holder's rights as listed in Article 2, paragraph (8), item (xv), (a) through (c) of the Act are purchased at a fair value using the Investment Property, before the day on which 60 days (or, if a shorter period has been prescribed, before such period) have elapsed from the day when that act was conducted (including the fact that the contract pertaining to such right is cancelled);

ロ 前条第二号ロ（1）から（3）までのいずれかに該当するものであること。

(b) that the transaction falls under any of item (ii), (b), 1. through 3. of the preceding Article;

三 次に掲げる要件の全てを満たす取引を行うことを内容とした運用（適格機関投資家等特例業務（法第六十三条第一項第二号に掲げる行為であつて、当該行為に係る出資対象事業持分が令第十七条の十二第二項に掲げる要件に該当するものに限る。第百三十四条第一項第三号において同じ。）を行うものに限る。次号において同じ。）を行うこと。

(iii) to make an investment whose purpose is to conduct a transaction which

satisfies all of the following requirements (limited to a transaction for which Specially-Permitted Business for Qualified Institutional Investors, etc. (meaning the act specified in Article 63, paragraph (1), item (ii) of the Act for which the Equity in Invested Business regarding that act satisfies the requirements specified in Article 17-12, paragraph (2) of the Order; the same applies in Article 134, paragraph (1), item (iii)) are to be conducted; the same applies hereinafter):

イ 個別の取引ごとに双方の運用財産の全ての権利者に取引説明を行い、当該全ての権利者の有する出資対象事業持分の三分の二（これを上回る割合を定めた場合にあっては、その割合）以上に当たる多数の同意を得たものであること。

(a) that explanation on the individual transaction is given to all right holders of both of the Investment Properties, and the transaction is approved by not less than two-thirds (or, if a higher proportion has been provided, such proportion) of the Equities in Invested Business held by all right holders;

ロ 対象有価証券売買取引等であって第三項で定めるところにより公正な価額により行うもの又は不動産信託受益権に係る売買であって合理的な方法により算出した価額により行う取引であること。

(b) a Purchase and Sale or Other Transaction of Subject Securities, etc. to be conducted at a fair value conducted pursuant to the provisions of paragraph (3), or a purchase and sale of a Beneficial Interest in Real Property Trust at a value calculated by a reasonable means;

四 次に掲げる要件の全てを満たす取引を行うことを内容とした運用を行うこと。

(iv) to make an investment whose purpose is to conduct transactions satisfying all of the following requirements:

イ 個別の取引ごとに双方の運用財産の全ての権利者に取引説明（当該取引に係る価額の算出方法を含む。）を行い、当該全ての権利者の有する出資対象事業持分の三分の二（これを上回る割合を定めた場合にあっては、その割合）以上に当たる多数の同意を得たものであること。

(a) that explanation on the individual transaction (including the means of calculation of the value of transaction) is given to all right holders of both of the Investment Properties, and the transaction is approved by not less than two-thirds (or, if a higher proportion has been provided, such proportion) of the Equities in Invested Business held by all right holders; and

ロ 対象有価証券売買取引等又は不動産信託受益権に係る売買でないこと。

(b) that the transaction is not a Purchase and Sale or Other Transaction of Subject Securities, etc. or a transaction for the purchase and sale of Beneficial Interest in Real Property Trust;

五 その他投資者の保護に欠け、若しくは取引の公正を害し、又は金融商品取引業の信用を失墜させるおそれがないと認められるものとして所管金融庁長官等の承認を受けた取引を行うことを内容とした運用を行うこと。

(v) to make any other investment whose purpose is conducting a transaction approved by the Commissioner of Financial Services Agency or Other Competent Official as being unlikely to result in insufficient protection for investors, harm to the fairness of transactions or cause a loss of confidence in the Financial Instruments Business.

2 前項第一号ロ、第三号ロ及び第四号ロの「対象有価証券売買取引等」とは、次に掲げる取引をいう。

(2) The "Purchase and Sale or Other Transaction of Subject Securities, etc." as used in item (i), (b), item (iii), (b) and item (iv), (b) of the preceding paragraph are as follows:

一 次に掲げる有価証券（法第二条第一項第二十号に掲げる有価証券であつてこれらの有価証券に係る権利を表示するもの及び同条第二項の規定により有価証券とみなされる権利のうちこれらの有価証券に表示されるべきものを含む。）の売買

(i) the purchase and sale of the following Securities (including the Securities specified in Article 2, paragraph (1), item (xx) of the Act indicating the rights pertaining to the following Securities, and the rights regarded as the Securities under paragraph (2) of that Article which are indicated on the following Securities):

イ 金融商品取引所に上場されている有価証券

(a) Securities listed on Financial Instruments Exchange;

ロ 店頭売買有価証券

(b) Over-the-Counter Traded Securities;

ハ 指定外国金融商品取引所（令第二条の十二の三第四号ロに規定する指定外国金融商品取引所をいう。次項第三号及び第百三十条第三項第二号において同じ。）に上場されている有価証券

(c) Securities listed on a Designated Foreign Financial Instruments Exchange (meaning a Designated Foreign Financial Instruments Exchange provided in Article 2-12-3, item (iv), (b) of the Order; the same applies in item (iii) of the following paragraph and Article 130, paragraph (3), item (ii));

ニ イからハまでに掲げる有価証券以外の有価証券で、次に掲げるもの

(d) Securities other than those specified in (a) through (c), as specified in the following:

(1) 法第二条第一項第一号から第五号までに掲げる有価証券（同項第十七号に掲げる有価証券でこれらの有価証券の性質を有するものを含む。）

1. the Securities specified in Article 2, paragraph (1), items (i) through (v) of the Act (including the Securities specified in item (xvii) of that paragraph which have the nature of such Securities);

(2) 法第二条第一項第九号に掲げる有価証券（同項第十七号に掲げる有価証券で当該有価証券の性質を有するものを含む。）のうち、その価格が認可金融商品取引業協会又は外国において設立されているこれと類似の性質を有す

る団体の定める規則に基づいて公表されるもの

2. the Securities specified in Article 2, paragraph (1), item (ix) of the Act (including the Securities specified in item (xvii) of that paragraph which have the nature of such Securities) whose prices are publicized in accordance with the rules prescribed by an Authorized Financial Instruments Firms Association, or by any organization with characteristics similar thereto established in a foreign state; and

(3) 法第二条第一項第十号及び第十一号に掲げる有価証券

3. the Securities specified in Article 2, paragraph (1), items (x) and (xi) of the Act;

二 市場デリバティブ取引

(ii) Market Transactions of Derivatives; and

三 外国市場デリバティブ取引

(iii) Foreign Market Derivatives Transactions.

3 第一項第一号ロ及び第三号ロの対象有価証券売買取引等は、次の各号に掲げる取引の区分に応じ、当該各号に定める方法によるものとする。

(3) The Purchase and Sale or Other Transaction of Subject Securities, etc. as specified in paragraph (1), item (i), (b) and item (iii), (b) of that paragraph are conducted by the means specified in each of the following items, in accordance with the categories of transactions set forth respectively therein:

一 前項第一号イに掲げる有価証券の売買 取引所金融商品市場において行うもの又は前日の公表されている最終価格に基づき算出した価額若しくはこれに準ずるものとして合理的な方法により算出した価額により行うもの

(i) the purchase and sale of Securities specified in item (i), (a) of the preceding paragraph: a transaction conducted on the Financial Instruments Exchange Market, or a transaction conducted at a value calculated based on the closing price published on the immediately preceding day or a price equivalent thereto calculated in accordance with a reasonable formula;

二 前項第一号ロに掲げる有価証券の売買 店頭売買有価証券市場において行うもの又は前日の公表されている最終価格に基づき算出した価額若しくはこれに準ずるものとして合理的な方法により算出した価額により行うもの

(ii) the purchase and sale of Securities specified in item (i), (b) of the preceding paragraph: a transaction conducted on the Over-the-Counter Traded Securities Market, or a transaction conducted at a value calculated based on the closing price published on the immediately preceding day or a price equivalent thereto calculated in accordance with a reasonable formula;

三 前項第一号ハに掲げる有価証券の売買指定外国金融商品取引所において行うもの又は前日の公表されている最終価格に基づき算出した価額若しくはこれに準ずるものとして合理的な方法により算出した価額により行うもの

(iii) the purchase and sale of Securities specified in item (i), (c) of the preceding paragraph: a transaction conducted on the Designated Foreign Financial

- Instruments Exchange, or a transaction conducted at a value calculated based on the closing price published on the immediately preceding day or a price equivalent thereto calculated in accordance with a reasonable formula;
- 四 前項第一号ニに掲げる有価証券の売買 前日の公表されている最終価格に基づき算出した価額又はこれに準ずるものとして合理的な方法により算出した価額により行うもの
- (iv) the purchase and sale of Securities specified in item (i), (d) of the preceding paragraph: a transaction conducted at a value calculated based on the closing price published on the immediately preceding day, or a value equivalent thereto calculated in accordance with a reasonable formula;
- 五 前項第二号に掲げる取引 金融商品市場において行うもの
- (v) a transaction specified in item (ii) of the preceding paragraph: a transaction to be conducted on a Financial Instruments Market; and
- 六 前項第三号に掲げる取引 外国金融商品市場において行うもの
- (vi) a transaction specified in item (iii) of the preceding paragraph: a transaction to be conducted on a Foreign Financial Instruments Market.

(投資運用業に関する損失補填の禁止の適用除外)

(Exemption of Prohibition of Compensation of Losses Relating to Investment Management Business)

第二百九条の二 法第四十二条の二第六号に規定する内閣府令で定める投資信託は、投資信託及び投資法人に関する法律施行規則第二十五条第二号に規定する公社債投資信託（計算期間が一日のものに限る。）であつて、権利者と金融商品取引業者等との間で行われる有価証券の売買その他の取引に係る金銭の授受の用に供することを目的としてその受益権が取得され、又は保有されるものとする。

Article 129-2 The Investment Trust to be specified by Cabinet Office Order as referred to in Article 42-2, item (vi) of the Act is a Bond Investment Trust provided in Article 25, item (ii) of the Regulation for Enforcement of Act on Investment Trusts and Investment Corporations (limited to the Bond Investment Trust of which accounting period is one day), for which beneficial interest is acquired or held for the purpose of providing it for paying or receiving money in the purchase and sale of Securities or any other transactions between a Right Holder and a Financial Instruments Business Operator, etc.

(投資運用業に関する禁止行為)

(Prohibited Acts in Relation to Investment Management Business)

第三十条 法第四十二条の二第七号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 130 (1) The acts to be specified by Cabinet Office Order as referred to in Article 42-2, item (vii) of the Act are as follows:

- 一 自己の監査役、役員に類する役職にある者又は使用人との間における取引を行うことを内容とした運用を行うこと（第二百二十八条各号に掲げる行為を除く。）。
- (i) an act of making an investment whose purpose is to conduct a transaction (excluding the acts listed in the items of Article 128), with an auditor of itself, with a person holding a position similar to an Officer thereof, or with an employee thereof;
- 二 自己又は第三者の利益を図るため、権利者の利益を害することとなる取引を行うことを内容とした運用を行うこと。
- (ii) an act of making an investment whose purpose is to conduct any transaction which would prejudice the Right Holder's interests, in an attempt to gain profit for itself or for any third party;
- 三 第三者の利益を図るため、その行う投資運用業に関して運用の方針、運用財産の額又は市場の状況に照らして不必要な取引を行うことを内容とした運用を行うこと（法第四十四条の三第一項第三号及び第二項第三号に掲げる行為を除く。）。
- (iii) an act of making an investment whose purpose is to conduct any transaction in connection with the Investment Management Business it performs, which is deemed unnecessary in light of the management policy, the amount of Investment Property or the status of the market (excluding the acts specified in Article 44-3, paragraph (1), item (iii) and Article 44-3, paragraph (2), item (iii) of the Act), in an attempt to gain profit for any third party;
- 四 他人から不当な取引の制限その他の拘束を受けて運用財産の運用を行うこと。
- (iv) an act of making an investment of the Investment Property if there is any unreasonable limit to the transaction or any other restriction imposed by a third party;
- 五 有価証券の売買その他の取引等について、不当に取引高を増加させ、又は作為的な値付けをすることを目的とした取引を行うことを内容とした運用を行うこと。
- (v) an act of making an investment whose purpose is to conduct any transaction which aims to unjustly increase the transaction volumes or to create manipulative prices, in connection with the Purchase and Sale or Other Transactions of Securities, etc.;
- 六 第三者の代理人となって当該第三者との間における取引を行うことを内容とした運用を行うこと（第一種金融商品取引業、第二種金融商品取引業又は登録金融機関業務として当該第三者を代理して行うもの並びにあらかじめ個別の取引ごとに全ての権利者に当該取引の内容及び当該取引を行おうとする理由を説明し、当該権利者の同意を得て行うものを除く。）。
- (vi) an act of making an investment whose purpose is to conduct a transaction with a third party, wherein the Financial Instruments Business Operator, etc. acts as an agent of such third party (excluding an investment to be made on behalf of such third party as a Type-I Financial Instruments Business, Type-II Financial Instruments Business or Registered Financial Instrument

- Business, and also excluding an investment to be made in cases when, for each of the individual transactions, the Financial Instruments Business Operator, etc. has, in advance, provided all Right Holders with an explanation on the contents of and reason for conducting such transaction and has obtained consent thereon from all such Right Holders);
- 七 運用財産の運用に関し、取引の申込みを行った後に運用財産を特定すること。  
(vii) in connection with an investment of Investment Property, an act of specifying the Investment Property after the application for transaction has been made;
- 八 運用財産（法第二条第八項第十四号に掲げる行為を行う業務に係るものに限る。以下この号及び次号並びに次項において同じ。）に関し、金利、通貨の価格、金融商品市場における相場その他の指標に係る変動その他の理由により発生し得る危険に対応する額としてあらかじめ金融商品取引業者等が定めた合理的な方法により算出した額が当該運用財産の純資産額を超えることとなる場合において、デリバティブ取引（新株予約権証券、新投資口予約権証券又はオプションを表示する証券若しくは証書に係る取引及び選択権付債券売買を含む。）を行い、又は継続することを内容とした運用を行うこと。  
(viii) where, in connection with the Investment Property (limited to the Investment Property pertaining to the business of conducting the act specified in Article 2, paragraph (8), item (xiv) of the Act; hereinafter the same applies in this item, the following item and the following paragraph), the amount calculated in accordance with a reasonable formula predetermined by the Financial Instruments Business Operator, etc. as the amount equivalent to the risk which may accrue from reasons such as fluctuations in the interest rate, currency values, quotations on a Financial Instruments Market or any other indicators will exceed the Net Assets of the Investment Property, an act of making an investment whose purpose is to conduct or to continue Derivative Transactions (including transactions of share option certificates, Investment Equity Subscription Rights Certificates or instruments or certificates indicating Options, and the Trading of Bonds with Options);
- 八の二 運用財産に関し、信用リスク（保有する有価証券その他の資産について取引の相手方の債務不履行その他の理由により発生し得る危険をいう。）を適正に管理する方法としてあらかじめ金融商品取引業者等が定めた合理的な方法に反することとなる取引を行うことを内容とした運用を行うこと。  
(viii)-2 in relation to the Investment Properties, to make an investment whose purpose is to conduct transactions which do not comply with the reasonable means determined in advance by the Financial Instruments Business Operator, etc. as a means for appropriately managing a Credit Risk (meaning risk that may arise in relation to the Securities held or other assets due to the default of the counterparty to the transaction or any other reasons);



九 次に掲げる者が有価証券の引受け等（法第二条第八項第六号から第九号までに掲げる行為をいう。第百四十七条第四号、第百五十三条第一項第十三号及び第百五十四条第七号において同じ。）を行っている場合において、当該者に対する当該有価証券の取得又は買付けの申込み（当該者が法第二条第六項第三号に掲げるものを行っている場合にあつては、同号に規定する新株予約権を取得した者による当該新株予約権の行使）の額が当該者が予定していた額に達しないと見込まれる状況の下で、当該者の要請を受けて、当該有価証券（当該者が同号に掲げるものを行っている場合にあつては、当該新株予約権の行使により取得される有価証券）を取得し、又は買い付けることを内容とした運用を行うこと。

(ix) if the person specified in any of the following conducts the Underwriting of Securities, etc. (meaning the acts listed in Article 2, paragraph (8), items (vi) through (ix) of the Act; the same applies in Article 147, item (iv), Article 153, paragraph (1), item (xiii) and Article 154, item (vii)), and if the amount pertaining to applications for the acquisition or purchase of the Securities made to such person (in cases when the person implements those listed in Article 2, paragraph (6), item (iii) of the Act, the exercise of share option prescribed in that item by the person that acquired the share option) is likely to be less than the amount scheduled by such person, an act of making an investment whose purpose is the acquisition or purchasing of such Securities (in cases when the person implements those listed in that item, Securities acquired by the exercise of the share option), upon the request of such person:

イ 当該金融商品取引業者の関係外国法人等

(a) a Related Foreign Corporation, etc. of the Financial Instruments Business Operator, etc.; or

ロ 直近二事業年度において法第二条第八項第一号から第三号まで、第八号及び第九号に掲げる行為を行った運用財産に係る有価証券（当該運用財産に係る権利者の権利を表示するもの又は当該権利に限る。以下この号において同じ。）の合計額が当該二事業年度において発行された運用財産に係る有価証券の額の百分の五十を超える者

(b) a person whose total amount of Securities pertaining to the Investment Property for which the acts listed in Article 2, paragraph (8), items (i) through (iii), (viii) and (ix) of the Act were conducted (limited to the Securities indicating the rights of the holder of such Investment Properties or such rights; hereinafter the same applies in this item) in the immediately preceding two business years exceeds 50 percent of the amount of Securities pertaining to the Investment Properties issued in the immediately preceding two business years;

十 法第四十二条の三第一項の規定により権利者のため運用を行う権限の全部又は一部の委託を行う場合において、当該委託を受けた者が当該委託に係る権限の再委託（当該権限の一部を同項に規定する政令で定める者に更に委託するもの（更に委託

を受けた者が当該委託に係る権限を更に委託しないことを確保するための措置を講じている場合に限る。)を除く。)をしないことを確保するための措置を講ずることなく、当該委託を行うこと。

(x) in cases when the Financial Instruments Business Operator, etc. entrusts all or part of its authority to make investments for the Right Holders pursuant to the provisions of Article 42-3, paragraph (1) of the Act, an act of such entrustment without taking measures to ensure that the entrusted person will not re-entrust the authority so entrusted (excluding a case in which a part of such authority is to be re-entrusted to a person specified by Cabinet Order as referred to in that paragraph (limited to a case where measures to prevent such re-entrusted person from making any entrustment of the authority so re-entrusted have been taken));

十一 法第四十二条の五ただし書の規定により取引の決済のため顧客からその計算に属する金銭又は有価証券を自己の名義の口座に預託を受ける場合において、当該取引の決済以外の目的で当該口座を利用し、又は当該金銭若しくは有価証券を当該取引の決済のため必要な期間を超えて当該口座に滞留させること。

(xi) in cases when the Financial Instruments Business Operator, etc. receives deposit from customer into an account held under its name the money or Securities belonging to the customer's account for the purpose of settlement of transactions pursuant to the provisions of the proviso to Article 42-5 of the Act, an act of utilizing such account for any purpose other than settlement of the relevant transactions, or retaining such money or Securities within such account for a period exceeding the period necessary for the settlement of the relevant transactions;

十二 存続厚生年金基金が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の施行に伴う経過措置に関する政令（平成二十六年政令第七十四号。次号において「平成二十六年経過措置政令」という。）第三条第二項の規定によりなおその効力を有するものとされる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の一部の施行に伴う整備等に関する政令（平成二十六年政令第七十三号）第一条の規定による廃止前の厚生年金基金令（昭和四十一年政令第三百二十四号。次号において「廃止前厚生年金基金令」という。）第三十九条の十五第一項の規定に違反するおそれがあることを知った場合において、当該存続厚生年金基金に対し、その旨を通知しないこと。

(xii) in cases when a person has learned that the Former Cabinet Order for Employees' Pension Fund before the repeal under Article 1 of the Cabinet Order on Revision, etc. Accompanying the Partial Enforcement of the Act for Partial Revision to the Employees' Pension Insurance Act, etc. to Ensure the Integrity and Reliability of the Public Pension System (Cabinet Order No. 73 of 2014) which remains in force pursuant to Article 3, paragraph (2) of the Cabinet Order on Transitional Measures Accompanying the Enforcement of the Act for Partial Revision to the Employees' Pension Insurance Act, etc. to

Ensure the Integrity and Reliability of the Public Pension System (Cabinet Order No. 74 of 2014; referred to as "2014 Cabinet Order on Transitional Measures" in the following item) is likely to violate the provisions of Article 39-15, paragraph (1) of the Cabinet Order for Employees' Pension Fund (Cabinet Order No. 324 of 1966; referred to as "Former Cabinet Order for Employees' Pension Fund"), an act of not informing the surviving employee's pension fund of that fact;

十三 存続厚生年金基金から、平成二十六年経過措置政令第三条第二項の規定によりなおその効力を有するものとされる廃止前厚生年金基金令第三十条第三項の規定に違反し、運用財産の運用として特定の金融商品を取得させることその他の特定の取引に関する指図を受けた場合において、これに応じること。

(xiii) in cases when a surviving employee's pension fund violates the provisions of Article 30, paragraph (3) of the Former Cabinet Order for Employees' Pension Fund which remains in force pursuant to Article 3, paragraph (2) of the 2014 Cabinet Order on Transitional Measures and orders to have the surviving employee's pension fund acquire specific financial instruments or orders related to specific transactions as investment of Investment Properties, an act of responding thereto;

十四 積立金の運用に関して、存続厚生年金基金に対し、不確実な事項について断定的判断を提供し、又は確実であると誤解させるおそれのあることを告げること。

(xiv) with regard to Fund Management, an act of providing the surviving employee's pension fund with a conclusive assessment of a matter that is uncertain or providing with information that could mislead the customer into believing that a matter that is uncertain is actually certain; and

十五 運用財産（法第二条第八項第十二号に掲げる行為を投資一任契約に基づき行う業務に係るものに限る。以下この号及び第三項において同じ。）の管理について権利者（特定投資家を除く。イ（１）及び同項第一号において同じ。）が信託会社等（信託会社又は信託業務を営む金融機関をいう。以下この号及び同項第一号において同じ。）への信託をする場合において、当該運用財産の運用に関し、当該運用を行う金融商品取引業者が、対象有価証券について次に掲げる要件を満たすことなく、当該対象有価証券の取得又は買付けの申込みを行うこと。

(xv) in cases when a Right Holder (excluding a Professional Investor; hereinafter the same applies in (a), 1. and paragraph (3), item (i)) entrusts management of Investment Property (limited to those pertaining to operations to implement the act listed in Article 2, paragraph (8), item (xii) of the Act based on a Discretionary Investment Contract; hereinafter the same applies in this item and paragraph (3)) to a Trust Company, etc. (meaning a Trust Company or a financial institution engaged in a trust business; hereinafter the same applies in this item and paragraph (3), item (i)), the fact that with regard to the investment of Investment Properties, a Financial Instrument Transaction Operator in charge of the investment

applies for acquisition or purchase of the Subject Securities without fulfilling the following requirements:

イ 当該信託会社等が当該対象有価証券の真正な価額を知るために必要な措置として次に掲げるいずれかの措置を講ずること。

(a) to take any of the following measures as necessary measures for the Trust Company, etc. to learn the true value of the Subject Securities:

(1) 当該信託会社等が、当該対象有価証券の価額について、六月（権利者が存続厚生年金基金である場合にあつては、三月）に一回以上、当該価額の算出を行う者から直接に通知を受けることを確保するための措置

1. measures to ensure that the Trust Company, etc. receives information on the price of the Subject Securities directly from the person that calculates the value once or more in six months (in cases when the Right Holder is a surviving employee's pension fund, three months); and

(2) 当該信託会社等が、当該対象有価証券の価額について、当該価額の算出を行う者に対し直接に確認することができることを確保するための措置

2. measures to ensure that the Trust Company, etc. can check the value of the Subject Securities directly with the person that calculates the value;

ロ 当該対象有価証券に係る権利を有する者から出資又は拠出を受けた資産に係るファンド監査が行われること。

(b) to implement a fund audit pertaining the assets invested or paid by the person that holds a right pertaining to the Subject Securities; and

ハ 当該信託会社等がロのファンド監査の真正な監査報告書等の提供を受けるために必要な措置として次に掲げるいずれかの措置を講ずること。

(c) to take any of the following measures as necessary measures for the Trust Company, etc. to receive the provision of the true audit report, etc. of the fund audit set forth in (b):

(1) 当該信託会社等が、当該ファンド監査の監査報告書等について、当該ファンド監査を行った者から直接に提供を受けることを確保するための措置

1. measures to ensure that the Trust Company, etc. receives the provision of the audit report, etc. of the fund audit directly from the person that implements the fund audit;

(2) 当該信託会社等が、当該ファンド監査の監査報告書等について、当該ファンド監査を行った者から当該金融商品取引業者又は当該金融商品取引業者の親法人等、子法人等若しくは関係外国法人等以外の者を経由して提供を受けることを確保するための措置

2. measures to ensure that the Trust Company, etc. receives the provision of an audit report, etc. of the fund audit from the person that implements the fund audit via a person other than the Financial Instruments Business Operator or Parent Corporation, etc., Subsidiary

Corporation, etc., or Related Foreign Corporation, etc. of the Financial Instruments Business Operator; and

(3) その他当該信託会社等が当該ファンド監査の真正な監査報告書等の提供を受けることを確保するための措置

3. other measures to ensure that the Trust Company, etc. receives the provision of the true audit report of the fund audit.

2 前項（第八号及び第八号の二に係る部分に限る。）の規定は、運用財産に係る受益証券（当該運用財産に係る権利者の権利を表示するもの又は当該権利をいう。以下この項において同じ。）について、その取得の申込みの勧誘が有価証券の私募により行われている場合（当該受益証券を取得することを目的とする他の運用財産に係る受益証券について、その取得の申込みの勧誘が有価証券の募集により行われている場合を除く。）には、適用しない。

(2) The provisions of the preceding paragraph (limited to the parts pertaining to item (viii) and item (viii)-2) do not apply to cases when, with regard to the Beneficiary Certificates pertaining to the Investment Property (meaning the Securities indicating the rights of the holder pertaining to such Investment Property, or such rights; hereinafter the same applies in this paragraph), the solicitation of an application for the acquisition thereof had been conducted through Private Placement of Securities (excluding cases when, with regard to Beneficiary Certificates pertaining to any other Investment Property whose purpose is the acquisition of the above-mentioned Beneficiary Certificates, the solicitation of an application for the acquisition thereof had been conducted through a Public Offering of Securities).

3 第一項第十五号の「対象有価証券」とは、第九十六条第四項に規定する対象有価証券（次に掲げるものを除く。）をいう。

(3) The "Subject Securities" as used in paragraph (1), item (xv) mean the Subject Securities prescribed in Article 96, paragraph (4) (excluding the following):

一 投資信託の受益証券であつて、当該投資信託の受託者が権利者の運用財産の管理について受託する信託会社等であり、かつ、投資信託約款（投資信託及び投資法人に関する法律第四条第一項に規定する投資信託約款をいう。トにおいて同じ。）において投資の対象とする資産の種類が次に掲げるものに限定されているもの

(i) Beneficiary Certificates of an Investment Trust, if a trustee of the Investment Trust is a Trust Company, etc. that accepts investment of the Right Holder's Investment Property and type of assets subject to the investment is limited to the following by the Basic Terms and Conditions of the Investment Trust (meaning the Basic Terms and Conditions of the Investment Trust prescribed in Article 4, paragraph (1) of the Order for the Enforcement of the Act on Investment Trusts and Investment Corporations; the same applies in (g)):

イ 金融商品取引所に上場されている有価証券

(a) Securities listed on a Financial Instruments Exchange;

ロ 国債証券

(b) national government bonds;

ハ 市場デリバティブ取引に係る権利

(c) rights pertaining to Market Transactions of Derivatives;

ニ 為替予約取引（投資信託財産の計算に関する規則（平成十二年総理府令第百三十三号）第五十七条第二項に規定する為替予約取引をいう。）

(d) forward exchange transactions (meaning the forward exchange transactions prescribed in Article 57, paragraph (2) of the Regulation on Accounting for Investment Trust Property (Prime Minister's Office Order No. 133 of 2000));

ホ 預金

(e) deposits;

ヘ コールローン

(f) a call loan; and

ト 親投資信託（投資信託及び投資法人に関する法律施行規則第十三条第二号ロに規定する親投資信託をいう。）の受益証券（当該親投資信託の受託者が権利者の運用財産の管理について受託する信託会社等であり、かつ、当該親投資信託の投資信託約款において投資の対象とする資産の種類がイからへまでに掲げるものに限定されているものに限る。）

(g) Beneficiary Certificates (limited to those for which a trustee of the Investment Trust is a Trust Company, etc. that accepts management of the Right Holder's Investment Property and the type of assets subject to the investment is limited to those listed in (a) through (f) by the Basic Terms and Conditions of the Investment Trust of the Mother Fund) of Mother Funds (meaning the Mother Funds prescribed in Article 13, item (iii), (b) of the Regulation for Enforcement of the Act on Investment Trusts and Investment Corporations);

二 指定外国金融商品取引所に上場されているもの

(ii) Beneficiary Securities listed on the Designated Foreign Financial Instrument Exchange.

4 第一項第十五号ロの「ファンド監査」とは、当該金融商品取引業者の所属する金融商品取引業協会の規則（金融庁長官の指定するもの（以下この項及び次項において「協会規則」という。））に限り、協会規則を定める金融商品取引業協会に加入していない金融商品取引業者にあつては、金融庁長官の指定するもの）の定める要件を満たす外部監査をいう。

(4) The "Fund Audit" as used in paragraph (1), item (xv), (b) means an external audit that fulfills the requirements specified by the rules of a Financial Instruments Firms Association to which the Financial Instruments Business Operator belongs (limited to rules specified by the Commissioner of the Financial Service Agency (hereinafter referred to as "Association Rules" in this paragraph and the following paragraph); in cases of a Financial Instruments

Business Operator that is not a member of the Financial Instruments Firms Association which specifies the Association Rules, rules specified by the Commissioner of the Financial Service Agency).

5 協会規則には、次に掲げる事項が定められていなければならない。

(5) The following matters must be specified by the Association Rules:

一 外部監査の対象となる貸借対照表、損益計算書その他の財務計算に関する書類に関する事項

(i) matters related to balance sheets, profit and loss statements, and other documents related to financial and accounting documents that are subject to an external audit;

二 外部監査を行う主体に関する事項

(ii) matters related to the body implementing the external audit;

三 外部監査の基準及び手続に関する事項

(iii) matters related to the standards and procedures of the external audit; and

四 協会規則を変更する場合には、あらかじめその内容を金融庁長官に通知する旨

(iv) in cases of changing the Association Rules, the fact of informing the

Commissioner of the Financial Service Agency of the content in advance.

6 第一項第十五号ハの「監査報告書等」とは、第四項に規定するファンド監査を行った者が当該ファンド監査の結果を記載した書面（その写し及び電磁的記録を含む。）及び当該ファンド監査の対象となった貸借対照表、損益計算書その他の財務計算に関する書類（電磁的記録を含む。）をいう。

(6) The "audit report, etc." set forth in paragraph (1), item (xv), (c) means the documents (including the copy thereof and electronic or magnetic records) in which the person that implemented the fund audit prescribed in paragraph (4) states the results of the fund audit and balance sheet, profit and loss statement, and other documents related to finance and accounting that are subject to the fund audit (including electronic or magnetic records).

（運用権限の委託に関する事項）

(Matters Related to Entrustment of Authority of Investment)

第百三十一条 法第四十二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 131 The matters to be specified by Cabinet Office Order as referred to in Article 42-3, paragraph (1) of the Act are as follows:

一 権利者のため運用を行う権限の全部又は一部の委託（当該委託に係る権限の一部を更に委託するものを含む。以下この条において同じ。）をする旨及びその委託先の商号又は名称（当該委託先が適格投資家向け投資運用業を行うことにつき法第二十九条の登録を受けた金融商品取引業者であるときは、その旨を含む。）

(i) to the effect that all or part of the authority to make investments for the Right Holder is to be entrusted (including cases when a part of the authority so entrusted is to be re-entrusted; hereinafter the same applies in this

Article), and the trade name or the name of the entrusted party (in cases when the entrusted party is a Financial Instruments Business Operator that is authorized pursuant to Article 29 of the Act for engaging in an Investment Management Business for Qualified Investors, including to that effect);

二 委託の概要

(ii) an outline of the entrustment; and

三 委託に係る報酬を運用財産から支払う場合には、当該報酬の額（あらかじめ報酬の額が確定しない場合においては、当該報酬の額の計算方法）

(iii) in cases when the remuneration for the entrustment is to be disbursed from the Investment Property, the amount of such remuneration (in cases when the amount of the remuneration has not been fixed in advance, the means of calculation thereof).

(分別管理)

(Separate Management)

第百三十二条 金融商品取引業者等は、法第四十二条の四の規定に基づき運用財産を管理する場合において、当該運用財産が金銭であるときは、第二百五条第二号イからハまでに掲げる方法により、当該金銭を管理しなければならない。

Article 132 (1) In cases when a Financial Instruments Business Operator, etc. manages Investment Property pursuant to the provisions of Article 42-4 of the Act, and where such Investment Property comprises money, it must manage such money in accordance with the means specified in Article 125, item (ii), (a) through (c).

2 金融商品取引業者等は、法第四十二条の四の規定に基づき運用財産を管理する場合において、当該運用財産が有価証券等（有価証券その他の金銭以外の財産をいう。以下この条において同じ。）であるときは、次の各号に掲げる有価証券等の区分に応じ、当該各号に定める方法により、当該有価証券等を管理しなければならない。

(2) In cases when a Financial Instruments Business Operator, etc. manages an Investment Property pursuant to the provisions of Article 42-4 of the Act, and where such Investment Property comprises Securities, etc. (meaning property other than money, such as Securities; hereinafter the same applies in this Article), it must money such Securities, etc. in accordance with the means specified in the following items, in accordance with the types of the Securities, etc. set forth respectively therein:

一 金融商品取引業者等が自己で保管することにより管理する有価証券等（混蔵して保管されるものを除く。次号において同じ。） 運用財産である有価証券等（以下この条において「運用有価証券等」という。）の保管場所について自己の固有財産である有価証券等その他の運用有価証券等以外の有価証券等（以下この項において「固有有価証券等」という。）の保管場所と明確に区分し、かつ、当該運用有価証券等についてどの運用財産の有価証券等であるかが直ちに判別できる状態で保管することにより管理する方法



(i) Securities, etc. managed by the Financial Instruments Business Operator, etc. itself by taking custody thereof (excluding the Securities, etc. to be retained by way of commingled custody; the same applies in the following item): a means whereby the place of the custody of the Securities, etc. included in an Investment Property (hereinafter referred to as the "Invested Securities, etc." in this Article) is clearly distinguished from the place of the custody of the Securities, etc. which constitute the proprietary assets of the Financial Instruments Business Operator, etc. (hereinafter referred to as the "Own Securities, etc." in this paragraph) or any Securities, etc. other than the Invested Securities, etc., and whereby the Investment Property to which such Invested Securities, etc. belong is immediately identifiable;

二 金融商品取引業者等が第三者をして保管させることにより管理する有価証券等  
当該第三者において、運用有価証券等の保管場所について固有有価証券等の保管場所と明確に区分させ、かつ、当該運用有価証券等についてどの運用財産の有価証券等であるかが直ちに判別できる状態で保管させることにより管理する方法

(ii) Securities, etc. managed by the Financial Instruments Business Operator, etc. by way of having a third party take custody thereof: a means whereby the Financial Instruments Business Operator, etc. causes the third party to make a clear distinction between the place of the custody of the Invested Securities, etc. and the place of the custody of the Own Securities, etc. and to retain the custody of the Invested Securities, etc. in a manner such that the Investment Property to which such Invested Securities, etc. belong is immediately identifiable;

三 金融商品取引業者等が自己で保管することにより管理する有価証券等（混蔵して保管されるものに限る。次号において同じ。） 運用有価証券等の保管場所について固有有価証券等の保管場所と明確に区分し、かつ、当該運用有価証券等に係る各運用財産の持分が自己の帳簿により直ちに判別できる状態で保管することにより管理する方法

(iii) Securities, etc. managed by the Financial Instruments Business Operator, etc. itself by taking custody thereof (limited to Securities to be retained by way of commingled custody; the same applies in the following item): a means whereby the place of the custody of the Invested Securities, etc. is clearly distinguished from the place of the custody of the Own Securities, etc., and whereby the share of each Investment Property pertaining to such Invested Securities, etc. is immediately identifiable based on the books of such Financial Instruments Business Operator, etc.;

四 金融商品取引業者等が第三者をして保管させることにより管理する有価証券等  
当該第三者における自己の運用財産のための口座について自己のための口座と区分する方法その他の方法により運用有価証券等に係る持分が直ちに判別でき、かつ、当該運用有価証券等に係る各運用財産の持分が自己の帳簿により直ちに判別できる状態で保管させることにより管理する方法（外国の第三者をして保管させる場合に

において、当該外国の法令上当該第三者をして運用有価証券等に係る持分と固有有価証券等に係る持分とを区分して保管させることができないとき、その他当該第三者において運用有価証券等に係る持分が直ちに判別できる状態で保管させることができないことについて特にやむを得ない事由があると認められるときにあっては、当該運用有価証券等に係る各運用財産の持分が自己の帳簿により直ちに判別できる状態で保管させることにより管理する方法)

(iv) Securities, etc. managed by the Financial Instruments Business Operator, etc. by way of having a third party take custody thereof: a means whereby the Financial Instruments Business Operator, etc. causes the third party to take custody thereof by segregating the account for such Financial Instruments Business Operator, etc. from the account for the Investment Properties of the Financial Instruments Business Operator, etc. or by any other means so that the share pertaining to the Invested Securities, etc. is immediately identifiable and that the share of each Investment Property pertaining to such Invested Securities, etc. is immediately identifiable based on the books of such Financial Instruments Business Operator, etc. (in cases when the Financial Instruments Business Operator, etc. causes a foreign third party to take custody thereof, and if the laws and regulations of the foreign state hinder the Financial Instruments Business Operator, etc. from having such third party take custody thereof by separating the share pertaining to the Invested Securities, etc. and the share pertaining to the Own Securities, etc., or if there are any especially unavoidable grounds which prevent such Financial Instruments Business Operator, etc. from having a third party take custody of the Securities in a manner which enables immediate identification of the shares pertaining to such Invested Securities, etc. based on the books of such Financial Instruments Business Operator, etc., a means whereby the Financial Instruments Business Operator, etc. causes such third party to take custody thereof in a manner such that the share of each Investment Property pertaining to such Invested Securities, etc. is immediately identifiable based on the books of such Financial Instruments Business Operator, etc.);

五 法第二条第二項の規定により有価証券とみなされる権利、デリバティブ取引に係る権利その他の有価証券等（前各号に掲げるものを除く。） 次のイ又はロに掲げる場合の区分に応じ、当該イ又はロに定める方法

(v) rights regarded as Securities under Article 2, paragraph (2) of the Act, rights pertaining to Derivative Transactions, or any other Securities, etc. (excluding those listed in the foregoing items): the means specified in (a) or (b) below, in accordance with the cases set forth respectively therein:

イ 当該有価証券等に係る権利を行使する際に必要となる当該権利を証する書類その他の書類がある場合 当該書類を有価証券等とみなして前各号に掲げる有価証券等の区分に応じて管理する方法

(a) in cases when there are documents evidencing the rights pertaining to the Securities, etc. or any other document, which are necessary upon the exercise of such rights: to regard those documents as Securities, etc. and manage them in accordance with the categories of the Securities as listed in the foregoing items; and

ロ イに掲げる場合以外の場合 第三者をして当該有価証券等に係る権利を運用有価証券等として明確に管理させ、かつ、その管理の状況が自己の帳簿により直ちに把握できる状態で管理する方法

(b) in cases other than the case specified in (a): to cause a third party to manage precisely the rights pertaining to the Securities, etc. by treating them as the Invested Securities, etc. and to manage them in a condition such that status of the management thereof is immediately identifiable based on the books of the Financial Instruments Business Operator, etc.

3 金融商品取引業者等と運用財産とが共有しており、前項の定めるところにより管理することができない有価証券等については、同項の規定にかかわらず、運用有価証券等に係る各運用財産の持分が自己の帳簿により直ちに判別できる状態で管理しなければならない。

(3) Notwithstanding the provisions of the preceding paragraph, in cases when the Securities, etc. are co-owned by the Financial Instruments Business Operator, etc. and Investment Property, and where it is impossible to manage them as specified by the provisions of that paragraph, the Financial Instruments Business Operator, etc. must manage them in a condition such that the share of each Investment Property pertaining to such Invested Securities, etc. is immediately identifiable based on the books of such Financial Instruments Business Operator, etc.

(投資運用業に関する金銭又は有価証券の貸付け等の禁止の適用除外)

(Exclusion from Prohibition of Loans of Money or Securities in Relation to Investment Management Business)

第百三十三条 令第十六条の十三第五号に規定する内閣府令で定める場合は、金融商品取引業者が資産の運用を行う投資法人への金銭又は有価証券の貸付けの媒介又は代理を行う場合とする。

Article 133 The cases to be specified by Cabinet Office Order as referred to in Article 16-13, item (v) of the Order are cases when Financial Instruments Business Operator provides an intermediary or brokerage service for the loan of money or Securities to an Investment Corporation engaged in investment of the assets.

(運用報告書の交付)

(Delivery of Investment Reports)

第百三十四条 法第四十二条の七第一項の運用報告書（以下この条及び次条において単

に「運用報告書」という。)には、次に掲げる事項(第九号から第十一号までに掲げる事項にあっては、運用財産が法第二条第八項第十二号に掲げる行為を投資一任契約に基づき行う業務に係るものである場合に限る。)を記載しなければならない。

Article 134 (1) The following matters (in cases of matters listed in items (ix) through (xi), limited to cases when Investment Properties pertain to the operation to implement acts listed in Article 2, paragraph (8), item (xii) of the Act based on a Discretionary Investment Contract) must be stated in an Investment Report set forth in Article 42-7, paragraph (1) of the Act (hereinafter simply referred to as the "Investment Report" in this Article and the following Article):

一 当該運用報告書の対象期間(直前の基準日(運用報告書の作成の基準とした日をいう。以下この条において同じ。)の翌日(当該運用報告書が初めて作成するものである場合にあつては、運用財産の運用を開始した日)から当該運用報告書の基準日までの期間をいう。以下この条において同じ。)

(i) the Reporting Period (meaning the period between the day following the latest Base Date (meaning the date based on which the Investment Report is prepared; hereinafter the same applies in this Article) (in cases of the Investment Report is prepared for the first time, the date when the investment of the Investment Property is commenced) and the Base Date for such relevant Investment Report; hereinafter the same applies in this Article) for the relevant Investment Report;

二 当該運用報告書の基準日における運用財産の状況として次に掲げる事項

(ii) the following matters, as the status of the Investment Property as of the Base Date of the relevant Investment Report:

イ 金銭の額

(a) the amount of money;

ロ 有価証券の銘柄、数及び価額

(b) the issues, volumes and value of the Securities; and

ハ デリバティブ取引の銘柄(取引の対象となる金融商品、金融指標その他これらに相当するものを含む。次号ニ(2)において同じ。)、約定数量(数量がない場合にあつては、件数又は数量に準ずるもの。同号ニ(2)において同じ。)及び単価等(単価、対価の額、約定数値その他の取引一単位あたりの金額又は数値をいう。同号ニ(2)において同じ。)

(c) the issues (including Financial Instruments or Financial Indicators or any others similar thereto which will be the subject of the transactions; the same applies in (d), 2. of the following item), the agreed volumes (in cases when there are no volumes, the number of transactions, or any other information equivalent the volumes; the same applies in (d), 2. of that item), and the Unit Price, etc. (meaning the unit price, amount of consideration, agreed figure or any other amount or figure per transaction unit; the same applies in (d), 2. of that item) of the Derivative

Transactions;

三 当該運用報告書の対象期間における運用の状況として次に掲げる事項

(iii) the following matters, as the status of the investments made in the

Reporting Period for the relevant Investment Report:

イ 取引を行った日

(a) the day when the transactions were conducted;

ロ 取引の種類

(b) the type of the transactions;

ハ 金融商品取引行為の相手方の商号、名称又は氏名（適格機関投資家等特例業務に係る出資対象事業持分に係る契約に当該相手方から同意を得られない場合は当該相手方の商号、名称又は氏名の記載を要しない旨が定められている場合において、当該同意を得られないときを除く。）

(c) the trade name or name of the counterparty to the acts that constitute Financial Instruments Transactions (in cases when it is provided that the trade name or name of the counterparty needs not be included if the consent of the counterparty cannot be obtained in relation to a contract for the Equity in Invested Business relating to the Specially-Permitted Business for Qualified Institutional Investors, etc., excluding cases when consent cannot be obtained);

ニ 取引の内容として次に掲げる事項

(d) the following particulars of the transactions:

(1) 有価証券の売買その他の取引にあつては、取引ごとに有価証券の銘柄、数、価額及び売付け等又は買付け等の別

1. in the case of the purchase and sale or any other transaction of Securities, the issues, volumes, value of Securities and information as to whether it was Sale, etc. or Purchase, etc. by each transaction; and

(2) デリバティブ取引にあつては、取引ごとにデリバティブ取引の銘柄、約定数量、単価等及び売付け等又は買付け等の別（第百条第一項第二号イからホまでに掲げる取引にあつては、それぞれ同号イからホまでに定めるもの）

2. in the case of Derivatives Transactions, the issues, agreed volume, Unit Price, etc. and information as to whether it was Sale, etc. or Purchase, etc. by each transaction (in the case of a transaction listed in Article 100, paragraph (1), item (ii), (a) through (e), information set forth respectively in (a) through (e) of the same item);

四 当該運用報告書の対象期間において支払を受けた運用財産の運用に係る報酬の額

(iv) the amount of the remuneration pertaining to the investment of the

Investment Property, which was paid during the Reporting Period of the relevant Investment Report;

五 当該運用報告書の対象期間において運用財産に係る取引について第一種金融商品取引業、第二種金融商品取引業又は登録金融機関業務に該当する行為を行った場合にあつては、当該運用報告書の対象期間における当該行為に係る手数料、報酬その

他の対価の額

(v) in cases when, during the Reporting Period of the relevant Investment Report and in connection with any transaction pertaining to the Investment Property, the Financial Instruments Business Operator, etc. conducted any act which falls under a Type-I Financial Instruments Business, Type-II Financial Instruments Business or Registered Financial Institution Business, the amount of the fees, remuneration or any other type of consideration related to that act in the Reporting Period of the relevant Investment Report;

六 当該運用報告書の対象期間において次に掲げるものとの間における取引を行ったときは、その内容

(vi) in cases when, during the Reporting Period of the relevant Investment Report, the Financial Instruments Business Operator, etc. has conducted a transaction with any of the following parties, the details thereof:

イ 自己又はその取締役、執行役、監査役、役員に類する役職にある者若しくは使用人

(a) such Financial Instruments Business Operator, etc. itself, or its directors, executive officers, auditors or persons holding positions similar to the Officers, or its employees;

ロ 他の運用財産

(b) other Investment Properties; or

ハ 自己の親法人等又は子法人等

(c) the Parent Corporation, etc. or the Subsidiary Corporation, etc. of the Financial Instruments Business Operator, etc.;

七 当該運用報告書の対象期間において行った金融商品取引行為に係る取引総額に占める前号イからハまでに掲げる者を相手方とする金融商品取引行為に係る取引総額の割合

(vii) the proportion of the aggregate amount of the transaction pertaining to acts that constitute Financial Instruments Transactions conducted with the counterparties specified in (a) through (c) of the preceding item, to the aggregate amount of the transaction pertaining to acts that constitute Financial Instruments Transactions conducted during the Reporting Period of the relevant Investment Report; and

八 当該運用報告書の対象期間における運用財産の運用として行った金融商品取引行為の相手方で、その取引額が当該運用財産のために行った金融商品取引行為に係る取引総額の百分の十以上である者がいる場合にあつては、当該相手方の商号、名称又は氏名並びに当該運用報告書の対象期間において行った金融商品取引行為に係る取引総額に占める当該相手方に対する金融商品取引行為に係る取引総額の割合

(viii) in cases when there is any counterparty to the acts that constitute Financial Instruments Transactions conducted as the investment of Investment Properties during the Reporting Period of the relevant Investment Report, whose transaction amount is ten percent or more of the

aggregate transaction amount of the acts that constitute Financial Instruments Transactions conducted for the Investment Properties, the trade name or name of such counterparty, and the proportion of the aggregate transaction amount pertaining to the acts that constitute Financial Instruments Transactions conducted for such counterparty, to the aggregate transaction amount pertaining to acts that constitute Financial Instruments Transactions conducted during the Reporting Period of the relevant Investment Report;

九 当該運用報告書の対象期間における運用財産の運用の経過（運用財産の額の主要な変動の要因を含む。）

(ix) passage of investment in Investment Properties during the Reporting Period of the management report (including major change factors of the amount of Investment Properties);

十 運用状況の推移

(x) changes in investment conditions; and

十一 当該金融商品取引業者等がその財務又は投資一任契約に係る業務に関する外部監査を受けている場合において、当該運用報告書の対象期間において当該外部監査に係る報告を受けたときは、当該外部監査を行った者の氏名又は名称並びに当該外部監査の対象及び結果の概要

(xi) in cases when an external audit has been implemented with the Financial Instruments Business Operator, etc. related to the operations pertaining to the finance or a Discretionary Investment Contract, when a report pertaining to the external audit is made during the Reporting Period of the Investment Report, the name of the external audit, subject of the external audit, and outline of the results.

2 運用財産が法第二条第八項第十二号に掲げる行為を投資一任契約に基づき行う業務に係るものである場合において、基準日における当該運用財産に第九十六条第四項に規定する対象有価証券（その保有額の当該運用財産の額に対する割合が百分の三に満たないものを除く。）が含まれているときにおける運用報告書には、前項各号に掲げる事項のほか、同条第二項各号に掲げる事項を記載しなければならない。ただし、当該運用報告書の交付前一年以内に当該投資一任契約の相手方に対し交付した当該投資一任契約に係る契約締結前交付書面若しくは契約変更書面又は運用報告書に当該事項の全てが記載されている場合は、この限りでない。

(2) In cases when the Investment Properties are related to the operation implementing the act listed in Article 2, paragraph (8), item (xii) of the Act based on a Discretionary Investment Contract, the matters listed in the items of paragraph (2) of that Article must be indicated in addition to the matters listed in the items of the preceding paragraph in the Investment Report when Subject Securities (excluding those for which the percentage of the amount held to the Investment Properties is less than three percent) prescribed in Article 96, paragraph (4) are included in the Investment Properties as of the

standard day; provided, however, that this does not apply to cases when all the matters are stated in the Document for Delivery Prior to Conclusion of a Contract, Explanatory Document on Changes to Contract Information, or Investment Report pertaining to the Discretionary Investment Contract that is delivered to the counterparty of the Discretionary Investment Contract within one year before delivery of the Investment Report.

3 対象期間は、六月（次の各号に掲げる場合にあっては、当該各号に定める期間。第五項第三号において同じ。）を超えてはならない。

(3) The Reporting Period must not exceed six months (in cases set forth in the following items, the periods set forth therein, respectively; the same applies in paragraph (5), item (iii)):

一 権利者（投資一任契約の相手方に限る。）が存続厚生年金基金又は国民年金基金である場合 三月

(i) in cases when the right holder (limited to a counterparty to a discretionary investment contract) is a surviving employee's pension fund or the National Pension Fund: three months;

二 権利者（適格機関投資家等特例業務（法第六十三条第一項第二号に掲げる行為に限る。第五項第四号において同じ。）に係る契約の相手方に限る。）が令第十七条の十二第二項に掲げる要件に該当する権利を有する者である場合であって、当該契約の契約書に対象期間が記載されているとき 一年

(ii) in cases when the contract pertaining to the right holder (limited to a counterparty to a contract pertaining to a Specially-Permitted Business for Qualified Institutional Investors, etc. limited to an act specified in Article 63, paragraph (1), item (ii) of the Act; the same applies in paragraph (5), item (iv))) is a holder of a right which satisfies the requirements specified in Article 17-12, paragraph (2) of the Order, and if the written contract provides for the period: one year.

4 運用報告書は、対象期間経過後遅滞なく作成し、知っている権利者に交付しなければならない。

(4) The Financial Instruments Business Operator, etc. must prepare an Investment Report without delay after the end of the Reporting Period and deliver it to the known Right Holders.

5 法第四十二条の七第一項ただし書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。

(5) The cases to be specified by Cabinet Office Order as referred to in the proviso to Article 42-7, paragraph (1) of the Act are as follows:

一 権利者の同居者が確実に運用報告書の交付を受けると見込まれる場合であって、かつ、当該権利者が当該運用報告書の交付を受けないことについてその基準日まで同意している場合（当該基準日までに当該権利者から当該運用報告書の交付の請求があった場合を除く。）

(i) where it is expected that any person that lives together with a Right Holder



will receive the Investment Report, and if the Right Holder has given consent prior to the Base Date that such Investment Report will not be delivered (excluding cases when, prior to the Base Date, the Right Holder has requested the delivery of such Investment Report);

二 運用財産に係る受益証券（当該運用財産に係る権利者の権利を表示するもの又は当該権利をいう。）が特定投資家向け有価証券に該当する場合であって、運用報告書に記載すべき事項に係る情報が対象期間経過後遅滞なく法第二十七条の三十二第一項に規定する発行者情報として同項又は同条第二項の規定により提供され、又は公表される場合（当該受益証券に係る契約その他の法律行為において、運用報告書の交付に代えて当該情報の提供又は公表が行われる旨の定めがある場合に限る。）

(ii) if the Beneficiary Certificates pertaining to the Investment Properties (meaning the Beneficiary Certificates indicating the rights of the Right Holder in relation the Investment Properties, or such rights) fall under the categories of Securities for Professional Investors, and where information pertaining to the matters to be contained in an Investment Report is to be provided or publicized as the Issuer's Information as set forth in Article 27-32, paragraph (1) of the Act, pursuant to the provisions of that paragraph or paragraph (2) of that Article, without delay after the end of such Reporting Period (limited to cases when the contract or any other juridical act pertaining to such Beneficiary Certificates provides that such information is to be provided or publicized in lieu of the delivery of an Investment Report);

三 他の法令の規定により、六月に一回以上、運用財産に係る知っている権利者に対して運用報告書に記載すべき事項を記載した書面が交付され、又は当該事項を記録した電磁的記録が提供される場合

(iii) when, pursuant to the provisions of other laws and regulations and at least once in six months, a document stating the matters to be contained in an Investment Report is to be delivered to a known Right Holder pertaining to the Investment Property, or an Electronic or Magnetic Record storing such matters is to be delivered to such Right Holder;

四 適格機関投資家等特例業務を行う場合であって、当該適格機関投資家等特例業務に係る契約の相手方が特定投資家である場合

(iv) in cases when a Specially-Permitted Business for Qualified Institutional Investors, etc. is to be conducted, and the counterparty to the contract pertaining to the Specially-Permitted Business for Qualified Institutional Investors, etc. is a Professional Investor.

（運用報告書の届出を要しない場合）

**(Exemption from Requirement of Notification of Investment Reports)**

第百三十五条 法第四十二条の七第三項ただし書に規定する内閣府令で定める場合は、運用財産の権利者が有する当該運用財産に係る法第二条第八項第十五号イからハマまでに掲げる権利について法第二十四条第五項（法第二十七条において準用する場合を含

む。)において準用する法第二十四条第一項の規定により同項に規定する有価証券報告書(運用報告書に記載すべき事項が記載されているものに限る。)を提出しなければならない場合とする。

Article 135 The cases to be specified by Cabinet Office Order as referred to in the proviso to Article 42-7, paragraph (3) of the Act are cases when, pursuant to the provisions of Article 24, paragraph (1) of the Act as applied mutatis mutandis pursuant to paragraph (5) of that Article (including cases when it is applied mutatis mutandis pursuant to Article 27 of the Act), the Financial Instruments Business Operator, etc. is required to submit an Annual Securities Report set forth in that paragraph (such Annual Securities Report is limited to that which contains the matters to be stated in the Investment Report), in connection with the rights listed in Article 2, paragraph (8), item (xv), (a) through (c) of the Act which pertains to the Investment Property held by the Right Holder thereof.

### 第三款 有価証券等管理業務に関する特則

#### Subsection 3 Special Provisions on Securities Management Business

(確実にかつ整然と管理する方法)

(Means for Management in a Reliable and Orderly Manner)

第百三十六条 法第四十三条の二第一項に規定する内閣府令で定める方法は、次の各号に掲げる有価証券の区分に応じ、当該各号に定める方法とする。

Article 136 (1) The means to be specified by Cabinet Office Order as referred to in Article 43-2, paragraph (1) of the Act are the means specified in the following items, in accordance with the categories of the Securities set forth respectively therein:

一 金融商品取引業者等が自己で保管することにより管理する有価証券(混蔵して保管されるものを除く。次号において同じ。) 法第四十三条の二第一項の規定により金融商品取引業者等が自己の固有財産と分別して管理しなければならない有価証券(以下この条において「顧客有価証券」という。)の保管場所について自己の固有財産である有価証券その他の顧客有価証券以外の有価証券(以下この項において「固有有価証券等」という。)の保管場所と明確に区分し、かつ、当該顧客有価証券についてどの顧客の有価証券であるかが直ちに判別できる状態で保管することにより管理する方法

(i) Securities managed by the Financial Instruments Business Operator, etc. itself by taking custody thereof (excluding Securities to be retained by way of commingled custody; the same applies in the following item): a means whereby the place of the custody of the Securities which the Financial Instruments Business Operator, etc. is required to manage separately from its proprietary assets pursuant to the provisions of Article 43-2, paragraph (1) of the Act (hereinafter referred to as the "Customers' Securities" in this

Article) is clearly distinguished from the place of the custody of the Securities other than the Customers' Securities, such as the Securities constituting its proprietary assets (hereinafter referred to as the "Own Securities, etc." in this paragraph), and whereby the Customers to which such Customers' Securities belong is immediately identifiable;

二 金融商品取引業者等が第三者をして保管させることにより管理する有価証券 当該第三者において、顧客有価証券の保管場所について固有有価証券等の保管場所と明確に区分させ、かつ、当該顧客有価証券についてどの顧客の有価証券であるかが直ちに判別できる状態で保管させることにより管理する方法

(ii) Securities managed by the Financial Instruments Business Operator, etc. by way of having a third party take custody thereof: a means whereby the Financial Instruments Business Operator, etc. causes the third party to make a clear distinction between the place of the custody of the Customers' Securities and the place of the custody of the Own Securities, etc., and to retain custody of the Customers' Securities in a manner such that the customers to which such Customers' Securities belong are immediately identifiable;

三 金融商品取引業者等が自己で保管することにより管理する有価証券（混蔵して保管されるものに限る。次号において同じ。） 顧客有価証券の保管場所について固有有価証券等の保管場所と明確に区分し、かつ、当該顧客有価証券に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で保管することにより管理する方法

(iii) Securities managed by the Financial Instruments Business Operator, etc. itself by taking custody thereof (limited to those to be retained by way of commingled custody; the same applies in the following item): a manner such that the place of the custody of the Customers' Securities is clearly distinguished from the place of the custody of the Own Securities, etc., and such that the share of each customer pertaining to the Customers' Securities is immediately identifiable based on the books of such Financial Instruments Business Operator, etc.;

四 金融商品取引業者等が第三者をして保管させることにより管理する有価証券 当該第三者における自己の顧客のための口座について自己のための口座と区分する方法その他の方法により顧客有価証券に係る持分が直ちに判別でき、かつ、当該顧客有価証券に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で保管させることにより管理する方法（外国の第三者をして保管させる場合において、当該外国の法令上当該第三者をして顧客有価証券に係る持分と固有有価証券等に係る持分とを区分して保管させることができないとき、その他当該第三者において顧客有価証券に係る持分が直ちに判別できる状態で保管させることができないことについて特にやむを得ない事由があると認められるときあつては、当該顧客有価証券に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で保管させることにより管理する方法）

(iv) Securities managed by the Financial Instruments Business Operator, etc.

by way of having a third party take custody thereof: a means whereby the Financial Instruments Business Operator, etc. causes the third party to take custody thereof by segregating the account for such Financial Instruments Business Operator, etc. from the account for the customers of the Financial Instruments Business Operator, etc. or by any other means such that the share pertaining to the Customers' Securities is immediately identifiable and that the share of each customer pertaining to such Customers' Securities is immediately identifiable based on the books of such Financial Instruments Business Operator, etc. (in cases when the Financial Instruments Business Operator, etc. causes a foreign third party to take custody thereof, and if the laws and regulations of the foreign state hinder the Financial Instruments Business Operator, etc. from having such third party take custody thereof by separating the share pertaining to the Customers' Securities and the share pertaining to the Own Securities, etc., or if there are any especially unavoidable grounds which prevent such Financial Instruments Business Operator, etc. from having a third party take custody of the Securities in a manner which enables immediate identification of the shares pertaining to such Customers' Securities based on the books of such Financial Instruments Business Operator, etc., a means whereby the Financial Instruments Business Operator, etc. causes such third party to take custody thereof in a manner such that the share of each customer pertaining to such Customers' Securities is immediately identifiable based on the books of such Financial Instruments Business Operator, etc.);

五 法第二条第二項の規定により有価証券とみなされる権利（前各号に掲げるものを除く。） 次のイ又はロに掲げる場合の区分に応じ、当該イ又はロに定める方法

(v) rights regarded as Securities under Article 2, paragraph (2) of the Act (excluding those listed in the foregoing items): the means specified in the following (a) or (b), in accordance with the cases set forth respectively therein:

イ 当該権利を行使する際に必要となる当該権利を証する書類その他の書類がある場合 当該書類を有価証券とみなして前各号に掲げる有価証券の区分に応じて管理する方法

(a) in cases when there are documents evidencing the rights or any other document which are necessary upon the exercise of such rights: to regard those documents as Securities, etc. and manage them in accordance with the categories of the Securities as listed in the foregoing items; and

ロ イに掲げる場合以外の場合 第三者をして当該権利を顧客有価証券として明確に管理させ、かつ、その管理の状況が自己の帳簿により直ちに把握できる状態で管理する方法

(b) in the cases other than the case specified in (a): to cause a third party to manage precisely such rights by treating them as the Customers'

Securities, and to manage them in a condition such that status of the management thereof is immediately identifiable based on the books of the Financial Instruments Business Operator, etc.

2 金融商品取引業者等と顧客とが共有しており、前項の定めるところにより管理することができない有価証券については、同項の規定にかかわらず、顧客有価証券に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で管理しなければならない。

(2) Notwithstanding the provisions of the preceding paragraph, in cases when the Securities are co-owned by the Financial Instruments Business Operator, etc. and a Customer, and where it is impossible to manage them as specified by the provisions of that paragraph, the Financial Instruments Business Operator, etc. must manage them in a condition such that the share of each customer pertaining to such Customers' Securities is immediately identifiable based on the books of such Financial Instruments Business Operator, etc.

(有価証券関連業に付随する業務)

(Business Incidental to Securities-Related Business)

第百三十七条 法第四十三条の二第一項第二号に規定する有価証券関連業に付随する業務として内閣府令で定めるものは、金融商品取引業に付随する業務のうち、次に掲げるもの以外のものとする。

Article 137 The business to be specified by Cabinet Office Order as referred to in Article 43-2, paragraph (1), item (ii) of the Act as businesses incidental to the Securities-Related Business are the businesses incidental to the Financial Instruments Business, other than the following businesses:

一 法第三十五条第一項第一号又は第十号から第十五号までに掲げる行為を行う業務

(i) business to conduct any of the acts specified in Article 35, paragraph (1), items (i), or (x) through (xv) of the Act;

二 法第三十五条第一項第九号に掲げる行為（次に掲げる業務に係るものに限る。）を行う業務

(ii) business to conduct the act specified in Article 35, paragraph (1), item (ix) of the Act (limited to an act pertaining to the following businesses):

イ 金融商品取引業（登録金融機関が行う登録金融機関業務を含む。）のうち、有価証券関連業以外の業務

(a) from among Financial Instruments Businesses (including a Registered Financial Institution Business to be conducted by a Registered Financial Institution), a business other than the Securities-Related Business;

ロ 有価証券関連業のうち、店頭デリバティブ取引（次条に規定する取引に限る。）又は令第十六条の十五に規定する取引（次条に規定する取引に限る。）に係るもの

(b) from among Securities-Related Businesses, business which pertains to an Over-the-Counter Transaction of Derivatives (limited to a transaction prescribed in the following Article) or a transaction prescribed in Article

16-15 of the Order (limited to a transaction prescribed in the following Article); and

ハ 前号に掲げる業務

(c) business specified in the foregoing item; and

三 前二号に掲げる業務に類似する業務

(iii) business similar to those specified in the preceding two items.

(分別管理の対象から除かれる有価証券関連業に係る店頭デリバティブ取引)

(Over-the-Counter Derivatives Transactions Pertaining to Securities-Related Business Excluded from Separate Management Requirements)

第百三十七条の二 法第四十三条の二第一項第二号に規定する有価証券関連業を行う金融商品取引業者であって第一種金融商品取引業を行うことにつき法第二十九条の登録を受けた者を相手方として行う取引その他の取引の相手方の特性を勘案して内閣府令で定めるものは、令第一条の八の六第一項第二号イ又はロのいずれかに該当する者を相手方として行う取引とする。

Article 137-2 The transaction to be made with a Financial Instruments Business Operator engaged in Securities-Related Business that has been registered under Article 29 of the Act for engaging in Type-I Financial Instruments Business and other transactions to be specified by Cabinet Office Order by taking into consideration the characteristics of the counterparty to the transaction as referred to in Article 43-2, paragraph (1), item (ii) of the Act is transactions with a person that falls under either Article 1-8-6, paragraph (1), item (ii), (a) or (b) of the Order.

(顧客分別金の額の算定)

(Calculation of the Amount of Customer-Segregated Funds)

第百三十八条 法第四十三条の二第二項に規定する顧客に返還すべき額は、顧客ごとに算定し、その算定の対象となる同項第一号及び第二号に掲げる金銭の額並びに同項第三号に掲げる有価証券の時価（その日の公表されている最終の価格又はこれに準ずるものとして合理的な方法により算出した価格をいう。次条から第百四十一条までにおいて同じ。）の合計額とする。

Article 138 The amount to be refunded to the customer as referred to in Article 43-2, paragraph (2) of the Act is calculated by each customer, and is the total of the amount of money specified in items (i) and (ii) of that paragraph and the market value (meaning the closing price published on the relevant date or the price equivalent thereto as calculated in accordance with a reasonable formula; the same applies in Article 139 through 141) of the Securities specified in item (iii) of that paragraph, on which the calculation is to be based.

(顧客分別金の額からの控除)

(Deduction from Customer-Segregated Funds)

第百三十九条 前条の規定による顧客ごとの額の算定に当たっては、次に掲げる額を控除することができる。

Article 139 (1) For the purpose of calculating the amount payable to each customer pursuant to the provisions of the preceding Article, the following amounts may be deducted:

一 金融商品取引業者等が顧客に対して有する債権（当該顧客が買い付けた有価証券（法第四十三条の二第一項の規定により分別して管理されているものに限る。）の買付代金の立替金に係るものに限る。）

(i) a claim held by the Financial Instruments Business Operator, etc. against the customer (limited to the claim related to the advance payment of the purchase price of Securities purchased by such customer (limited to the Securities managed separately pursuant to the provisions of Article 43-2, paragraph (1) of the Act));

二 顧客が信用取引により売り付けた有価証券の売付代金である金銭（当該信用取引につき金融商品取引業者が当該顧客に供与した信用に係る債権の担保に供されているものに限る。）

(ii) money constituting the sales price of the Securities sold by the customer based on a Margin Transaction (limited to the money provided as security for the claim pertaining to the credit granted to the customer by the Financial Instruments Business Operator in connection with such Margin Transaction);

三 金融商品取引法第百六十一条の二に規定する取引及びその保証金に関する内閣府令第八条第一項各号に掲げる額（顧客の信用取引に係るもの限り、その額が当該顧客の信用取引に係る受入保証金（同令第三条第一号に規定する受入保証金をいう。）として預託された金銭の額及び有価証券の時価の合計額を超える場合には、当該合計額）

(iii) the amount specified in the items of Article 8, paragraph (1) of the "Cabinet Office Order on Transactions under Article 161-2 of the Financial Instruments and Exchange Act and Deposits Related Thereto" (limited to the amount pertaining to the customer's Margin Transaction, and if such amount exceeds the total of the amount of the money or the market value of the Securities deposited as Deposited Security Money (meaning the Deposited Security Money prescribed in Article 3, item (i) of that Order) pertaining to the customer's Margin Transaction, such total amount); and

四 現先取引（第百十条第一項第二号イ又はロに掲げる取引をいう。以下同じ。）に係る契約により顧客が担保に供した金銭の額

(iv) the amount of money provided as security by the customer under a contract for a Gensaki Transaction (meaning a transaction specified in Article 110, paragraph (1), item (ii), (a) or (b); the same applies hereinafter).

2 前項第三号に規定する顧客の信用取引に係る額の算定に当たっては、金融商品取引法第百六十一条の二に規定する取引及びその保証金に関する内閣府令第八条第一項の

当該顧客の信用取引に係る有価証券の相場の変動に基づく損益は、同条第三項の規定にかかわらず、当該有価証券の約定価額と算定の日の時価により評価した価額との差損益とする。

(2) For the purpose of calculating the amount pertaining to the customer's Margin Transaction as set forth in item (iii) of the preceding paragraph, the profit and loss accrued from any fluctuation in the quotation of the Securities pertaining to the customer's Margin Transaction as referred to in Article 8, paragraph (1) of the "Cabinet Office Order on Transactions under Article 161-2 of the Financial Instruments and Exchange Act and Deposits Related Thereto" are, notwithstanding the provisions of paragraph (3) of that Article, the difference between the contract value of such Securities and the price thereof appraised based on the market value on the calculation date.

(調達取引に係る特例)

(Special Rules on Procurement Transactions)

第四百十条 第三百十八条に規定する有価証券の時価の算定に当たっては、金融商品取引業者が、信用取引につき顧客に貸し付ける金銭又は有価証券を調達するため、当該顧客から預託を受けた法第六十一条の二第二項の規定により同条第一項に規定する金銭に充てられる有価証券（以下この条において「信用取引保証金代用有価証券」という。）を、証券金融会社又は当該金融商品取引業者と取引（有価証券等清算取次ぎ（法第二条第二十七項第一号に掲げる要件に該当するものに限る。以下この条において同じ。）の委託者として当該有価証券等清算取次ぎを行う者を代理して成立させるものを含む。第一号において同じ。）を行う他の金融商品取引業者若しくは当該金融商品取引業者から有価証券等清算取次ぎを受託した者（以下この項において「母店金融商品取引業者等」という。）に担保に供する場合において、次に掲げる要件のすべてを満たすときは、当該信用取引保証金代用有価証券の時価を控除するものとする。

Article 140 (1) In cases when the Financial Instruments Business Operator, in order to procure money or Securities to be loaned to a customer in connection with Margin Transactions, provides as security the Securities deposited by the customer which are substituted for money under Article 161-2, paragraph (1) of the Act pursuant to the provisions of paragraph (2) of that Article (hereinafter referred to as "Security Deposit Substitute Securities Related to Margin Transactions" in this Article) to a Securities Finance Company, another Financial Instruments Business Operator which conducts transactions (including the transactions effected on behalf of the person providing a service for Brokerage for Clearing of Securities, etc. (limited to a brokerage which fulfills the requirements specified in Article 2, paragraph (27), item (i) of the Act) as an entrustor of such Brokerage for Clearing of Securities, etc.; the same applies in item (ii) with such Financial Instruments Business Operator, or a person that has accepted entrustment of Brokerage for Clearing of Securities, etc. from such Financial Instruments Business Operator (hereinafter referred



to as the "Correspondent Financial Instruments Business Operator, etc." in this paragraph), and if all of the following requirements are satisfied, the market value of such Security Deposit Substitute Securities Related to Margin Transactions is to be deducted for the purpose of calculating the market value of the Securities set forth in Article 138:

一 金融商品取引業者及び証券金融会社又は母店金融商品取引業者等において、信用取引につき顧客に貸し付ける金銭又は有価証券を調達するため当該金融商品取引業者が当該証券金融会社又は母店金融商品取引業者等と行う取引（以下この項において「調達取引」という。）の管理については、当該金融商品取引業者が当該証券金融会社又は母店金融商品取引業者等と行うその他の取引（以下この項において「非調達取引」という。）の管理と明確に区分されていること。

(i) that each of the Financial Instruments Business Operator, the Securities Finance Company or the Correspondent Financial Instruments Business Operator, etc. makes a clear distinction between the management for the transactions which the Financial Instruments Business Operator concludes with such Securities Finance Company or the Correspondent Financial Instruments Business Operator, etc. for the purpose of procuring money or Securities to be loaned to customers in connection with Margin Transactions (hereinafter referred to as "Procurement Transactions" in this paragraph), and the management of any other transactions which the Financial Instruments Business Operator concludes with such Securities Finance Company or the Correspondent Financial Instruments Business Operator, etc. (hereinafter referred to as "Non-Procurement Transactions" in this paragraph);

二 調達取引が母店金融商品取引業者等との間で行われる場合にあつては、当該母店金融商品取引業者等において顧客ごとの調達取引の管理が明確に区分されていること。

(ii) that, in cases when any Procurement Transaction is to be conducted with the Correspondent Financial Instruments Business Operator, etc., such Correspondent Financial Instruments Business Operator, etc. makes a clear distinction by each customer in managing the Procurement Transactions;

三 調達取引において証券金融会社又は母店金融商品取引業者等に担保に供された信用取引保証金代用有価証券（以下この項において「特定代用有価証券」という。）の所有権が顧客に留保されていること。

(iii) that the customer retains ownership in the Security Deposit Substitute Securities Related to Margin Transactions furnished as securities to a Securities Finance Company or a Correspondent Financial Instruments Business Operator, etc. in connection with a Procurement Transaction (hereinafter referred to as "Specified Substitute Securities" in this paragraph);

四 証券金融会社又は母店金融商品取引業者等において特定代用有価証券の管理が非

調達取引に係る有価証券の管理と明確に区分されており、かつ、金融商品取引業者（調達取引が母店金融商品取引業者等との間で行われる場合にあっては、当該母店金融商品取引業者等を含む。）において顧客ごとの所有に係る当該特定代用有価証券の種類別の別及び数量が帳簿により明確に判別できること。

(iv) that the Securities Finance Company or a Correspondent Financial Instruments Business Operator, etc. makes a clear distinction in the management of the Specified Substitute Securities and the Securities pertaining to Non-Procurement Transactions, and that the Financial Instruments Business Operator (in cases when any Procuring Transaction is to be concluded with any Correspondent Financial Instruments Business Operator, etc., including such Correspondent Financial Instruments Business Operator, etc.) may clearly identify the type and volume of such Specified Substitute Securities owned by each customer, based on the books and documents;

五 金融商品取引業者と証券金融会社又は母店金融商品取引業者等において、当該金融商品取引業者が調達取引において当該証券金融会社又は母店金融商品取引業者等から調達した金銭及び有価証券の時価の合計額と、当該金融商品取引業者が当該調達取引において当該証券金融会社又は母店金融商品取引業者等に担保に供した当該調達した金銭により買い付けた有価証券の時価及び当該調達した有価証券の売付代金の合計額との差額が、毎日算出され、かつ、授受されることとされていること。

(v) that it has been agreed between the Financial Instruments Business Operator and the Securities Finance Company or a Correspondent Financial Instruments Business Operator, etc. that the difference between the following amounts is to be calculated and delivered every day: the total amount of the money and market value of the Securities which the Financial Instruments Business Operator has procured from such Securities Finance Company or a Correspondent Financial Instruments Business Operator, etc. in connection with a Procuring Transaction; and the total of the amount of the market value of the Securities purchased by the use of the money so procured, which the such Financial Instruments Business Operator has furnished as securities for the Securities Finance Company or an Correspondent Financial Instruments Business Operator, etc. in connection with such Procuring Transaction and the sales price of the Securities so procured; and

六 契約により、証券金融会社又は母店金融商品取引業者等において、当該証券金融会社又は母店金融商品取引業者等が非調達取引に関して金融商品取引業者に対して有する債権（調達取引が母店金融商品取引業者等との間で行われる場合にあっては、当該母店金融商品取引業者等が他の顧客に係る調達取引に関して有する債権を含む。）の金額に充当することを目的として特定代用有価証券を処分しないこととされていること。

(vi) that there is a contractual agreement that the Securities Finance Company

or a Correspondent Financial Instruments Business Operator, etc. may not dispose of the Specified Substitute Securities for the purpose of appropriating the proceeds to the amount of claims (in cases when any Procuring Transaction is to be concluded with a Correspondent Financial Instruments Business Operator, etc., such claims include those held by the Correspondent Financial Instruments Business Operator, etc. in relation to a Procuring Transaction pertaining to other customer) held by such Securities Finance Company or an Correspondent Financial Instruments Business Operator, etc. against such Financial Instruments Business Operator in relation to Non-Procurement Transactions.

2 前項（第二号を除く。）の規定は、金融商品取引業者等が、顧客である他の金融商品取引業者から有価証券等清算取次ぎの委託を受けて当該他の金融商品取引業者から預託を受けた信用取引保証金代用有価証券を証券金融会社に担保に供する場合について準用する。この場合において、同項第四号中「金融商品取引業者（調達取引が母店金融商品取引業者等との間で行われる場合にあつては、当該母店金融商品取引業者等を含む。）」とあるのは「金融商品取引業者等」と、同項第六号中「債権（調達取引が母店金融商品取引業者等との間で行われる場合にあつては、当該母店金融商品取引業者等が他の顧客に係る調達取引に関して有する債権を含む。）」とあるのは「債権」と読み替えるものとする。

(2) The provisions of the preceding paragraph (excluding item (ii)) apply mutatis mutandis to cases when a Financial Instruments Business Operator, etc. accepts the entrustment of Brokerage for Clearing of Securities, etc. from another Financial Instruments Business Operator which is its customer, and furnishes the Security Deposit Substitute Securities Related to Margin Transactions deposited by such other Financial Instruments Business Operator as security for a Securities Finance Company. In this case, the term "the Financial Instruments Business Operator (in cases when any Procuring Transaction is to be concluded with any Correspondent Financial Instruments Business Operator, etc., including such Correspondent Financial Instruments Business Operator, etc.)" in item (iv) of that paragraph is deemed to be replaced with "the Financial Instruments Business Operator, etc."; and the term "the claims (in cases when any Procuring Transaction is to be concluded with a Correspondent Financial Instruments Business Operator, etc., such claims include those held by the Correspondent Financial Instruments Business Operator, etc. in relation to a Procuring Transaction pertaining to other customer)" in item (vi) of that paragraph is deemed to be replaced with "the claims".

(対象有価証券関連店頭デリバティブ取引等に係る顧客分別金の額の算定)

(Calculation of the Amount of Customer Segregated Funds Pertaining to Over-the-Counter Derivatives Transactions Related to Subject Securities)

第百四十条の二 前三条の規定にかかわらず、法第四十三条の二第二項第二号に掲げる金銭及び同項第三号に掲げる有価証券（同項第二号に規定する対象有価証券関連取引（次に掲げる取引に該当するものに限る。以下この款において「対象有価証券関連店頭デリバティブ取引等」という。）に関するものに限る。）について、同項に規定する顧客に返還すべき額は、顧客ごとに算定し、その算定の対象となる当該金銭の額及び当該有価証券の時価の合計額とする。

Article 140-2 Notwithstanding the provisions of the preceding three Articles, the amount to be refunded to the customer prescribed in Article 43-2, paragraph (2) of the Act with regard to the money listed in item (ii) of that paragraph and Securities listed in item (iii) of that paragraph (limited to those concerning a Transaction Related to Subject Securities prescribed in item (ii) of that paragraph (limited to such transaction that falls under the following transaction; hereinafter referred to as a "Over-the-Counter Derivatives Transaction etc. Related to Subject Securities" in this Subsection)) is calculated for each customer and is the total amount of the amount of such money and the market value of such Securities for which the calculation is made:

一 店頭デリバティブ取引

(i) an Over-the-Counter Derivatives Transaction;

二 外国市場デリバティブ取引

(ii) a Foreign Market Derivatives Transaction; or

三 令第十六条の十五に規定する取引

(iii) a transaction prescribed in Article 16-15 of the Order.

(対象有価証券関連店頭デリバティブ取引等に係る顧客分別金の額からの控除)  
(Deduction from the Amount of Customer Segregated Funds Pertaining to Over-the-Counter Derivatives Transactions Related to Subject Securities)

第百四十条の三 前条の金銭の額には、同条の対象有価証券関連店頭デリバティブ取引等を決済した場合に顧客に生ずることとなる利益の額を含むものとし、当該対象有価証券関連店頭デリバティブ取引等を決済した場合に顧客に生ずることとなる損失の額を控除することができるものとする。

Article 140-3 (1) The amount of money under the preceding Article is to include the amount of profits that would arise to the customer from settling such Over-the-Counter Derivatives Transaction, etc. Related to Subject Securities under that Article, and the amount of losses that would arise to the customer from settling such Over-the-Counter Derivatives Transaction, etc. Related to Subject Securities may be deducted.

2 前条の規定による顧客ごとの額の算定に当たっては、金融商品取引業者等が顧客との間において一括清算の約定をした基本契約書に基づき対象有価証券関連店頭デリバティブ取引等を行っている場合において、当該算定の時において当該顧客に一括清算事由が生じた場合に当該基本契約書に基づいて行われている特定金融取引（金融機関

等が行う特定金融取引の一括清算に関する法律第二条第一項に規定する特定金融取引をいう。以下この項及び第百四十三条の二第三項において同じ。) について当該一括清算事由が生じた時における評価額 (同法第二条第六項の評価額をいう。第百四十三条の二第三項において同じ。) で当該顧客の評価損となるもの (当該対象有価証券関連店頭デリバティブ取引等に係るものを除く。) があるときは、当該基本契約書に基づき対象有価証券関連店頭デリバティブ取引等を決済した場合においても顧客の保護に支障を生ずることがないと認められる限りにおいて、当該評価損の額を控除することができる。

- (2) If, for the purpose of calculating the amount for each customer pursuant to the provisions of the preceding Article, in cases when the Financial Instruments Business Operator, etc. is conducting the Over-the-Counter Derivatives Transaction etc. Related to Subject Securities under a Basic Agreement in which a contract on Collective Clearing was made with the customer, and if any Collective Clearing Event occurs to such customer at the time of such calculation, there is an Appraisal Value (meaning an Appraisal Value under Article 2, paragraph (6) of the Act on Collective Clearing of Specified Financial Transaction Conducted by Financial Institutions, etc.; the same applies in Article 143-2, paragraph (3)) resulting in an appraisal loss to such customer at the time of such Collective Clearing Event occurring with regard to any Specified Financial Transaction (meaning a Specified Financial Transaction prescribed in Article 2, paragraph (1) of that Act; hereinafter the same applies in this paragraph and Article 143-2, paragraph (3)) being conducted under such Basic Agreement (excluding such loss pertaining to such Over-the-Counter Derivatives Transaction etc. Related to Subject Securities), the amount of such appraisal loss may be deducted to the extent that it is deemed not to compromise the protection of customers even if an Over-the-Counter Derivatives Transaction etc. Related to Subject Securities is settled under such Basic Agreement.

(顧客分別金信託の要件)

(Requirements for Customer-Segregated Funds)

第百四十一条 法第四十三条の二第二項に規定する信託 (以下「顧客分別金信託」という。) について、金融商品取引業者等は、次に掲げる要件 (第一種少額電子募集取扱業者 (投資者保護基金にその会員として加入していない者に限る。以下この条において同じ。) 及び登録金融機関にあっては、第三号及び第十号に掲げるものを除く。) の全てを満たさなければならない。

Article 141 (1) In creating the trust specified in Article 43-2, paragraph (2) of the Act (hereinafter referred to as the "Customer Segregated Fund"), a Financial Instruments Business Operator, etc. must satisfy all of the following requirements (in the case of a Type-I Small-Amount Electronic Public Offering Service Provider (limited to an operator which is not a member of any Investor

Protection Fund; hereinafter the same applies in this Article) and a Registered Financial Institution, the requirements specified in items (iii) and (x) are excluded):

一 顧客分別金信託（対象有価証券関連店頭デリバティブ取引等に係る顧客分別金信託を除く。以下この条において同じ。）に係る信託契約（以下この条において「顧客分別金信託契約」という。）は、金融商品取引業者等を委託者とし、信託会社又は信託業務を営む金融機関を受託者とし、かつ、当該金融商品取引業者等の行う金融商品取引業（登録金融機関業務を含む。）に係る顧客を元本の受益者とする事

(i) that, under the trust agreement for the Customer Segregated Fund (excluding the Customer Segregated Fund pertaining to an Over-the-Counter Derivatives Transaction, etc. Related to Subject Securities; hereinafter the same applies in this Article) (hereinafter referred to as the "Customer Segregated Fund Agreement" in this Article), a Financial Instruments Business Operator, etc. is the settlor, a trust company or a financial institution engaged in trust business is the trustee, and the customer of the Financial Instruments Business conducted by the Financial Instruments Business Operator, etc. (including Registered Financial Institution Business) is the beneficiary of the principal;

二 顧客分別金信託については、受益者代理人を選任することとし、金融商品取引業者等が複数の顧客分別金信託契約を締結する場合にあっては、これらの顧客分別金信託契約に係る受益者代理人を同一の者とする事

(ii) that an agent for a beneficiary is to be appointed for the Customer Segregated Fund, and that, in cases when the Financial Instruments Business Operator, etc. concludes two or more Customer Segregated Fund Agreements, the agent for beneficiaries appointed under the respective Customer Segregated Fund Agreements is the same person;

三 金融商品取引業者が通知金融商品取引業者（法第七十九条の五十四に規定する通知金融商品取引業者をいう。第十号において同じ。）に該当することとなった場合には、投資者保護基金（当該金融商品取引業者が所属するものに限り、法第七十九条の四十九第四項の規定による定款の定めがあるものを除く。以下この項において同じ。）が特に認める場合を除き、投資者保護基金を受益者代理人とする事

(iii) that, in cases when the Financial Instruments Business Operator falls under a Notifying Financial Instruments Business Operator (meaning the Notifying Financial Instruments Business Operator prescribed in Article 79-54 of the Act; the same applies in item (x)), the Investor Protection Fund (limited to that to which the Financial Instruments Business Operator, etc. belongs, and excluding an Investor Protection Fund which has a provision of articles of incorporation under Article 79-49, paragraph (4) of the Act; hereinafter the same applies in this paragraph) is the agent for a beneficiary, unless otherwise specifically permitted by such Investor Protection Fund;

四 顧客分別金信託（信託業務を営む金融機関への金銭信託で元本補填の契約のある

ものを除く。)の信託財産に属する金銭の運用は、次に掲げる方法に限るものとする  
こと。

(iv) that the investment of money belonging to the trust property under the Customer Segregated Fund (excluding the money trust created with a financial institution engaged in trust business, with a contractual agreement on the compensation of principal) is made only in accordance with the following means:

イ 国債その他金融庁長官の指定する有価証券の保有

(a) holding government bonds or any other Securities designated by the Commissioner of the Financial Services Agency;

ロ 金融庁長官の指定する銀行その他の金融機関(自己を除く。)への預金

(b) making deposits with a bank or any other financial institution designated by the Commissioner of the Financial Services Agency (excluding such Financial Instruments Business Operator, etc. itself); or

ハ その他金融庁長官の指定する方法

(c) any other means to be designated by the Commissioner of the Financial Services Agency;

五 顧客分別金信託が有価証券の信託又は金銭及び有価証券の信託である場合にあっては、信託される有価証券は、国債その他の金融庁長官が指定する有価証券に限るものとする  
こととし、当該顧客分別金信託の信託財産である有価証券につき貸付けによる運用を行わないものであること。

(v) that, in cases when the Customer Segregated Fund falls under the category of Securities trust, or money and Securities trust, the Securities to be entrusted are to be limited to the government bonds or any other Securities designated by the Commissioner of the Financial Services Agency, and that the Securities comprising the trust property under the Customer Segregated Fund are not invested by means of loans thereof;

六 金融商品取引業者等において、個別顧客分別金額(第百三十八条から第百四十条までの規定により顧客ごとに算定した当該顧客に返還すべき額をいう。以下この号及び第十二号において同じ。)及び顧客分別金必要額(個別顧客分別金額の合計額をいう。以下この条において同じ。)が、毎日算定されるものであること。

(vi) that the Financial Instruments Business Operator, etc. calculates Individual Amount of Customer Segregated Fund to Be Refunded (meaning the amounts to be refunded to a customer as calculated by each customer, pursuant to the provisions of Articles 138 through 140; hereinafter the same applies in this item and item (xii)) and Required Amount of Customer Segregated Fund (meaning the total amount of the Individual Amount of Customer Segregated Fund to Be Refunded; hereinafter the same applies in this Article) every day;

七 週に一日以上設ける基準日(以下この条において「差替計算基準日」という。)における信託財産の元本の評価額が顧客分別金必要額に満たない場合には、当該差

替計算基準日の翌日から起算して三営業日以内にその不足額に相当する額の信託財産が追加されるものであること。

(vii) that, in cases when the appraisal value of the principal of the trust property as of the base date which is at least once a week (hereinafter referred to as the "Reappraisal Base Date" in this Article) is less than the Required Amount of Customer Segregated Fund, the trust property equivalent to such shortfall amount is added within three business days from the day immediately after such Reappraisal Base Date;

八 信託財産である有価証券の評価額は、次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに定める額とすること。

(viii) that the appraised value of the Securities comprising trust property is the amount specified in the following (a) through (c), in accordance with the categories of the cases set forth respectively therein:

イ 顧客分別金信託が信託業務を営む金融機関への金銭信託で元本補填の契約のあるものである場合 当該金銭信託の元本金額

(a) if the Customer Segregated Fund is a money trust created with a financial institution engaged in trust business, with a contractual agreement on the compensation of principal: the amount of the principal of such money trust;

ロ 顧客分別金信託が有価証券の信託又は金銭及び有価証券の信託である場合 差替計算基準日の時価に金融庁長官が顧客分別金信託の元本の受益者である顧客の保護を確保することを考慮して定める率を乗じて得た額を超えない額

(b) in cases when the Customer Segregated Fund falls under the category of a Securities trust, or a money and Securities trust: the amount not exceeding the amount arrived by multiplying the market value as of the Reappraisal Base Date by the rate specified by the Commissioner of the Financial Services Agency by taking into account any assurance of the protection of the customer that is the beneficiary of the principal of the Customer Segregated Fund; or

ハ イ及びロに掲げる場合以外の場合 差替計算基準日の時価

(c) in cases other than those specified in (a) or (b): the market value as of the Reappraisal Base Date;

九 顧客分別金信託契約の解約又は一部の解約を行うことができる場合は、次に掲げる場合とすること。

(ix) that cases when the cancellation of the Customer Segregated Fund Agreement or any part thereof may be effected are as follows:

イ 差替計算基準日の信託財産の元本の評価額が顧客分別金必要額を超過する場合に、その超過額に相当する金額の範囲内で顧客分別金信託契約の解約又は一部の解約を行おうとする場合

(a) if the appraised value of the principal of the trust property as of the Reappraisal Base Date exceeds the Required Amount of Customer



Segregated Fund, and if the Customer Segregated Fund Agreement or any part thereof is to be cancelled within the amount equivalent to such exceeded amount;

ロ 募集等受入金（顧客から受け入れた売出し若しくは特定投資家向け売付け勧誘等又は募集若しくは売出しの取扱い若しくは私募若しくは特定投資家向け売付け勧誘等の取扱いに係る株券、債券、投資信託の受益証券又は投資証券の申込証拠金又は払込金をいう。以下この条において同じ。）の払込日に当該募集等受入金に係る顧客分別金必要額に相当する額（当該額が顧客分別金残余额を超える場合にあっては、当該顧客分別金残余额）の範囲内で顧客分別金信託契約の解約又は一部の解約を行おうとする場合

(b) if the Customer Segregated Fund Agreement or any part thereof is to be cancelled on the date of the payment of the Deposit Related to Public Offering, etc. (meaning an advance on the subscription or payment which is received from customers in relation to share certificates, bond certificates, Beneficiary Certificates for Investment Trust or Investment Securities pertaining to the secondary distribution or Solicitation for Selling, etc. Only for Professional Investors, dealing in a public offering or secondary distribution, or dealing in a private placement or a Solicitation for Selling, etc. Only for Professional Investors; hereinafter the same applies in this Article), within the amount equivalent to the Required Amount of Customer Segregated Fund pertaining to such Deposit Related to Public Offering, etc. (in cases when such amount exceeds the Remaining Customer Segregated Fund, such Remaining Customer Segregated Fund);  
or

ハ 他の顧客分別金信託契約に変更するために顧客分別金信託契約の解約又は一部の解約を行おうとする場合

(c) if the Customer Segregated Fund Agreement or any part thereof is to be cancelled so as to change it into another Customer Segregated Fund Agreement;

十 金融商品取引業者が通知金融商品取引業者に該当することとなった場合には、投資者保護基金が特に認める場合を除き、当該金融商品取引業者は、受託者に対して信託財産の運用の指図を行わないこと。

(x) that, in cases when the Financial Instruments Business Operator falls under the category of the Notifying Financial Instruments Business Operator, it does not give the trustee any instruction on investment of the trust property, unless otherwise specifically permitted by the Investor Protection Fund;

十一 顧客分別金信託契約に係る元本の受益権の行使は、受益者代理人（委託者が第一種少額電子募集取扱業者以外の金融商品取引業者である場合にあっては受益者代理人である投資者保護基金に限り、委託者が第一種少額電子募集取扱業者である場合にあっては受益者代理人である弁護士等（第七項第一号に規定する弁護士等をい

う。)に限る。以下この号及び第六項において同じ。)が必要と判断した場合に、当該受益者代理人がすべての顧客について一括して行使するものであること。

(xi) that the beneficial interest in principal under the Customer Segregated Fund Agreement is exerted in whole with regard to all the customers by an agent for a beneficiary (in cases when the settlor is a Financial Instruments Business Operator which is not a Type-I Small-Amount Electronic Public Offering Service Provider, limited to the Investor Protection Fund which is in the position of an agent for a beneficiary, and in cases when the settlor is a Type-I Small-Amount Electronic Public Offering Service Provider, limited to Attorney-at-Law, etc. (meaning the Attorney-at-Law, etc. provided in paragraph (7), item (i)) who is an agent for a beneficiary; hereinafter the same applies in this item and paragraph (6)), when such agent deems it necessary;

十二 元本の受益者である顧客ごとの元本の受益権に相当する価額は、元本の受益権の行使時における顧客分別金信託の元本換価額に当該受益権の行使の日における顧客分別金必要額に対する当該顧客に係る個別顧客分別金額の割合を乗じて得た額（当該額が当該個別顧客分別金額を超える場合には、当該個別顧客分別金額）とすること。

(xii) that the value equivalent to the beneficial interest in principal in regard to each customer that is the beneficiary of the principal is the amount arrived by multiplying the Realized Amount of Principal of the Customer Segregated Fund as of the time of the exercise of the beneficial interest in principal by the proportion of Individual Amount of Customer Segregated Fund to Be Refunded pertaining to the respective customers to the Required Amount of Customer Segregated Fund as of the date of the exercise of such beneficial interest (if the amount exceeds the Individual Amount of Customer Segregated Fund to Be Refunded, that Individual Amount of Customer Segregated Fund to Be Refunded); and

十三 元本換価額のうち顧客ごとの元本の受益権に相当する価額の合計額を超える部分については、委託者である金融商品取引業者等に帰属するものとする。

(xiii) that the portion of the Realized Amount of Principal exceeding the total amount of the value equivalent to the beneficial interest in principal in regard to each customer is to be vested in the Financial Instruments Business Operator, etc. which is the settlor.

2 前項第七号の場合において、同号の顧客分別金必要額のうち募集等受入金（同号の規定により信託財産が追加される日までの間に払込みが行われたものに限る。以下この項において同じ。）に係るものがあるときは、当該募集等受入金に係る顧客分別金必要額を同号の不足額から控除することができる。

(2) In the case referred to in item (vii) of the preceding paragraph, if the Required Amount of Customer Segregated Fund as specified in that item contains any portion pertaining to the Deposit Related to Public Offering, etc.

(limited to the deposit paid before the day of the addition of trust property under that item; hereinafter the same applies in this paragraph), such Required Amount of Customer Segregated Fund pertaining to the Deposit Related to Public Offering, etc. may be deducted from the shortfall specified in that item.

3 第一項第九号の規定により行う顧客分別金信託契約の解約又は一部の解約に係る信託財産は、委託者である金融商品取引業者等に帰属させることができる。

(3) The trust property pertaining to the cancellation of the Customer Segregated Fund Agreement or part thereof effected pursuant to the provisions of paragraph (1), item (ix) may be vested in the Financial Instruments Business Operator, etc. which is the settlor.

4 第一項第九号ロの「顧客分別金残余额」とは、同号ロの規定により行う顧客分別金信託契約の解約又は一部の解約に関する募集等受入金に係る顧客分別金必要額を算定する日における顧客分別金信託契約の信託財産の元本の評価額から、顧客分別金必要額（当該募集等受入金に係るものを除く。）を控除した額をいう。

(4) The "Remaining Customer Segregated Fund" as used in paragraph (1), item (ix), (b) means the appraisal value of principal of the trust property under the Customer Segregated Fund Agreement as of the day of the calculation of the Aggregate Amount of Refund for Customer pertaining to the Deposit Related to Public Offering, etc. in relation to the cancellation of all or a part of the Customer Segregated Fund Agreement or any part thereof to be effected pursuant to the provisions of (b) of that item, less the Required Amount of Customer Segregated Fund (excluding the amount pertaining to the Deposit Related to Public Offering, etc.).

5 第一項第十一号の場合において、同号の顧客分別金信託契約は、その目的を達成したもとして終了することができる。

(5) In the case referred to in paragraph (1), item (xi), the Customer Segregated Fund Agreement set forth in that item may be terminated on the grounds of the achievement of the purpose thereof.

6 第一項第十二号及び第十三号の「元本換価額」とは、顧客分別金信託契約の元本である信託財産を換価して得られる額又はこれに準ずるものとして受益者代理人が合理的な方法により算定した額をいう。

(6) The "Realized Amount of Principal" as used in paragraph (1), items (xii) and (xiii) is the amount obtained by realizing the trust property which is the principal under the Customer Segregated Fund Agreement, or the amount equivalent thereto as calculated by the agent for beneficiary in accordance with a reasonable formula.

7 顧客分別金信託について、第一種少額電子募集取扱業者は、第一項各号に掲げる要件（同項第三号及び第十号に掲げるものを除く。）のほか、次に掲げる要件の全てを満たさなければならない。

(7) For a Customer Segregated Fund, a Type-I Small-Amount Electronic Public

Offering Service Provider must satisfy all of the following requirements, beyond the requirements set forth in the items of paragraph (1) (excluding those specified in items (iii) and (x) of that paragraph):

一 受益者代理人のうち少なくとも一の者は、弁護士、弁護士法人、公認会計士、監査法人、税理士、税理士法人又は金融庁長官の指定する者（以下この項及び次条第一項において「弁護士等」という。）をもって充てられるものであること。

(i) that at least one of such agents for beneficiaries should be served by an attorney-at-law, legal professional corporation, certified public accountant, auditing firm, tax accountant, tax accountant corporation or a person designated by the Commissioner of the Financial Services Agency (hereinafter referred to as an "Attorney-at-Law, etc." in this paragraph);

二 第一種少額電子募集取扱業者が次条第一項第四号イ及びハからトまでに掲げる要件のいずれかに該当することとなった場合には、弁護士等である受益者代理人のみがその権限を行使するものであること（当該受益者代理人が、他の受益者代理人が権限を行使することを認める場合を除く。）。

(ii) that if the Type-I Small-Amount Electronic Public Offering Service Provider comes to fall under any of the conditions specified in Article 141-2, paragraph (1), item (iv), (a) and (c) through (g), only an agent for beneficiaries that is an Attorney-at-Law, etc. should exercise its authority (excluding cases when such agent for beneficiaries agrees that another agent for beneficiaries should exercise the authority);

三 第一種少額電子募集取扱業者が次条第一項第四号イ及びハからトまでに掲げる要件のいずれかに該当することとなった場合には、弁護士等である受益者代理人が特に認める場合を除き、当該第一種少額電子募集取扱業者が受託者に対して信託財産の運用の指図を行うことができないものであること。

(iii) that, if the Type-I Small-Amount Electronic Public Offering Service Provider comes to fall under any of the conditions specified in Article 141-2, paragraph (1), item (iv), (a) and (c) through (g), such Type-I Small-Amount Electronic Public Offering Service Provider may not give the trustee any investment instruction on the trust property, unless otherwise specifically permitted by an agent for beneficiaries that is an Attorney-at-Law, etc.; and

四 顧客の受益権が弁護士等である受益者代理人により一括して行使された場合には、当該受益権に係る信託契約を終了することができるものであること。

(iv) that, if the beneficial right of customers has been exercised collectively by an agent for beneficiaries that is an Attorney-at-Law, etc., the trust agreement pertaining to such beneficial right may be ended.

(対象有価証券関連店頭デリバティブ取引等に係る顧客分別金信託の要件)

(Requirements for Customer Segregated Fund Pertaining to Over-the-Counter Derivatives Transaction Related to Subject Securities)

第百四十一条の二 前条の規定にかかわらず、対象有価証券関連店頭デリバティブ取引

等に係る顧客分別金信託（以下この条において単に「顧客分別金信託」という。）に係る契約は、次に掲げる要件の全てを満たさなければならない。

Article 141-2 (1) Notwithstanding the provisions of the preceding Article, the contract pertaining to a Customer Segregated Fund pertaining to an Over-the-Counter Derivatives Transaction etc. Related to Subject Securities (hereinafter simply referred to as a "Customer Segregated Fund" in this Article) must satisfy all of the following requirements:

一 金融商品取引業者等を委託者とし、信託会社又は信託業務を営む金融機関を受託者とし、かつ、当該金融商品取引業者等の行う対象有価証券関連店頭デリバティブ取引等に係る顧客を元本の受益者とするものであること。

(i) that a Financial Instruments Business Operator, etc. should be the settlor, a trust company or a financial institution engaged in trust business should be the trustee, and the customer pertaining to the Over-the-Counter Derivatives Transaction etc. Related to Subject Securities conducted by the Financial Instruments Business Operator, etc. should be the beneficiary of the principal;

二 受益者代理人を選任し、当該受益者代理人のうち少なくとも一の者は、弁護士等をもって充てられるものであること。

(ii) that agents for beneficiaries should be appointed and at least one of such agents for beneficiaries should be served by an Attorney-at-Law, etc.);

三 複数の顧客分別金信託を行う場合にあっては、当該複数の顧客分別金信託について同一の受益者代理人を選任するものであること。

(iii) that, in carrying out multiple Customer Segregated Funds, the same agents for beneficiaries should be appointed for such multiple Customer Segregated Funds;

四 金融商品取引業者等が次に掲げる要件に該当することとなった場合には、弁護士等である受益者代理人のみがその権限を行使するものであること（当該受益者代理人が、他の受益者代理人が権限を行使することを認める場合を除く。）。

(iv) that if the Financial Instruments Business Operator, etc. comes to fall under the following conditions, only an agent for beneficiaries that is an Attorney-at-Law, etc. should exercise its authority (excluding cases when such agent for beneficiaries agrees that another agent for the beneficiary should exercise the authority):

イ 法第五十二条第一項若しくは第四項、第五十三条第三項、第五十四条又は第五十七条の六第三項の規定により法第二十九条の登録を取り消されたとき。

(a) when registration set forth in Article 29 of the Act is rescinded under the provisions of Article 52, paragraph (1) or (4), Article 53, paragraph (3), Article 54, or Article 57-6, paragraph (3) of the Act;

ロ 法第五十二条の二第一項若しくは第三項又は第五十四条の規定により法第三十三条の二の登録を取り消されたとき。

(b) when registration set forth in Article 33-2 of the Act is rescinded under

- the provisions of Article 52-2, paragraph (1) or (3), or Article 54 of the Act;
- ハ 破産手続開始、再生手続開始、更生手続開始又は特別清算開始の申立てを行ったとき（外国法人である金融商品取引業者等にあつては、国内において破産手続開始、再生手続開始、更生手続開始若しくは特別清算開始の申立てを行ったとき、又は本店の所在する国において当該国の法令に基づき同種類の申立てを行ったとき。）。
- (c) when the Financial Instruments Business Operator, etc. files an application for commencement of bankruptcy proceedings, rehabilitation proceedings, reorganization proceedings, or special liquidation proceedings (with regard to a Financial Instruments Business Operator, etc. which is a foreign corporation, when it files an application for commencement of bankruptcy proceedings, rehabilitation proceedings, reorganization proceedings, or special liquidation proceedings in Japan, or when it files an application of the same kind in a state where its head office is located based on the laws and regulations of that state);
- ニ 金融商品取引業等の廃止（外国法人である金融商品取引業者等にあつては、国内に設けた全ての営業所又は事務所における金融商品取引業等の廃止。以下ニにおいて同じ。）をしたとき、若しくは解散（外国法人である金融商品取引業者等にあつては、国内に設けた営業所又は事務所の清算の開始。ニにおいて同じ。）をしたとき、又は法第五十条の二第六項の規定による金融商品取引業等の廃止若しくは解散の公告をしたとき。
- (d) when the Financial Instruments Business Operator, etc. abolishes its Financial Instruments Business, etc. (with regard to a Financial Instruments Business Operator, etc. which is a foreign corporation, when it abolishes Financial Instruments Business, etc. at all business offices or offices established in Japan; the same applies in (d)) or dissolves (with regard to a Financial Instruments Business Operator, etc. which is a foreign corporation, when it commences liquidation of business offices or offices established in Japan; hereinafter the same applies in (d)), or when the Financial Instruments Business Operator, etc. gives a public notice of abolition or dissolution of its Financial Instruments Business, etc. under the provisions of Article 50-2, paragraph (6) of the Act;
- ホ 法第五十二条第一項の規定による業務の全部又は一部の停止の命令（同項第八号に該当する場合に限る。）を受けたとき。
- (e) when the Financial Instruments Business Operator, etc. receives an order for suspension of all or part of its business under the provisions of Article 52, paragraph (1) of the Act (limited to the case falling under item (vii) of that paragraph);
- ヘ 内閣総理大臣が、裁判所に対し、金融機関等の更生手続の特例等に関する法律（平成八年法律第九十五号）第三百七十七条第一項の規定による更生手続開始の申立て、同法第四百四十六条第一項の規定による再生手続開始の申立て又は同法

第四百九十条第一項の規定による破産手続開始の申立てを行ったとき。

(f) when the Prime Minister files a petition for commencement of reorganization proceedings under Article 377, paragraph (1) of the Act on Special Measures Concerning Reorganization Proceedings of Financial Institutions, etc. (Act No. 95 of 1996), a petition for commencement of rehabilitation proceedings under Article 446, paragraph (1) of the same Act or an application for commencement of bankruptcy proceedings under Article 490, paragraph (1) of that Act with a court; or

ト 内閣総理大臣が、金融機関等の更生手続の特例等に関する法律第三百七十九条、第四百四十八条又は第四百九十二条の規定による通知その他特別清算に関する通知を受けたとき。

(g) when the Prime Minister receives a notice under the provisions of Article 379, 448 or 492 of the Act on Special Measures Concerning Reorganization Proceedings of Financial Institutions, etc. or other notice concerning special liquidation proceedings;

五 当該顧客分別金信託（信託業務を営む金融機関への金銭信託で元本補填の契約のあるものを除く。）に係る信託財産の運用の方法が、次に掲げる方法によるものであること。

(v) the means of investment of the trust property pertaining to such Customer Segregated Fund (excluding a money trust with a financial institution engaged in trust business with a contractual agreement on principal protection) should be the following means:

イ 次に掲げる有価証券の保有

(a) holding the following Securities:

(1) 国債証券

1. national government bond certificates;

(2) 地方債証券

2. municipal bond certificates;

(3) 公社、公庫及び公団の発行する有価証券その他政府がその元利金の支払を保証しているもの

3. Securities issued by any kosha public corporations, public financial corporations and kodan public corporations and any other Securities for which the government guarantees the principal and interest payment;

(4) 信用金庫法第五十四条の二の四第一項の規定による全国連合会債、長期信用銀行法第八条の規定による長期信用銀行債、農林中央金庫法第六十条の規定による農林債及び株式会社商工組合中央金庫法第三十三条の規定による商工債（同法附則第三十七条の規定により同法第三十三条の規定により発行された商工債とみなされたものを含む。）

4. National Federation debentures under the provisions of Article 54-2-4, paragraph (1) of the Shinkin Bank Act, long-term credit bank

debentures under the provisions of Article 8 of the Long-Term Credit Bank Act, agriculture and forestry debentures under the provisions of Article 60 of the Norinchukin Bank Act and shoko debentures under the provisions of Article 33 of The Shoko Chukin Bank Limited Act (including those deemed to be shoko debentures issued under the provisions of Article 33 of that Act pursuant to the provisions of Article 37 of the Supplementary Provisions of that Act);

- (5) 金融機関の合併及び転換に関する法律（昭和四十三年法律第八十六号）第八条第一項（同法第五十五条第四項において準用する場合を含む。）の規定による特定社債（会社法の施行に伴う関係法律の整備等に関する法律（平成十七年法律第八十七号）第百九十九条の規定による改正前の金融機関の合併及び転換に関する法律第十七条の二第一項（同法第二十四条第一項第七号において準用する場合を含む。）の規定による債券を含む。）
5. specified corporate bonds under the provisions of Article 8, paragraph (1) of the Act on Financial Institutions' Merger and Conversion (Act No. 86 of 1968) (including cases when it is applied mutatis mutandis pursuant to Article 55, paragraph (4) of that Act) (including bond certificates under the provisions of Article 17-2, paragraph (1) of the Act on Financial Institutions' Merger and Conversion prior to the revision by Article 199 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Companies Act (Act No. 87 of 2005) (including cases when it is applied mutatis mutandis pursuant to Article 24, paragraph (1), item (vii) of that Act));
- (6) 貸付信託法（昭和二十七年法律第百九十五号）に基づく受益証券で元本補填の契約のあるもの
6. beneficiary certificates under the Loan Trust Act (Act No. 195 of 1952) with a contractual agreement on principal protection;
- (7) 担保付社債（償還及び利払の遅延のないものに限る。）
7. secured bonds (limited to those with no delayed redemption or interest payment); and
- (8) 第六十五条第二号イからハマまでに掲げる投資信託の受益証券（顧客分別金必要額（個別顧客分別金額（第百四十条の二及び第百四十条の三の規定により顧客ごとに算定した当該顧客に返還すべき額をいう。第十四号及び次条において同じ。）の合計額をいう。以下この項及び次条において同じ。）の三分の一に相当する範囲内に限る。）
8. Beneficiary Certificates of Investment Trusts listed in Article 65, item (ii), (a) through (c) (limited within the range equivalent to one third of the Required Amount of Customer Segregated Fund (meaning the total amount of Individual Amounts of Customer Segregated Fund to Be Refunded (each meaning the amount calculated for each customer pursuant to the provisions of Articles 140-2 and 140-3 to be refunded to



such customer; the same applies in item (xiv) and the following Article); hereinafter the same applies in this paragraph and the following Article)); or

ロ 次に掲げる金融機関への預金又は貯金（金融商品取引業者等が当該金融機関である場合は、自己に対する預金又は貯金を除く。）

(b) setting up a deposit or savings account at the following financial institution (if the Financial Instruments Business Operator, etc. is such financial institution, excluding any deposit or savings account at itself):

(1) 銀行

1. a bank;

(2) 信用金庫及び信用金庫連合会並びに労働金庫及び労働金庫連合会

2. a shinkin bank and a federation of shinkin banks, and a labor bank and a federation of labor banks;

(3) 農林中央金庫及び株式会社商工組合中央金庫

3. the Norinchukin Bank and The Shoko Chukin Bank Limited; and

(4) 信用協同組合及び信用協同組合連合会並びに業として預金又は貯金の受入れをすることができる農業協同組合、農業協同組合連合会、漁業協同組合、漁業協同組合連合会、水産加工業協同組合及び水産加工業協同組合連合会

4. a credit cooperative and a federation of credit cooperatives, and an agricultural cooperatives, a federations of agricultural cooperatives, a fisheries cooperative, a federation of fisheries cooperatives, a fishery processing cooperative and a federation of fishery processing cooperatives which may accept deposits in the course of trade;

ハ コールローン

(c) a call loan;

ニ 受託者である信託業務を営む金融機関に対する銀行勘定貸

(d) a loan to a bank principal account of the financial institution engaged in trust business that is the trustee; and

ホ 信託業務を営む金融機関への金銭信託で元本補填の契約のあるもの

(e) a money trust with a financial institution engaged in trust business with a contractual agreement on principal protection;

六 信託財産の元本の評価額が顧客分別金必要額に満たない場合には、満たないこととなった日の翌日から起算して二営業日以内に、金融商品取引業者等によりその不足額に相当する金銭が信託財産に追加されるものであること。

(vi) that, in cases when the appraisal value of the principal of the trust property is less than the Required Amount of Customer Segregated Fund, money in an amount equivalent to such shortfall amount should be added to the trust property by the Financial Instruments Business Operator, etc. within two business days counting from the day immediately after the day when the shortfall takes place;

七 金融商品取引業者等が信託財産である有価証券の評価額をその時価により算定す

るものであること（当該顧客分別金信託が信託業務を営む金融機関への金銭信託で元本補填の契約のある場合を除く。）。

(vii) that the Financial Instruments Business Operator, etc. should calculate the appraisal value of securities comprising the trust property based on the market value thereof (excluding cases when such Customer Segregated Fund is a money trust with a financial institution engaged in trust business with a contractual agreement on principal protection);

八 顧客分別金信託が信託業務を営む金融機関への金銭信託で元本補填の契約のある場合に、その信託財産の元本の評価額を当該金銭信託の元本額とするものであること。

(viii) that, in cases when the Customer Segregated Fund is a money trust with a financial institution engaged in trust business with a contractual agreement on principal protection, the appraisal value of the principal of the trust property therein is used as the amount of the principal of such money trust;

九 次に掲げる場合以外の場合には、顧客分別金信託に係る契約の全部又は一部の解約を行うことができないものであること。

(ix) that, in cases other than the following cases, all or part of the contract pertaining to the Customer Segregated Fund may not be terminated:

イ 信託財産の元本の評価額が顧客分別金必要額を超過する場合において、その超過額の範囲内で顧客分別金信託に係る契約の全部又は一部の解約を行うとき。

(a) when, in cases when the appraisal value of the principal of the trust property exceeds the Required Amount of Customer Segregated Fund, all or part of the contract pertaining to the Customer Segregated Fund is terminated to the extent of such excess amount; or

ロ 他の顧客分別金信託に係る信託財産として信託することを目的として顧客分別金信託に係る契約の全部又は一部の解約を行う場合

(b) if all or part of the contract pertaining to the Customer Segregated Fund is terminated for the purpose of entrustment as a trust property pertaining to another Customer Segregated Fund;

十 前号イ又はロに掲げる場合に行う顧客分別金信託に係る契約の全部又は一部の解約に係る信託財産を委託者に帰属させるものであること。

(x) that the trust property pertaining to the termination of the all or part of the contract pertaining to the Customer Segregated Fund effected in a case set forth in (a) or (b) of the preceding item should be vested in the settlor;

十一 金融商品取引業者等が第四号イからトまでのいずれかに該当することとなった場合には、弁護士等である受益者代理人が特に認める場合を除き、当該金融商品取引業者等が受託者に対して信託財産の運用の指図を行うことができないものであること。

(xi) that, if the Financial Instruments Business Operator etc. comes to fall under any of item (iv), (a) through (g), such Financial Instruments Business

Operator, etc. may not give the trustee any investment instruction on the trust property, unless otherwise specifically permitted by an agent for beneficiaries that is an Attorney-at-Law, etc.;

十二 弁護士等である受益者代理人が必要と判断した場合には、顧客の受益権が当該受益者代理人により全ての顧客について一括して行使されるものであること。

(xii) that, if an agent for beneficiaries that is an Attorney-at-Law, etc. deems necessary, the beneficial right of customers should be exercised collectively for all customers by such agent for beneficiaries;

十三 顧客の受益権が弁護士等である受益者代理人により一括して行使された場合には、当該受益権に係る信託契約を終了することができるものであること。

(xiii) that, if the beneficial right of customers has been exercised collectively by an agent for beneficiaries that is an Attorney-at-Law, etc., the trust agreement pertaining to such beneficial right may be ended;

十四 顧客が受益権を行使する場合にそれぞれの顧客に支払われる金額が、当該受益権の行使の日における元本換価額に、当該日における顧客分別金必要額に対する当該顧客に係る個別顧客分別金額の割合を乗じて得た額（当該額が当該個別顧客分別金額を超える場合には、当該個別顧客分別金額）とされていること。

(xiv) that the amount to be paid to each customer when the customer exercises the beneficial right should be specified as the amount arrived by multiplying the Realized Amount of Principal as of the day of the exercise of such beneficial right by the proportion of the Individual Amount of Customer Segregated Fund to Be Refunded pertaining to the customer to the Required Amount of Customer Segregated Fund as of that date (if the amount so arrived at exceeds the Individual Amount of Customer Segregated Fund to Be Refunded, that Individual Amount of Customer Segregated Fund to Be Refunded); and

十五 顧客が受益権を行使する日における元本換価額が顧客分別金必要額を超過する場合には、当該超過額は委託者に帰属するものであること。

(xv) that, if the Realized Amount of Principal on the day when the customer exercises the beneficial right exceeds the Required Amount of Customer Segregated Fund, such excess amount should be vested in the settlor.

2 前項第十四号及び第十五号の「元本換価額」とは、顧客分別金信託に係る信託財産（元本部分に限る。）を換価して得られる額（顧客分別金信託に元本補填がある場合には、元本額）をいう。

(2) The Realized Amount of Principal under items (xiv) and (xv) of the preceding paragraph means the amount that can be obtained by realizing the trust property pertaining to the Customer Segregated Fund (limited to the principal portion) (if the Customer Segregated Fund has principal protection features, the amount of principal).

（個別顧客分別金額等の算定）

(Calculation of Individual Amounts of Customer Segregated Funds to Be Refunded)

第百四十一条の三 金融商品取引業者等は、個別顧客分別金額及び顧客分別金必要額を毎日算定しなければならない。

Article 141-3 The Financial Instruments Business Operator, etc. must calculate the Individual Amount of Customer Segregated Fund to Be Refunded and the Required Amount of Customer Segregated Funds every day.

(分別管理監査)

(Audit of Separate Management)

第百四十二条 金融商品取引業者は、法第四十三条の二第三項の規定に基づき、同条第一項及び第二項の規定による管理の状況について、その所属する金融商品取引業協会の規則（金融庁長官の指定するもの（以下この条において「協会規則」という。））に限り、協会規則を定める金融商品取引業協会に加入していない金融商品取引業者にあつては、金融庁長官の指定するもの）の定めるところにより、毎年一回以上定期的に、公認会計士又は監査法人の監査（以下「分別管理監査」という。）を受けなければならない。

Article 142 (1) A Financial Instruments Business Operator must, on a regular basis and at least once in each year, have a certified public accountant or an auditing firm audit the status of its management under Article 43-2, paragraphs (1) and (2) of the Act (hereinafter referred to as the "Audit of Separate Management"), pursuant to the provisions of paragraph (3) of that Article and in accordance with the rules established by a Financial Instruments Firms Association to which it belongs (limited to the rules designated by the Commissioner of the Financial Services Agency (hereinafter referred to as the "Association Rules" in this Article), and, with regard to a Financial Instruments Business Operator not belonging to a Financial Instruments Firms Association which has the Association Rules, the rules to be specified by the Commissioner of the Financial Services Agency).

2 協会規則には、次に掲げる事項が定められていなければならない。

(2) The Association Rules must contain the following:

一 分別管理監査の基準及び手続に関する事項

(i) the matters related to the standards and procedures for the Audit of Separate Management;

二 分別管理監査の結果に係る報告に関する事項

(ii) the matters related to the reporting of the results of the Audit of Separate Management;

三 金融商品取引業協会の会員が法令、法令に基づく行政官庁の処分又は当該金融商品取引業協会の定款その他の規則に違反した場合の措置その他の当該会員の法第四十三条の二第一項及び第二項の規定による管理の状況について必要な措置に関する事項

(iii) the matters related to the measures to be taken in the case of violation by a member of the Financial Instruments Firms Association of the laws and regulations, a disposition issued by administrative agencies under the laws and regulations or the rules of such Financial Instruments Firms Association including its articles of association, or any other matters regarding the measures necessary in relation to the status of management performed by such member under Article 43-2, paragraphs (1) and (2) of the Act;

四 協会規則の変更に関する事項

(iv) the matters related to an amendment to the Association Rules; and

五 前各号に掲げる事項のほか、分別管理監査の実施に関し必要な事項

(v) beyond what is set forth in the preceding items, the matters necessary for the implementation of Audit of Separate Management.

3 次に掲げる者は、分別管理監査をすることができない。

(3) A person listed in any of the following items may not conduct an Audit of Separate Management:

一 公認会計士法の規定により、法第四十三条の二第三項の規定による監査に係る業務をすることができない者

(i) a person that, under the provisions of the Certified Public Accountants Act, may not conduct the services related to auditing under Article 43-2, paragraph (3) of the Act;

二 当該金融商品取引業者の役員若しくは使用人又は特定個人株主（令第十五条の十六第一項第四号に規定する特定個人株主をいう。）

(ii) an Officer or employee of the Financial Instruments Business Operator, or its Specified Individual Shareholder (meaning the Specified Individual Shareholder prescribed in Article 15-16, paragraph (1), item (iv) of the Order);

三 当該金融商品取引業者の親法人等又は子法人等

(iii) a Parent Corporation, etc. or Subsidiary Corporation, etc. of the Financial Instruments Business Operator;

四 当該金融商品取引業者若しくは前二号に掲げる者から公認会計士若しくは監査法人の業務以外の業務により継続的な報酬を受けている者又はその配偶者

(iv) a person that, on a regular basis, receives remuneration for a service other than the service of the certified public accountant or auditing firm from the Financial Instruments Business Operator or any of the persons specified in the preceding two items, or the spouse; and

五 監査法人でその社員のうちに第二号又は前号に掲げる者があるもの

(v) an auditing firm any of whose members fall under the person specified in item (ii) or the preceding item.

(商品関連市場デリバティブ取引取次ぎ等に係る業務に付随する業務)

(Business Incidental to Business Pertaining to Brokerage for Commodity-

**Related Market Transactions of Derivatives)**

第百四十二条の二 法第四十三条の二の二に規定する内閣府令で定めるものは、法第三十五条第一項第九号に掲げる行為に係る業務（商品関連市場デリバティブ取引取次ぎ等（法第四十三条の二の二に規定する商品関連市場デリバティブ取引取次ぎ等をいう。以下同じ。）に係るものに限る。）とする。

**Article 142-2** The business to be specified by Cabinet Office Order as referred to in Article 43-2-2 of the Act is the business pertaining to the act specified in Article 35, paragraph (1), item (ix) of the Act (limited to the business pertaining to Brokerage, etc. for Commodity-Related Market Transactions of Derivatives (meaning the Brokerage, etc. for Commodity-Related Market Transactions of Derivatives provided in Article 43-2-2 of the Act; the same applies hereinafter)).

(対象商品デリバティブ取引関連取引に係る有価証券等の区分管理)

**(Separate Management of Securities for Subject Commodity Derivatives Transaction-Related Transactions)**

第百四十二条の三 金融商品取引業者等は、法第四十三条の二の二の規定に基づき財産を管理する場合において、当該財産が有価証券等であるときは、次の各号に掲げる有価証券等の区分に応じ、当該各号に定める方法により、当該有価証券等を自己の固有財産と区分して管理しなければならない。

**Article 142-3 (1)** In cases when a Financial Instruments Business Operator, etc. manages properties pursuant to the provisions of Article 43-2-2 of the Act, and if the properties are Securities, etc., it must manage such Securities, etc. separately from its own properties, by the means specified in the following items in accordance with the categories of the Securities, etc. set forth respectively therein:

一 金融商品取引業者等が自己で保管することにより管理する有価証券等（混蔵して保管されるものを除く。次号において同じ。） 法第四十三条の二の二の規定により金融商品取引業者等が自己の固有財産と区分して管理しなければならない有価証券等（以下この条において「顧客有価証券等」という。）の保管場所について自己の固有財産である有価証券等その他の顧客有価証券等以外の有価証券等（以下この項において「固有有価証券等」という。）の保管場所と明確に区分し、かつ、当該顧客有価証券等についてどの顧客の有価証券等であるかが直ちに判別できる状態で保管することにより管理する方法

(i) Securities, etc. managed by the Financial Instruments Business Operator, etc. itself by taking custody thereof (excluding those retained by way of commingled custody; the same applies in the following item): a means whereby the place of the custody of the Securities, etc. which the Financial Instruments Business Operator, etc. is required to manage separately from its proprietary assets pursuant to the provisions of Article 43-2-2 of the Act (hereinafter referred to as the "Customers' Securities, etc." in this Article) is

clearly distinguished from the place of the custody of the Securities, etc. other than the Customers' Securities, etc., such as the Securities, etc. constituting its proprietary assets (hereinafter referred to as the "Own Securities, etc." in this paragraph), and whereby the Customers to which such Customers' Securities, etc. belong is immediately identifiable;

二 金融商品取引業者等が第三者をして保管させることにより管理する有価証券等  
当該第三者において、顧客有価証券等の保管場所について固有有価証券等の保管場所と明確に区分させ、かつ、当該顧客有価証券等についてどの顧客の有価証券等であるかが直ちに判別できる状態で保管させることにより管理する方法

(ii) Securities, etc. managed by the Financial Instruments Business Operator, etc. by way of having a third party take custody thereof: a means whereby the Financial Instruments Business Operator, etc. causes the third party to make a clear distinction between the place of the custody of the Customers' Securities, etc. and the place of the custody of the Own Securities, etc., and to retain custody of the Customers' Securities, etc. in a manner such that the customers to which such Customers' Securities, etc. belong are immediately identifiable;

三 金融商品取引業者等が自己で保管することにより管理する有価証券等（混蔵して保管されるものに限る。次号において同じ。） 顧客有価証券等の保管場所について固有有価証券等の保管場所と明確に区分し、かつ、当該顧客有価証券等に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で保管することにより管理する方法

(iii) Securities, etc. managed by the Financial Instruments Business Operator, etc. itself by taking custody thereof (limited to those to be retained by way of commingled custody; the same applies in the following item): a manner such that the place of the custody of the Customers' Securities, etc. is clearly distinguished from the place of the custody of the Own Securities, etc., and such that the share of each customer pertaining to the Customers' Securities, etc. is immediately identifiable based on the books of such Financial Instruments Business Operator, etc.;

四 金融商品取引業者等が第三者をして保管させることにより管理する有価証券等  
当該第三者における自己の顧客のための口座について自己のための口座と区分する方法その他の方法により顧客有価証券等に係る持分が直ちに判別でき、かつ、当該顧客有価証券等に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で保管させることにより管理する方法（外国の第三者をして保管させる場合において、当該外国の法令上当該第三者をして顧客有価証券等に係る持分と固有有価証券等に係る持分とを区分して保管させることができないとき、その他当該第三者において顧客有価証券等に係る持分が直ちに判別できる状態で保管させることができないことについて特にやむを得ない事由があると認められるときにあっては、当該顧客有価証券等に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で保管させることにより管理する方法)

(iv) Securities, etc. managed by the Financial Instruments Business Operator, etc. by way of having a third party take custody thereof: a means whereby the Financial Instruments Business Operator, etc. causes the third party to take custody thereof by segregating the account for such Financial Instruments Business Operator, etc. from the account for the customers of the Financial Instruments Business Operator, etc. or by any other means such that the share pertaining to the Customers' Securities, etc. is immediately identifiable and that the share of each customer pertaining to such Customers' Securities, etc. is immediately identifiable based on the books of such Financial Instruments Business Operator, etc. (in cases when the Financial Instruments Business Operator, etc. causes a foreign third party to take custody thereof, and if the laws and regulations of the foreign state hinder the Financial Instruments Business Operator, etc. from having such third party take custody thereof by separating the share pertaining to the Customers' Securities, etc. and the share pertaining to the Own Securities, etc., or if there are any especially unavoidable grounds which prevent such Financial Instruments Business Operator, etc. from having a third party take custody of the Securities, etc. in a manner which enables immediate identification of the shares pertaining to such Customers' Securities, etc. based on the books of such Financial Instruments Business Operator, etc., a means whereby the Financial Instruments Business Operator, etc. causes such third party to take custody thereof in a manner such that the share of each customer pertaining to such Customers' Securities, etc. is easily identifiable based on the books of such Financial Instruments Business Operator, etc.);

五 法第二条第二項の規定により有価証券とみなされる権利その他の有価証券等（前各号に掲げるものを除く。） 次のイ又はロに掲げる場合の区分に応じ、当該イ又はロに定める方法

(v) rights regarded as Securities under Article 2, paragraph (2) of the Act (excluding those listed in the foregoing items): the means specified in the following (a) or (b), in accordance with the cases set forth respectively therein:

イ 当該有価証券等に係る権利を行使する際に必要となる当該権利を証する書類その他の書類がある場合 当該書類を有価証券等とみなして前各号に掲げる有価証券等の区分に応じて管理する方法

(a) in cases when there are documents evidencing the rights pertaining to the Securities, etc. or any other document, which are necessary upon the exercise of such rights: to regard those documents as Securities, etc. and manage them in accordance with the categories of the Securities as listed in the foregoing items; and

ロ イに掲げる場合以外の場合 第三者をして当該有価証券等に係る権利を顧客有



価証券等として明確に管理させ、かつ、その管理の状況が自己の帳簿により直ちに把握できる状態で管理する方法

(b) in the cases other than the case specified in (a): to cause a third party to manage precisely the rights pertaining to the Securities, etc. by treating them as the Customers' Securities, etc., and to manage them in a condition such that status of management thereof is immediately identifiable based on the books of the Financial Instruments Business Operator, etc.

2 金融商品取引業者等と顧客とが共有しており、前項の定めるところにより管理することができない有価証券等については、同項の規定にかかわらず、顧客有価証券等に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で管理しなければならない。

(2) Notwithstanding the provisions of the preceding paragraph, in cases when the Securities, etc. are co-owned by the Financial Instruments Business Operator, etc. and a customer, and where it is impossible to manage them as specified by the provisions of that paragraph, the Financial Instruments Business Operator, etc. must manage them in a condition such that the share of each customer pertaining to such Customers' Securities, etc. is immediately identifiable based on the books of such Financial Instruments Business Operator, etc.

3 前二項に規定する有価証券等とは、次に掲げる有価証券その他の金銭以外の財産（次条第一項の規定により管理する有価証券その他の金銭以外の財産を除く。）をいう。

(3) The term "Securities, etc." provided in the preceding two paragraphs means the following Securities and other non-monetary properties (excluding the Securities and other non-monetary properties managed pursuant to paragraph (1) of the following Article):

一 法第百十九条の規定により金融商品取引業者等が顧客から預託を受けた有価証券その他の金銭以外の財産（商品関連市場デリバティブ取引に関して預託を受けたものに限る。）

(i) Securities and other non-monetary properties deposited with the Financial Instruments Business Operator, etc. by its customers pursuant to Article 119 of the Act (limited to those deposited in relation to Commodity-Related Market Transactions of Derivatives); and

二 対象商品デリバティブ取引関連取引（法第四十三条の二の二に規定する対象商品デリバティブ取引関連取引をいう。次条第一項第二号及び第百四十二条の五第一項第一号において同じ。）に関し、顧客の計算において金融商品取引業者等が占有する有価証券若しくは商品（寄託された商品に関して発行された証券又は証書を含む。以下この号及び次条において同じ。）又は金融商品取引業者等が顧客から預託を受けた有価証券若しくは商品（前号に掲げる有価証券又は商品及び契約により金融商品取引業者等が消費できる有価証券又は商品を除く。）

(ii) in relation to Subject Commodity Derivatives Transaction-Related Transactions (meaning Subject Commodity Derivatives Transaction-Related

Transactions provided in Article 43-2-2 of the Act; the same applies in Article 142-4, paragraph (1), item (ii) and Article 142-5, paragraph (1), item (i)), Securities or Commodities possessed by a Financial Instruments Business Operator, etc. at its customers' accounts (including the instruments or certificates issued in relation to the Commodities deposited; hereinafter the same applies in this item and the following Article) or Securities or Commodities deposited with the Financial Instruments Business Operator, etc. by its customers (excluding the Securities or Commodities specified in the preceding item and Securities or Commodities which can be consumed by the Financial Instruments Business Operator, etc. under a contract).

(対象商品デリバティブ取引関連取引に係る金銭等の区分管理)

(Separate Management of Money for Subject Commodity Derivatives Transaction-Related Transactions)

第四百四十二条の四 金融商品取引業者等は、法第四十三条の二の二の規定に基づき財産を管理する場合において、当該財産が次に掲げる金銭、有価証券その他の財産であるときは、当該金融商品取引業者等が金融商品取引業（登録金融機関業務を含む。以下この項において同じ。）を廃止した場合その他金融商品取引業を行わないこととなった場合に顧客に返還すべき額に相当する金銭を、自己の固有財産と区分して管理し、当該金融商品取引業者等が金融商品取引業を廃止した場合その他金融商品取引業を行わないこととなった場合に顧客に返還すべき額に相当する金銭を管理することを目的として、国内において、信託会社又は信託業務を営む金融機関に信託をしなければならない。

Article 142-4 (1) In cases when a Financial Instruments Business Operator, etc. manages properties pursuant to Article 43-2-2 of the Act, if the properties are the money, Securities or other properties specified in the following, it must entrust with a trust company or a financial institution engaged in trust business in Japan the money equivalent to the amount to be refunded to customers in the case of its Discontinuation of Financial Instruments Business (including Registered Financial Institution Business; hereinafter the same applies in this paragraph) or other cases when it ceases to be engaged in any Financial Instruments Business, so as to manage such money separately from its own properties and to manage the money equivalent to the amount to be refunded to customers in the case of its Discontinuation of Financial Instruments Business or other cases when it ceases to be engaged in any Financial Instruments Business:

一 法第百十九条の規定により金融商品取引業者等が顧客から預託を受けた金銭（商品関連市場デリバティブ取引に関して預託を受けたものに限る。）

(i) money deposited with the Financial Instruments Business Operator, etc. by its customers pursuant to Article 119 of the Act (limited to those deposited in relation to Commodity-Related Market Transactions of Derivatives);

二 対象商品デリバティブ取引関連取引に関し、顧客の計算に属する金銭又は金融商品取引業者等が顧客から預託を受けた金銭（前号に掲げる金銭を除く。）

(ii) money belonging to the account of customers or money deposited with the Financial Instruments Business Operator, etc. by its customers in relation to Subject Commodity Derivatives Transaction-Related Transactions (excluding the money specified in the preceding item); and

三 前条第三項各号に掲げる有価証券その他の金銭以外の財産のうち、法第四十三条の四第一項の規定により担保に供された有価証券又は同条第二項の規定により担保に供された商品

(iii) among the Securities specified in the items of paragraph (3) of the preceding Article or other non-monetary properties, Securities provided for security pursuant to Article 43-4, paragraph (1) of the Act or Commodities provided for security pursuant to paragraph (2) of that Article.

2 前項に規定する顧客に返還すべき額は、顧客ごとに算定し、その算定の対象となる同項第一号及び第二号に掲げる金銭の額並びに同項第三号に掲げる有価証券又は商品の時価（その日の公表されている最終の価格又はこれに準ずるものとして合理的な方法により算出した価格をいう。次条において同じ。）の合計額とする。

(2) The amount to be refunded to the customer as referred to in the preceding paragraph is calculated by each customer, and is the total of the amount of money specified in items (i) and (ii) of that paragraph and the market value (meaning the closing price published on the relevant date or the price equivalent thereto as calculated in accordance with a reasonable formula; the same applies in the following Article) of the Securities specified in item (iii) of that paragraph, on which the calculation is to be based.

3 前項の金銭の額には、商品関連市場デリバティブ取引取次ぎ等に係る取引を決済した場合に顧客に生ずることとなる利益の額を含むものとし、商品関連市場デリバティブ取引取次ぎ等に係る取引を決済した場合に顧客に生ずることとなる損失の額を控除することができるものとする。

(3) The amount of money under the preceding paragraph is to include the amount of profits that would arise to the customer from settling transactions pertaining to Brokerage, etc. for Commodity-Related Market Transactions of Derivatives, and the amount of losses that would arise to the customer from settling the transactions pertaining to the Brokerage, etc. for Commodity-Related Market Transactions of Derivatives may be deducted.

（商品顧客区分管理信託の要件等）

（Requirement for Commodity Customer-Segregated Funds）

第百四十二条の五 前条第一項に規定する信託（以下「商品顧客区分管理信託」という。）について、金融商品取引業者等は、次に掲げる要件（登録金融機関にあっては、第三号及び第十号に掲げるものを除く。）の全てを満たさなければならない。

Article 142-5 (1) In creating the trust specified in paragraph (1) of the preceding

Article (hereinafter referred to as a "Commodity Customer Segregated Fund"), a Financial Instruments Business Operator, etc. must satisfy all of the following requirements (in the case of a Registered Financial Institution, the requirements specified in items (iii) and (x) are excluded):

一 商品顧客区分管理信託に係る信託契約（以下この条において「商品顧客区分管理信託契約」という。）は、金融商品取引業者等を委託者とし、信託会社又は信託業務を営む金融機関を受託者とし、かつ、当該金融商品取引業者等の行う対象商品デリバティブ取引関連取引に係る顧客を元本の受益者とすること。

(i) that, under the trust agreement for the Commodity Customer Segregated Fund (hereinafter referred to as a "Commodity Customer Segregated Fund Agreement" in this Article), a Financial Instruments Business Operator, etc. is the settlor, a trust company or a financial institution engaged in trust business is the trustee, and the customer of the Subject Commodity Derivatives Transaction-Related Transactions conducted by the Financial Instruments Business Operator, etc. is the beneficiary of the principal;

二 商品顧客区分管理信託については、受益者代理人を選任することとし、金融商品取引業者等が複数の商品顧客区分管理信託契約を締結する場合にあっては、これらの商品顧客区分管理信託契約に係る受益者代理人を同一の者とすること。

(ii) that an agent for a beneficiary is to be appointed for the Commodity Customer Segregated Fund, and that, in cases when the Financial Instruments Business Operator, etc. concludes two or more Customer Segregated Fund Agreements, the agent for beneficiaries appointed under the respective Customer Segregated Fund Agreements is the same person;

三 金融商品取引業者が通知金融商品取引業者（法第七十九条の五十四に規定する通知金融商品取引業者をいう。第十号において同じ。）に該当することとなった場合には、投資者保護基金（当該金融商品取引業者が所属するものに限り、法第七十九条の四十九第二項の規定による定款の定めがあるものを除く。以下この項において同じ。）が特に認める場合を除き、投資者保護基金を受益者代理人とすること。

(iii) that, in cases when the Financial Instruments Business Operator falls under a Notifying Financial Instruments Business Operator (meaning a Notifying Financial Instruments Business Operator prescribed in Article 79-54 of the Act; the same applies in item (x)), the Investor Protection Fund (limited to that to which the Financial Instruments Business Operator, etc. belongs, and excluding a fund which has a provision under Article 79-49, paragraph (2) of the Act in its article of incorporation; hereinafter the same applies in this paragraph) is the agent for a beneficiary, unless otherwise specifically permitted by such Investor Protection Fund;

四 商品顧客区分管理信託（信託業務を営む金融機関への金銭信託で元本補の契約のあるものを除く。）の信託財産に属する金銭填の運用の方法が第四百四十一条第一項第四号イからハマまでに掲げる方法によるものであること。

(iv) that the investment of money belonging to the trust property under the

- Commodity Customer Segregated Fund (excluding the money trust created with a financial institution engaged in trust business, with a contractual agreement on the compensation of principal) is made only in accordance the means specified in Article 141, paragraph (1), item (iv), (a) through (c);
- 五 商品顧客区分管理信託が有価証券の信託又は金銭及び有価証券の信託である場合  
にあつては、信託される有価証券は、国債その他の金融庁長官が指定する有価証券  
に限るものとするとし、当該商品顧客区分管理信託の信託財産である有価証券  
につき貸付けによる運用を行わないものであること。
- (v) that, in cases when the Commodity Customer Segregated Fund falls under  
the category of Securities trust, or money and Securities trust, the Securities  
to be entrusted are to be limited to the government bonds or any other  
Securities designated by the Commissioner of the Financial Services Agency,  
and that the Securities comprising the trust property under the Commodity  
Customer Segregated Fund are not invested by means of loans thereof;
- 六 金融商品取引業者等において、個別商品顧客区分管理金額（前条第二項の規定に  
より顧客ごとに算定した当該顧客に返還すべき額をいう。以下この号及び第十二号  
において同じ。）及び商品顧客区分管理必要額（個別商品顧客区分管理金額の合計  
額をいう。以下この項において同じ。）が、毎日算定されるものであること。
- (vi) that the Financial Instruments Business Operator, etc. calculates  
Individual Amount of Commodity Customer Segregated Fund to be Refunded  
(meaning the amounts to be refunded to a customer as calculated by each  
customer, calculated pursuant to the paragraph (2) of the preceding Article;  
hereinafter the same applies in this item and item (xii)) and Required  
Amount of Commodity Customer Segregated Fund (meaning the total  
amount of the Individual Amount of Commodity Customer Segregated Fund  
to be Refunded; the same applies in this paragraph) every day;
- 七 週に一日以上設ける基準日（以下この項において「差替計算基準日」という。）  
における信託財産の元本の評価額が商品顧客区分管理必要額に満たない場合には、  
当該差替計算基準日の翌日から起算して三営業日以内にその不足額に相当する額の  
信託財産が追加されるものであること。
- (vii) that, in cases when the appraisal value of the principal of the trust  
property as of the base date which is at least once a week (hereinafter  
referred to as the "Reappraisal Base Date") is less than the Required Amount  
of Commodity Customer Segregated Fund, the trust property equivalent to  
such shortfall amount is added within three business days from the day  
immediately after such Reappraisal Base Date;
- 八 信託財産である有価証券の評価額は、次のイからハマまでに掲げる場合の区分に応  
じ、当該イからハマまでに定める額とすること。
- (viii) that the appraised value of the Securities comprising trust property is the  
amount specified in the following (a) through (c), in accordance with the  
categories of the cases set forth respectively therein:

- イ 商品顧客区分管理信託が信託業務を営む金融機関への金銭信託で元本補の契約のあるものである場合 当該金銭信託の元填本金額
- (a) if the Commodity Customer Segregated Fund is a money trust created with a financial institution engaged in trust business, with a contractual agreement on the compensation of principal: the amount of the principal of such money trust;
- ロ 商品顧客区分管理信託が有価証券の信託又は金銭及び有価証券の信託である場合 差替計算基準日の時価に金融庁長官が商品顧客区分管理信託の元本の受益者である顧客の保護を確保することを考慮して定める率を乗じて得た額を超えない額
- (b) in cases when the Commodity Customer Segregated Fund falls under the category of a Securities trust, or a money and Securities trust: the amount not exceeding the amount arrived by multiplying the market value as of the Reappraisal Base Date by the rate specified by the Commissioner of the Financial Services Agency by taking into account any assurance of the protection of the customer that is the beneficiary of the principal of the Commodity Customer Segregated Fund; or
- ハ イ及びロに掲げる場合以外の場合 差替計算基準日の時価
- (c) in cases other than those specified in (a) or (b): the market value as of the Reappraisal Base Date;
- 九 商品顧客区分管理信託契約の解約又は一部の解約を行うことができる場合は、次に掲げる場合とすること。
- (ix) that cases when the cancellation of the Customer Segregated Fund Agreement or any part thereof may be effected are as follows:
- イ 差替計算基準日の信託財産の元本の評価額が商品顧客区分管理必要額を超過する場合に、その超過額に相当する金額の範囲内で商品顧客区分管理信託契約の解約又は一部の解約を行おうとする場合
- (a) if the appraised value of the principal of the trust property as of the Reappraisal Base Date exceeds the Required Amount of Commodity Customer Segregated Fund, and if the Customer Segregated Fund Agreement or any part thereof is to be cancelled within the amount equivalent to such exceeded amount;
- ロ 他の商品顧客区分管理信託契約に変更するために商品顧客区分管理信託契約の解約又は一部の解約を行おうとする場合
- (b) if the Commodity Customer Segregated Fund Agreement or any part thereof is to be cancelled so as to change it into another Commodity Customer Segregated Fund Agreement;
- 十 金融商品取引業者が通知金融商品取引業者に該当することとなった場合には、投資者保護基金が特に認める場合を除き、当該金融商品取引業者は、受託者に対して信託財産の運用の指図を行わないこと。
- (x) that, in cases when the Financial Instruments Business Operator falls

under the category of the Notifying Financial Instruments Business Operator, it does not give the trustee any instruction on investment of the trust property, unless otherwise specifically permitted by the Investor Protection Fund;

十一 商品顧客区分管理信託契約に係る元本の受益権の行使は、受益者代理人（委託者が金融商品取引業者である場合にあっては、受益者代理人である投資者保護基金に限る。以下この号及び第四項において同じ。）が必要と判断した場合に、当該受益者代理人が全ての顧客について一括して行使するものであること。

(xi) that the beneficial interest in principal under the Commodity Customer Segregated Fund Agreement is exerted in whole with regard to all the customers by an agent for a beneficiary (in cases when the settlor is a Financial Instruments Business Operator, limited to the Investor Protection Fund which is in the position of an agent for a beneficiary; hereinafter the same applies in this item and paragraph (4)), when such agent deems it necessary;

十二 元本の受益者である顧客ごとの元本の受益権に相当する価額は、元本の受益権の行使時における商品顧客区分管理信託の元本換価額に当該受益権の行使の日における商品顧客区分管理必要額に対する当該顧客に係る個別商品顧客区分管理金額の割合を乗じて得た額（当該額が当該個別商品顧客区分管理金額を超える場合には、当該個別商品顧客区分管理金額）とすること。

(xii) that the value equivalent to the beneficial interest in principal in regard to each customer that is the beneficiary of the principal is the amount arrived by multiplying the Realized Amount of Principal of the Commodity Customer Segregated Fund as of the time of the exercise of the beneficial interest in principal by the proportion of Individual Amount of Commodity Customer Segregated Fund to be Refunded pertaining to the respective customers to the Required Amount of Commodity Customer Segregated Fund as of the date of the exercise of such beneficial interest (in cases when such amount exceeds the Individual Amount of Commodity Customer Segregated Fund to be Refunded, such Individual Amount of Commodity Customer Segregated Fund to be Refunded); and

十三 元本換価額のうち顧客ごとの元本の受益権に相当する価額の合計額を超える部分については、委託者である金融商品取引業者等に帰属するものとする。

(xiii) that the portion of the Realized Amount of Principal exceeding the total amount of the value equivalent to the beneficial interest in principal in regard to each customer is to be vested in the Financial Instruments Business Operator, etc. which is the settlor.

2 前項第九号の規定により行う商品顧客区分管理信託契約の解約又は一部の解約に係る信託財産は、委託者である金融商品取引業者等に帰属させることができる。

(2) The trust property pertaining to the cancellation of the Commodity Customer Segregated Fund Agreement or part thereof effected pursuant to the provisions

of item (ix) of the preceding paragraph may be vested in the Financial Instruments Business Operator, etc. which is the settlor.

3 第一項第十一号の場合において、同号の商品顧客区分管理信託契約は、その目的を達成したものとして終了することができる。

(3) In the case referred to in paragraph (1), item (xi), the Commodity Customer Segregated Fund Agreement specified in that item may be terminated on the grounds of the achievement of the purpose thereof.

4 第一項第十二号及び第十三号の「元本換価額」とは、商品顧客区分管理信託契約の元本である信託財産を換価して得られる額又はこれに準ずるものとして受益者代理人が合理的な方法により算定した額をいう。

(4) The "Realized Amount of Principal" as used in paragraph (1), items (xii) and (xiii) is the amount obtained by realizing the trust property which is the principal under the Commodity Customer Segregated Fund Agreement, or the amount equivalent thereto as calculated by the agent for beneficiary in accordance with a reasonable formula.

(金銭の区分管理)

(Separate Management of Money)

第四百三十三条 金融商品取引業者等は、法第四十三条の三第一項の規定に基づき金銭その他の保証金を管理する場合において、当該保証金が金銭であるときは、次の各号に掲げるデリバティブ取引等（有価証券関連デリバティブ取引等又は商品関連市場デリバティブ取引若しくは商品関連市場デリバティブ取引取次ぎ等に該当するものを除く。）の区分に応じ、当該各号に定める方法により、当該金銭を自己の固有財産と区分して管理しなければならない。

Article 143 (1) In cases when a Financial Instruments Business Operator, etc. manages a security deposit such as money pursuant to the provisions of Article 43-3, paragraph (1) of the Act, and if the security deposit is money, it must manage such money separately from its own properties, in accordance with the means specified in the following items according to the category of derivatives transaction, etc. set forth in the respective items (excluding such transaction that falls under the category of Transaction of Securities-Related Derivatives, Commodity-Related Market Transactions of Derivatives or Brokerage, etc. for Commodity-Related Market Transactions of Derivatives):

一 通貨関連デリバティブ取引等 信託会社又は信託業務を営む金融機関への金銭信託

(i) Currency-Related Derivatives Transaction, etc.: a money trust with a trust company or a financial institution engaged in trust business; and

二 前号に掲げるデリバティブ取引等以外のもの 次に掲げる方法

(ii) derivatives transactions, etc. other than such transaction listed in the preceding item: the following means:

イ 銀行、協同組織金融機関又は株式会社商工組合中央金庫への預金又は貯金（当



該保証金であることがその名義により明らかなものに限る。)

(a) setting up a deposit or savings account at a bank, Cooperative Structured Financial Institution or the Shoko Chukin Bank Limited (limited to such account for which it is obvious from the holder's name that it comprises such security deposit);

ロ 信託業務を営む金融機関への金銭信託で元本補填のあるもの又は信託会社若しくは信託業務を営む金融機関への金銭信託で信託財産が安全に運用されるもの(当該保証金であることがその名義により明らかなものに限る。)

(b) creating a money trust with a financial institution engaged in trust business, with principal protection features; or creating a money trust with a trust company or a financial institution engaged in trust business, for which the trust property is managed safely (limited to such trust for which it is obvious from the holder's name that it comprises such security deposit);

ハ カバー取引相手方への預託(金融商品取引業者等が、特定業者等(他の金融商品取引業者等若しくは銀行(登録金融機関を除く。))又は外国の法令上これらに相当する者で外国の法令を執行する当局の監督を受ける者をいう。以下この号及び第百四十三条の三において同じ。)を相手方としてカバー取引を行う場合又は取引所金融商品市場(外国金融商品市場を含む。ハにおいて同じ。)においてカバー取引を行う場合に、当該特定業者等又は当該取引所金融商品市場を開設する者に当該カバー取引に係る保証金として金銭を預託するときに限る。)

(c) making a deposit with the Counterparty to a Cover Deal (limited to cases of, if a Financial Instruments Business Operator, etc. conducts a Cover Deal with a Specified Business Operator, etc. (meaning another Financial Instruments Business Operator, etc. or a bank (excluding Registered Financial Institutions) or a person that is treated as being equivalent thereto under the laws and regulations of the foreign state and which is under the supervision of the competent authorities in charge of the enforcement of laws and regulations of that state; hereinafter the same applies in this item and Article 143-3) or conducts a Cover Deal on an On-Exchange Financial Instruments Market (including a Foreign Financial Instruments Market; the same applies in (c)), depositing money as a security deposit for such Cover Deal with such Specified Business Operator, etc. or the party that operates such On-Exchange Financial Instruments Market); or

ニ 媒介等相手方への預託(金融商品取引業者等が、特定業者等を媒介等相手方として第百二十三条第四項に規定する通貨関連店頭デリバティブ取引以外の店頭デリバティブ取引(有価証券関連デリバティブ取引に該当するものを除く。以下この号及び次項において同じ。)の媒介、取次ぎ又は代理を行う場合に、当該特定業者等に当該店頭デリバティブ取引に係る保証金として金銭を預託するときに限る。)

(d) making a deposit with the Counterparty to Intermediary Services, etc. (limited to cases of, if a Financial Instruments Business Operator, etc. provides an intermediary, brokerage or agency service for an Over-the-Counter Transaction of Derivatives (excluding those which fall under the category of Transactions of Securities-Related Derivatives; hereinafter the same applies in this item and the following paragraph) other than Currency-Related Over-the-Counter Derivatives Transactions prescribed in Article 123, paragraph (4) for a Specified Business Operator, etc. as the Counterparty to Intermediary Services, etc., depositing money with such Specified Business Operator, etc. as a security deposit for such Over-the-Counter Transactions of Derivatives).

2 前項の金銭には、店頭デリバティブ取引（店頭金融先物取引又は第百十六条第一項第五号イに掲げる取引に該当するものを除く。第百四十四条第三項において同じ。）に関し、顧客が担保に供した金銭を含まないものとする。

(2) The money set forth in the preceding paragraph is not to include the money which the customer has provided as security for an Over-the-Counter Transaction of Derivatives, etc. (excluding those which fall under the category of Over-the-Counter Transactions of Financial Futures or those corresponding to the transaction listed in Article 116, paragraph (1), item (v), (a); the same applies in Article 144, paragraph (3)).

3 第一項第一号の「通貨関連デリバティブ取引等」とは、次に掲げる行為をいう。

(3) A "Currency-Related Derivatives Transaction, etc." under paragraph (1), item (i) means the following act:

一 第百二十三条第三項に規定する通貨関連市場デリバティブ取引又はこれに係る法第二条第八項第二号若しくは第三号に掲げる行為

(i) a Currency-Related Market Derivatives Transaction prescribed in Article 123, paragraph (3) or an act listed in Article 2, paragraph (8), item (ii) or (iii) of the Act pertaining thereto;

二 第百二十三条第四項に規定する通貨関連店頭デリバティブ取引（外国貿易その他の外国為替取引に関する業務を行う法人が保有する資産及び負債に係る為替変動による損失の可能性を減殺するために行うものであって、当該損失の可能性を減殺するために行われることが金融商品取引業者等において確認されるものを除く。）又はその媒介、取次ぎ（有価証券等清算取次ぎを除く。）若しくは代理

(ii) a Currency-Related Over-the-Counter Derivatives Transaction prescribed in Article 123, paragraph (4) (excluding such transaction which a corporation that conducts business related to foreign trade or any other foreign exchange transactions conducts to reduce the possible risk of losses arising from a fluctuation in the exchange rate related to the assets or liabilities held by such corporation and for which it is checked by the Financial Instruments Business Operator, etc. that it is conducted to reduce such possible risk of losses), or intermediary, brokerage (excluding Brokerage for Clearing of

Securities, etc.) or agency service therefor; or

三 第二百三十三条第五項に規定する通貨関連外国市場デリバティブ取引又はこれに係る法第二条第八項第二号若しくは第三号に掲げる行為

(iii) a Currency-Related Foreign Market Derivatives Transaction prescribed in Article 123, paragraph (5) or an act listed in Article 2, paragraph (8), item (ii) or (iii) of the Act pertaining thereto.

(顧客区分管理信託の要件等)

(Segregated Customer Management Trust Requirements)

第百四十三条の二 前条第一項第一号に規定する金銭信託（以下「顧客区分管理信託」という。）に係る契約は、次に掲げる要件の全てを満たさなければならない。

Article 143-2 (1) The contract pertaining to a money trust prescribed in paragraph (1), item (i) of the preceding Article (hereinafter referred to as a "Segregated Customer Management Trust") must satisfy all of the following requirements:

一 金融商品取引業者等を委託者とし、信託会社又は信託業務を営む金融機関を受託者とし、かつ、当該金融商品取引業者等の行う通貨関連デリバティブ取引等（前条第三項に規定する通貨関連デリバティブ取引等をいう。以下この条において同じ。）に係る顧客を元本の受益者とするものであること。

(i) that a Financial Instruments Business Operator, etc. should be the settlor, a trust company or a financial institution engaged in trust business should be the trustee, and the customer pertaining to the Currency-Related Derivatives Transaction, etc. (meaning a Currency-Related Derivatives Transaction, etc. prescribed in paragraph (3) of the preceding Article; the same applies in this Article) conducted by the Financial Instruments Business Operator, etc. should be the beneficiary of the principal;

二 受益者代理人を選任し、当該受益者代理人のうち少なくとも一の者は、弁護士、弁護士法人、公認会計士、監査法人、税理士、税理士法人又は金融庁長官の指定する者（以下この項において「弁護士等」という。）をもって充てられるものであること。

(ii) that agents for beneficiaries should be appointed and at least one of such agents for beneficiaries should be served by an attorney-at-law, legal professional corporation, certified public accountant, auditing firm, tax accountant, tax accountant corporation or a person designated by the Commissioner of the Financial Services Agency (hereinafter referred to as an "Attorney-at-Law, etc." in this paragraph);

三 複数の顧客区分管理信託を行う場合にあつては、当該複数の顧客区分管理信託について同一の受益者代理人を選任するものであること。

(iii) that, in carrying out multiple Segregated Customer Management Trusts, the same agents for beneficiaries should be appointed for such multiple Segregated Customer Management Trusts;

四 金融商品取引業者等が次に掲げる要件に該当することとなった場合には、弁護士等である受益者代理人のみがその権限を行使するものであること（当該受益者代理人が、他の受益者代理人が権限を行使することを認める場合を除く。）。

(iv) that if the Financial Instruments Business Operator, etc. comes to fall under the following conditions, only an agent for beneficiaries that is an Attorney-at-Law, etc. should exercise its authority (excluding cases when such agent for beneficiaries agrees that another agent for beneficiaries should exercise the authority):

イ 法第五十二条第一項若しくは第四項、第五十三条第三項、第五十四条又は第五十七条の六第三項の規定により法第二十九条の登録を取り消されたとき。

(a) when registration set forth in Article 29 of the Act is rescinded under the provisions of Article 52, paragraph (1) or (4), Article 53, paragraph (3), Article 54, or Article 57-6, paragraph (3) of the Act;

ロ 法第五十二条の二第一項若しくは第三項又は第五十四条の規定により法第三十三条の二の登録を取り消されたとき。

(b) when registration set forth in Article 33-2 of the Act is rescinded under the provisions of Article 52-2, paragraph (1) or (3), or Article 54 of the Act;

ハ 破産手続開始、再生手続開始、更生手続開始又は特別清算開始の申立てを行ったとき（外国法人である金融商品取引業者等にあつては、国内において破産手続開始、再生手続開始、更生手続開始若しくは特別清算開始の申立てを行ったとき、又は本店の所在する国において当該国の法令に基づき同種類の申立てを行ったとき。）。

(c) when the Financial Instruments Business Operator, etc. files an application for commencement of bankruptcy proceedings, rehabilitation proceedings, reorganization proceedings, or special liquidation proceedings (with regard to a Financial Instruments Business Operator, etc. which is a foreign corporation, when it files an application for commencement of bankruptcy proceedings, rehabilitation proceedings, reorganization proceedings or special liquidation proceedings in Japan, or when it files an application of the same kind in a state where its head office is located based on the laws and regulations of that state);

ニ 金融商品取引業等の廃止（外国法人である金融商品取引業者等にあつては、国内に設けた全ての営業所又は事務所における金融商品取引業等の廃止。ニにおいて同じ。）をしたとき、若しくは解散（外国法人である金融商品取引業者等にあつては、国内に設けた営業所又は事務所の清算の開始。ニにおいて同じ。）をしたとき、又は法第五十条の二第六項の規定による金融商品取引業等の廃止若しくは解散の公告をしたとき。

(d) when the Financial Instruments Business Operator, etc. abolishes its Financial Instruments Business, etc. (with regard to a Financial Instruments Business Operator, etc. which is a foreign corporation, when it abolishes Financial Instruments Business, etc. at all business offices or

offices established in Japan; the same applies in (d)) or dissolves (with regard to a Financial Instruments Business Operator, etc. which is a foreign corporation, when it commences liquidation of business offices or offices established in Japan; the same applies in (d)), or when the Financial Instruments Business Operator, etc. gives a public notice of abolition or dissolution of its Financial Instruments Business, etc. under the provisions of Article 50-2, paragraph (6) of the Act;

ホ 法第五十二条第一項の規定による業務の全部又は一部の停止の命令（同項第八号に該当する場合に限る。）を受けたとき。

(e) when the Financial Instruments Business Operator receives an order for suspension of all or part of its business under the provisions of Article 52, paragraph (1) of the Act (limited to the case falling under item (viii) of that paragraph);

へ 内閣総理大臣が、裁判所に対し、金融機関等の更生手続の特例等に関する法律第三百七十七条第一項の規定による更生手続開始の申立て、同法第四百四十六条第一項の規定による再生手続開始の申立て又は同法第四百九十条第一項の規定による破産手続開始の申立てを行ったとき。

(f) when the Prime Minister files a petition for commencement of reorganization proceedings under Article 377, paragraph (1) of the Act on Special Measures Concerning Reorganization Proceedings of Financial Institutions, etc., a petition for commencement of rehabilitation proceedings under Article 446, paragraph (1) of that Act or an application for commencement of bankruptcy proceedings under the provisions of Article 490, paragraph (1) of that Act with a court; or

ト 内閣総理大臣が、金融機関等の更生手続の特例等に関する法律第三百七十九条、第四百四十八条又は第四百九十二条の規定による通知その他特別清算に関する通知を受けたとき。

(g) when the Prime Minister receives a notice under the provisions of Articles 379, 448 or 492 of the Act on Special Measures Concerning Reorganization Proceedings of Financial Institutions, etc. or other notice concerning special liquidation proceedings;

五 当該顧客区分管理信託（信託業務を営む金融機関への金銭信託で元本補填の契約のあるものを除く。）に係る信託財産の運用の方法が、第四百四十一条の二第一項第五号イ（１）から（７）までに掲げる有価証券及び第六十五条第二号イからハまでに掲げる投資信託の受益証券（次号に規定する顧客区分管理必要額の三分の一に相当する範囲内に限る。）の保有並びに同項第五号ロからホまでに掲げる方法によるものであること。

(v) that the means of investment of the trust property pertaining to such Segregated Customer Management Trust (excluding a money trust with a financial institution engaged in trust business with a contractual agreement on principal protection) should be by holding Securities listed in Article 141-

2, paragraph (1), item (v), (a), 1. through 7. and Beneficiary Certificates of Investment Trusts listed in Article 65, item (ii), (a) through (c) (limited within the range equivalent to one third of the Required Amount of Segregated Customer Management Trust prescribed in the following item) and the means listed in item (v), (b) through (e) of that paragraph;

六 信託財産の元本の評価額が顧客区分管理必要額（個別顧客区分管理金額（金融商品取引業者等が廃止その他の理由により金融商品取引業等を行わないこととなる場合に顧客に返還すべき通貨関連デリバティブ取引等に係る法第四十三条の三第一項に規定する金銭その他の保証金の額を当該顧客ごとに算定した額をいう。第十四号及び次条第一項において同じ。）の合計額をいう。以下この項及び同条第一項において同じ。）に満たない場合には、満たないこととなった日の翌日から起算して二営業日以内に、金融商品取引業者等によりその不足額に相当する金銭が信託財産に追加されるものであること。

(vi) that, in cases when the appraisal value of the principal of the trust property is less than the Required Amount of Segregated Customer Management (meaning the total amount of the Individual Amounts of Segregated Customer Management (each meaning the amount of the money or other security deposit prescribed in Article 43-3, paragraph (1) of the Act pertaining to a Currency-Related Derivatives Transaction, etc. to be refunded to a customer, as calculated per such customer, if the Financial Instruments Business Operator, etc. ceases to be engaged in Financial Instruments Business, etc. due to abolition or any other reason; the same applies in item (xiv) and paragraph (1) of the following Article); hereinafter the same applies in this paragraph and paragraph (1) of that Article), money in an amount equivalent to such shortfall amount should be added to the trust property by the Financial Instruments Business Operator, etc. within two business days counting from the day immediately after the day when the shortfall takes place;

七 金融商品取引業者等が信託財産である有価証券の評価額をその時価により算定するものであること（当該顧客区分管理信託が信託業務を営む金融機関への金銭信託で元本補填の契約のある場合を除く。）。

(vii) that the Financial Instruments Business Operator, etc. should calculate the appraisal value of securities comprising the trust property based on the market value thereof (excluding cases when such Segregated Customer Management Trust is a money trust with a financial institution engaged in trust business with a contractual agreement on principal protection);

八 顧客区分管理信託が信託業務を営む金融機関への金銭信託で元本補填の契約のある場合に、その信託財産の元本の評価額を当該金銭信託の元本額とするものであること。

(viii) that, in cases when the Segregated Customer Management Trust is a money trust with a financial institution engaged in trust business with a

contractual agreement on principal protection, the appraisal value of the principal of the trust property therein is used as the amount of the principal of such money trust;

九 次に掲げる場合以外の場合には、顧客区分管理信託に係る契約の全部又は一部の解約を行うことができないものであること。

(ix) that, in cases other than the following cases, all or part of the contract pertaining to the Segregated Customer Management Trust may not be terminated:

イ 信託財産の元本の評価額が顧客区分管理必要額を超過する場合において、その超過額の範囲内で顧客区分管理信託に係る契約の全部又は一部の解約を行うとき。

(a) when, in cases when the appraisal value of the principal of the trust property exceeds the Required Amount of Segregated Customer Management, all or part of the contract pertaining to the Segregated Customer Management Trust is terminated to the extent of such excess amount; or

ロ 他の顧客区分管理信託に係る信託財産として信託することを目的として顧客区分管理信託に係る契約の全部又は一部の解約を行う場合

(b) if all or part of the contract pertaining to the Segregated Customer Management Trust is terminated for the purpose of entrustment as a trust property pertaining to another Segregated Customer Management Trust;

十 前号イ又はロに掲げる場合に行う顧客区分管理信託に係る契約の全部又は一部の解約に係る信託財産を委託者に帰属させるものであること。

(x) that the trust property pertaining to the termination of the all or part of the contract pertaining to the Segregated Customer Management Trust effected in a case set forth in (a) or (b) of the preceding item should be vested in the settlor;

十一 金融商品取引業者等が第四号イからトまでのいずれかに該当することとなった場合には、弁護士等である受益者代理人が特に認める場合を除き、当該金融商品取引業者等が受託者に対して信託財産の運用の指図を行うことができないものであること。

(xi) that, if the Financial Instruments Business Operator etc., comes to fall under any of item (iv), (a) through (g), such Financial Instruments Business Operator, etc. may not give the trustee any investment instruction on the trust property, unless otherwise specifically permitted by an agent for beneficiaries that is Attorney-at-Law, etc.;

十二 弁護士等である受益者代理人が必要と判断した場合には、顧客の受益権が当該受益者代理人により全ての顧客について一括して行使されるものであること。

(xii) that, if an agent for beneficiaries that is an Attorney-at-Law, etc. deems necessary, the beneficial right of customers should be exercised collectively for all customers by such agent for beneficiaries;

十三 顧客の受益権が弁護士等である受益者代理人により一括して行使された場合に

は、当該受益権に係る信託契約を終了することができるものであること。

(xiii) that, if the beneficial right of customers have been exercised collectively by an agent for beneficiaries that is an Attorney-at-Law, etc., the trust agreement pertaining to such beneficial right may be ended;

十四 顧客が受益権を行使する場合にそれぞれの顧客に支払われる金額が、当該受益権の行使の日における元本換価額に、当該日における顧客区分管理必要額に対する当該顧客に係る個別顧客区分管理金額の割合を乗じて得た額（当該額が当該個別顧客区分管理金額を超える場合には、当該個別顧客区分管理金額）とされていること。

(xiv) that the amount to be paid to each customer when the customer exercises the beneficial right should be specified as the amount arrived by multiplying the Realized Amount of Principal as of the day of the exercise of such beneficial right by the proportion of the Individual Amount of Segregated Customer Management Trust pertaining to the customer to the Required Amount of Segregated Customer Management as of that date (in cases when the amount so arrived at exceeds the Individual Amount of Segregated Customer Management, such Individual Amount of Segregated Customer Management); and

十五 顧客が受益権を行使する日における元本換価額が顧客区分管理必要額を超過する場合には、当該超過額は委託者に帰属するものであること。

(xv) that, if the Realized Amount of Principal on the day when the customer exercises the beneficial right exceeds the Required Amount of Segregated Customer Management, such excess amount should be vested in the settlor.

2 前項第六号の金銭その他の保証金の額には、同号の通貨関連デリバティブ取引等を決済した場合に顧客に生ずることとなる利益の額を含むものとし、当該通貨関連デリバティブ取引等を決済した場合に顧客に生ずることとなる損失の額を控除することができるものとする。

(2) The amount of money and any other security deposit under item (vi) of the preceding paragraph is to include the amount of profits that would arise to the customer from settling the Currency-Related Derivatives Transaction, etc. under that item, and the amount of losses that would arise to the customer from settling such Currency-Related Derivatives Transaction, etc. may be deducted.

3 第一項第六号に規定する個別顧客区分管理金額の算定に当たっては、金融商品取引業者等が顧客との間において一括清算の約定をした基本契約書に基づき通貨関連デリバティブ取引等を行っている場合において、当該算定の時において当該顧客に一括清算事由が生じた場合に当該基本契約書に基づいて行われている特定金融取引について当該一括清算事由が生じた時における評価額で当該顧客の評価損となるもの（当該通貨関連デリバティブ取引等に係るものを除く。）があるときは、当該基本契約書に基づき通貨関連デリバティブ取引等を決済した場合においても顧客の保護に支障を生ずることがないと認められる限りにおいて、当該評価損の額を控除することができる。

(3) If, for the purpose of calculating an Individual Amount of Segregated



Customer Management prescribed in paragraph (1), item (vi), in cases when the Financial Instruments Business Operator, etc. is conducting the Currency-Related Derivatives Transaction, etc. under a Basic Agreement in which a contract on Collective Clearing was made with the customer, and if any Collective Clearing Event occurs to such customer at the time of such calculation, there is an Appraisal Value resulting in an appraisal loss to such customer at the time of such Collective Clearing Event occurring with regard to any Specified Financial Transaction being conducted under such Basic Agreement (excluding such loss pertaining to such Currency-Related Derivatives Transaction, etc.), the amount of such appraisal loss may be deducted to the extent that it is deemed not to compromise the protection of customers even if a Currency-Related Derivatives Transaction, etc. is settled under such Basic Agreement.

4 第一項第十四号及び第十五号の「元本換価額」とは、顧客区分管理信託に係る信託財産（元本部分に限る。）を換価して得られる額（顧客区分管理信託に元本補填がある場合には、元本額）をいう。

(4) The Realized Amount of Principal under paragraph (1), items (xiv) and (xv) means the amount that can be obtained by realizing the trust property pertaining to the Segregated Customer Management Trust (limited to the principal portion) (if the Segregated Customer Management Trust has principal protection features, the amount of principal).

（個別顧客区分管理金額等の算定等）

(Calculation of Individual Amount of Segregated Customer Management)

第百四十三条の三 顧客区分管理信託の方法により管理する場合にあっては、金融商品取引業者等は、個別顧客区分管理金額及び顧客区分管理必要額を毎日算定しなければならない。

Article 143-3 (1) In cases when a Financial Instruments Business Operator, etc. manages money by means of a Segregated Customer Management Trust, it must calculate Individual Amounts of Segregated Customer Management and the Required Amount of Segregated Customer Management every day.

2 第百四十三条第一項第二号ハ及びニに掲げる方法により管理する場合にあっては、金融商品取引業者等は、特定業者等に預託した保証金について、定期的にその金額の確認を行わなければならない。

(2) In cases when a Financial Instruments Business Operator, etc. manages money in accordance with the means specified in Article 143, paragraph (1), item (ii), (c) and (d), it must, on a regular basis, check the amount of the security deposit deposited with the Specified Business Operator, etc.

（有価証券等の区分管理）

(Separate Management of Securities)

第四百四十四条 金融商品取引業者等は、法第四十三条の三第一項の規定に基づき保証金又は有価証券を管理する場合において、当該保証金又は有価証券が有価証券等（有価証券その他の金銭以外の財産をいう。以下この条及び次条において同じ。）であるときは、次の各号に掲げる有価証券等の区分に応じ、当該各号に定める方法により、当該有価証券等を自己の固有財産と区分して管理しなければならない。

Article 144 (1) In cases when a Financial Instruments Business Operator, etc. manages a security deposit or Securities pursuant to the provisions of Article 43-3, paragraph (1) of the Act, and if the security deposit or Securities fall under the category of Securities, etc. (meaning properties other than money, such as Securities; hereinafter the same applies in this Article and the following Article), it must manage such Securities, etc. separately from its own properties, by the means specified in the following items in accordance with the categories of the Securities, etc. set forth respectively therein:

一 金融商品取引業者等が自己で保管することにより管理する有価証券等（混蔵して保管されるものを除く。次号において同じ。） 法第四十三条の三第一項の規定により金融商品取引業者等が自己の固有財産と区分して管理しなければならない有価証券等（以下この条において「顧客有価証券等」という。）の保管場所について自己の固有財産である有価証券等その他の顧客有価証券等以外の有価証券等（以下この項において「固有有価証券等」という。）の保管場所と明確に区分し、かつ、当該顧客有価証券等についてどの顧客の有価証券等であるかが直ちに判別できる状態で保管することにより管理する方法

(i) Securities, etc. managed by the Financial Instruments Business Operator, etc. itself by taking custody thereof (excluding those retained by way of commingled custody; the same applies in the following item): a means whereby the place of the custody of the Securities, etc. which the Financial Instruments Business Operator, etc. is required to manage separately from its proprietary assets pursuant to the provisions of Article 43-3, paragraph (1) of the Act (hereinafter referred to as the "Customers' Securities, etc." in this Article) is clearly distinguished from the place of the custody of the Securities, etc. other than the Customers' Securities, etc., such as the Securities, etc. constituting its proprietary assets (hereinafter referred to as the "Own Securities, etc." in this paragraph), and whereby the Customers to which such Customers' Securities, etc. belong is immediately identifiable;

二 金融商品取引業者等が第三者をして保管させることにより管理する有価証券等 当該第三者において、顧客有価証券等の保管場所について固有有価証券等の保管場所と明確に区分させ、かつ、当該顧客有価証券等についてどの顧客の有価証券等であるかが直ちに判別できる状態で保管させることにより管理する方法

(ii) Securities, etc. managed by the Financial Instruments Business Operator, etc. by way of having a third party take custody thereof: a means whereby the Financial Instruments Business Operator, etc. causes the third party to make a clear distinction between the place of the custody of the Customers'

Securities, etc. and the place of the custody of the Own Securities, etc., and to retain custody of the Customers' Securities, etc. in a manner such that the customers to which such Customers' Securities, etc. belong are immediately identifiable;

三 金融商品取引業者等が自己で保管することにより管理する有価証券等（混蔵して保管されるものに限る。次号において同じ。） 顧客有価証券等の保管場所について固有有価証券等の保管場所と明確に区分し、かつ、当該顧客有価証券等に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で保管することにより管理する方法

(iii) Securities, etc. managed by the Financial Instruments Business Operator, etc. itself by taking custody thereof (limited to those to be retained by way of commingled custody; the same applies in the following item): a manner such that the place of the custody of the Customers' Securities, etc. is clearly distinguished from the place of the custody of the Own Securities, etc., and such that the share of each customer pertaining to the Customers' Securities, etc. is immediately identifiable based on the books of such Financial Instruments Business Operator, etc.;

四 金融商品取引業者等が第三者をして保管させることにより管理する有価証券等 当該第三者における自己の顧客のための口座について自己のための口座と区分する方法その他の方法により顧客有価証券等に係る持分が直ちに判別でき、かつ、当該顧客有価証券等に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で保管させることにより管理する方法（外国の第三者をして保管させる場合において、当該外国の法令上当該第三者をして顧客有価証券等に係る持分と固有有価証券等に係る持分とを区分して保管させることができないとき、その他当該第三者において顧客有価証券等に係る持分が直ちに判別できる状態で保管させることができないことについて特にやむを得ない事由があると認められるときにあつては、当該顧客有価証券等に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で保管させることにより管理する方法）

(iv) Securities, etc. managed by the Financial Instruments Business Operator, etc. by way of having a third party take custody thereof: a means whereby the Financial Instruments Business Operator, etc. causes the third party to take custody thereof by segregating the account for such Financial Instruments Business Operator, etc. from the account for the customers of the Financial Instruments Business Operator, etc. or by any other means such that the share pertaining to the Customers' Securities, etc. is immediately identifiable and that the share of each customer pertaining to such Customers' Securities, etc. is immediately identifiable based on the books of such Financial Instruments Business Operator, etc. (in cases when the Financial Instruments Business Operator, etc. causes a foreign third party to take custody thereof, and if the laws and regulations of the foreign state hinder the Financial Instruments Business Operator, etc. from having

such third party take custody thereof by separating the share pertaining to the Customers' Securities, etc. and the share pertaining to the Own Securities, etc., or if there are any especially unavoidable grounds which prevent such Financial Instruments Business Operator, etc. from having a third party take custody of the Securities, etc. in a manner which enables immediate identification of the shares pertaining to such Customers' Securities, etc. based on the books of such Financial Instruments Business Operator, etc., a means whereby the Financial Instruments Business Operator, etc. causes such third party to take custody thereof in a manner such that the share of each customer pertaining to such Customers' Securities, etc. is easily identifiable based on the books of such Financial Instruments Business Operator, etc.);

五 法第二条第二項の規定により有価証券とみなされる権利その他の有価証券等（前各号に掲げるものを除く。） 次のイ又はロに掲げる場合の区分に応じ、当該イ又はロに定める方法

(v) rights regarded as Securities under Article 2, paragraph (2) of the Act (excluding those listed in the foregoing items): the means specified in the following (a) or (b), in accordance with the cases set forth respectively therein:

イ 当該有価証券等に係る権利を行使する際に必要となる当該権利を証する書類その他の書類がある場合 当該書類を有価証券等とみなして前各号に掲げる有価証券等の区分に応じて管理する方法

(a) in cases when there are documents evidencing the rights pertaining to the Securities, etc. or any other document, which are necessary upon the exercise of such rights: to regard those documents as Securities, etc. and manage them in accordance with the categories of the Securities as listed in the foregoing items; and

ロ イに掲げる場合以外の場合 第三者をして当該有価証券等に係る権利を顧客有価証券等として明確に管理させ、かつ、その管理の状況が自己の帳簿により直ちに把握できる状態で管理する方法

(b) in the cases other than the case specified in (a): to cause a third party to manage precisely the rights pertaining to the Securities, etc. by treating them as the Customers' Securities, etc., and to manage them in a condition such that status of management thereof is immediately identifiable based on the books of the Financial Instruments Business Operator, etc.

2 金融商品取引業者等と顧客とが共有しており、前項の定めるところにより管理することができない有価証券等については、同項の規定にかかわらず、顧客有価証券等に係る各顧客の持分が自己の帳簿により直ちに判別できる状態で管理しなければならない。

(2) Notwithstanding the provisions of the preceding paragraph, in cases when the Securities, etc. are co-owned by the Financial Instruments Business Operator,

etc. and a customer, and where it is impossible to manage them as specified by the provisions of that paragraph, the Financial Instruments Business Operator, etc. must manage them in a condition such that the share of each customer pertaining to such Customers' Securities, etc. is immediately identifiable based on the books of such Financial Instruments Business Operator, etc.

3 前二項の有価証券等には、契約により金融商品取引業者等が消費できる有価証券等（店頭デリバティブ取引に関し、金融商品取引業者等が占有するもの又は金融商品取引業者等が顧客から預託を受けたものに限る。）を含まないものとする。

(3) The Securities, etc. set forth in the preceding two paragraphs are not to include the Securities, etc. which the Financial Instruments Business Operator, etc. consume under a contract (limited to those which the Financial Instruments Business Operator, etc. possesses or has accepted as deposits from customers, in connection with Over-the-Counter Transaction of Derivatives).

（金銭及び金融商品の価額に相当する財産の管理）

(Management of Money and Properties Equivalent to the Value of Financial Instruments)

第四百四十五条 金融商品取引業者等は、法第四十三条の三第二項に規定する財産については、第四百四十三条及び前条に規定するものを除くほか、当該財産の価額が次に掲げるものの額の合計額を超えないように管理しなければならない。

Article 145 (1) A Financial Instruments Business Operator, etc. must manage the properties prescribed in Article 43-3, paragraph (2) of the Act, except for the properties set forth in Article 143 and the preceding Article, in a manner such that the value thereof will not exceed the total of the following amounts:

一 金融商品取引業者等が所有する金銭及び有価証券等（デリバティブ取引等（有価証券関連デリバティブ取引等又は商品関連市場デリバティブ取引若しくは商品関連市場デリバティブ取引取次ぎ等に該当するものを除く。以下この項において同じ。）に係るものとして他のものと区分して管理されているものに限る。）

(i) money and Securities, etc. owned by the Financial Instruments Business Operator, etc. (limited to the money and Securities managed separately from other money and Securities, etc. as money or Securities pertaining to Derivative Transactions, etc. (excluding the transactions which fall under the category of the Transactions of Securities-Related Derivatives, etc., Commodity-Related Market Transactions of Derivatives or Brokerage, etc. for Commodity-Related Market Transactions of Derivatives; hereinafter the same applies in this paragraph));

二 顧客から預託を受けた有価証券等（デリバティブ取引等に係るものとして他のものと区分して管理されているもの限り、前条の規定により管理されているものを除く。）

(ii) Securities, etc. deposited by a customer (limited to those managed separately from other Securities, etc., as Securities, etc. pertaining to

Derivative Transactions, etc., and excluding those managed under the preceding Article);

三 銀行、協同組織金融機関又は株式会社商工組合中央金庫への預金又は貯金（デリバティブ取引等に係るものとして他のものと区分して管理されているものに限り、第百四十三条の規定により管理されているものを除く。）

(iii) a deposit or savings account set up at a bank, Cooperative Structured Financial Institution or the Shoko Chukin Bank Limited (limited to those managed separately from others as money pertaining to Derivative Transactions, etc., and excluding those managed under Article 143); or

四 信託業務を営む金融機関への金銭信託で元本補填の契約のあるもの又は信託会社若しくは信託業務を営む金融機関への金銭信託で信託契約により顧客の資産が保全されるもの（デリバティブ取引等に係るものとして他のものと区分して管理されているものに限り、第百四十三条の規定により管理されているものを除く。）

(iv) a money trust to be created with a financial institution engaged in a trust business, with a contractual agreement for compensation of principal; or a money trust to be created with a trust company or a financial institution engaged in trust business, for which the customer's assets are secured under the trust agreement (limited to those managed separately from others as money pertaining to Derivative Transactions, etc., and excluding those managed under Article 143).

2 前項の財産及び同項各号に掲げるものには、第百四十三条第二項に規定する顧客が担保に供した金銭及び前条第三項に規定する契約により金融商品取引業者等が消費できる有価証券等を含まないものとする。

(2) The properties set forth in the preceding paragraph and those listed in the items of that paragraph are not to include the money provided as security by a customer under Article 143, paragraph (2) and the Securities, etc. which the Financial Instruments Business Operator, etc. can consume under a contract set forth in paragraph (3) of the preceding Article.

(顧客の有価証券を担保に供する場合等における書面による同意)

(Written Consent to Be Obtained in Case of Furnishing Customer's Securities as Security or in Other Cases)

第百四十六条 金融商品取引業者等は、法第四十三条の四第一項に規定する場合には、その都度、顧客から同項の規定による書面による同意を得なければならない。

Article 146 (1) A Financial Instruments Business Operator, etc. must obtain from the customer a written consent under Article 43-4, paragraph (1) of the Act, for each occasion if Article 43-4, paragraph (1) of the Act applies.

2 前項の規定にかかわらず、金融商品取引業者は、第百四十条第一項に規定する場合において、同項各号に掲げる要件のすべてを満たすときは、あらかじめ、顧客から法第四十三条の四第一項の規定による書面による同意（次に掲げる要件の全てを満たすものに限る。）を包括的に得ることができる。

(2) Notwithstanding the provisions of the preceding paragraph, in the case referred to in Article 140, paragraph (1), a Financial Instruments Business Operator, etc. may, subject to fulfillment of all of the requirements listed in the items of that paragraph, obtain in advance from a customer a comprehensive written consent under Article 43-4, paragraph (1) of the Act (limited to a consent which satisfies all of the following requirements):

一 担保に供する有価証券の範囲が定められていること。

(i) that the scope of Securities to be furnished as security has been fixed;

二 当該金融商品取引業者は、前号の有価証券の預託を受けた後、担保に供するまでの間に、当該顧客に対し、この項の規定による書面による同意を得ていることを確認すること。

(ii) that the Financial Instruments Business Operator, etc., after the time of receiving the deposit of the Securities set forth in the preceding item but before the time of furnishing them as security, confirms with the customer that it has obtained a written consent under this paragraph;

三 当該金融商品取引業者は、前号の規定による確認を受けた有価証券をこの項の規定による書面による同意に基づき担保に供しようとするときは、当該顧客に対し、担保に供しようとする有価証券の種類、銘柄及び株数若しくは券面の総額を記載した書面を交付し、又は当該書面に記載すべき事項を電磁的方法（第五十六条第一項第一号ニに掲げる方法を除く。）により提供すること。

(iii) that, in cases when the Financial Instruments Business Operator, etc. intends to provide as security the Securities confirmed pursuant to the provisions preceding item, in accordance with the written consent obtained under this paragraph, it provides to the customer the document describing the types, issue and number of shares of the Securities to be furnished as security or an aggregate amount of the face value thereof, or provides such customer with information to be contained in such document by Electronic or Magnetic Means (excluding the means specified in Article 56, paragraph (1), item (i), (d)); and

四 当該顧客は、いつでも、この項の規定による書面による同意を撤回することができること。

(iv) that the customer may at any time revoke the written consent under this paragraph.

3 法第四十三条の四第一項の規定による書面による同意は、次の各号に掲げる場合の区分に応じ、当該各号に定める書面により行わなければならない。

(3) The written consent set forth in Article 43-4, paragraph (1) of the Act must be made by means of the document specified in the following items, in accordance with the categories of the cases set forth respectively therein:

一 有価証券を担保に供する場合であって、前項の規定により書面による同意を包括的に得るとき 次に掲げる事項を記載した包括担保同意書

(i) in cases when Securities are to be furnished as security, and if the

comprehensive written consent under the preceding paragraph is to be obtained: a written comprehensive consent to the furnishing of security stating the following particulars:

イ 前項の規定による包括的な同意である旨及びその内容

(a) that the consent falls under the comprehensive consent set forth in the preceding paragraph, and the details of such consent;

ロ 単独で担保に供されるか、又は混同して担保に供されるかの別

(b) information as to whether the Securities are to be furnished as security independently or commingling with other customer's Securities;

ハ 顧客の氏名又は名称及び住所

(c) the name and address of the customer;

ニ 同意の年月日

(d) the date of the consent; and

ホ 有価証券の範囲

(e) the scope of the Securities to be furnished as security;

二 前号に掲げる場合のほか、有価証券を担保に供するとき 次に掲げる事項を記載した担保同意書

(ii) cases when the Securities are to be furnished as security, excluding the case specified in the preceding item: a written consent on the creation of security stating the following particulars:

イ 単独で担保に供されるか、又は混同して担保に供されるかの別

(a) information as to whether the Securities are to be furnished independently or commingling with other customers' Securities;

ロ 顧客の氏名又は名称及び住所

(b) the name and address of the customer;

ハ 同意の年月日

(c) the date of the consent;

ニ 占有し、又は預託を受けるに至った原因

(d) the grounds for the possession or deposit of the Securities; and

ホ 有価証券の種類、銘柄及び株数又は券面の総額

(e) the types, issues and number of shares of the Securities, or the aggregate face value thereof;

三 有価証券を他人に貸し付ける場合 前号ロからホまでに掲げる事項を記載した貸付同意書

(iii) in cases when the Securities are to be loaned to any other party: a written consent to a loan stating the matters listed in (b) through (e) of the preceding item.

4 第一項及び前項（第一号を除く。）の規定は、法第四十三条の四第二項に規定する場合について準用する。この場合において、前項中「有価証券を」とあるのは「商品（寄託された商品に関して発行された証券又は証書を含む。）を」と、同項第二号ホ中「有価証券の種類、銘柄及び株数又は券面の総額」とあるのは「商品の種類及び数



量」と読み替えるものとする。

- (4) The provisions of paragraph (1) and the preceding paragraph (excluding item (i)) apply mutatis mutandis to the cases provided in Article 43-4, paragraph (2) of the Act. In this case, the term "Securities" in the preceding paragraph is deemed to be replaced with "Commodities (including instruments or certificates issued in relation to the Commodities deposited)"; and the phrase "the types, issues and number of shares of the Securities, or the aggregate face value thereof" in item (ii), (e) of that paragraph is deemed to be replaced with "the types and quantities of the Commodities".

#### 第四款 電子募集取扱業務に関する特則

##### Subsection 4 Special Provisions on Electronic Public Offering Services

第百四十六条の二 金融商品取引業者等は、第三項に規定する事項を、電子募集取扱業務の相手方の使用に係る電子計算機の映像面において、当該相手方にとって見やすい箇所に明瞭かつ正確に表示されるようにしなければならない。

- Article 146-2 (1) A Financial Instruments Business Operator, etc. must make sure that the matters provided in paragraph (3) are clearly and accurately indicated, in an easily visible location for the counterparty to the Electronic Public Offering Services, on the screen of a computer used by the counterparty.
- 2 次項に規定する事項のうち法第三十七条の三第一項第五号に掲げる事項、第八十二条第三号及び第五号に掲げる事項並びに第八十三条第一項第六号（トに係る部分に限る。）に掲げる事項の文字又は数字については、当該事項以外の事項の文字又は数字のうち最も大きなものと著しく異ならない大きさで表示するものとする。
- (2) For the matters provided in the following paragraph, the letters or numerical characters representing the matters specified in Article 37-3, paragraph (1), item (v) of the Act, the matters specified in Article 82, items (iii) and (v) and Article 83, paragraph (1), item (vi) (limited to the part pertaining to item (g)) of the Act are to be indicated in a size which does not differ substantially from the size of the largest letters or numerical characters representing matters other than such matter.
- 3 法第四十三条の五に規定する内閣府令で定める事項は、法第三十七条の三第一項第四号に掲げる事項の概要、同項第五号に掲げる事項、第八十二条第三号及び第五号に掲げる事項並びに第八十三条第一項第三号から第六号までに掲げる事項とする。
- (3) The matters to be specified by Cabinet Office Order as referred to in Article 43-5 of the Act are the summary of the matters specified in Article 37-3, paragraph (1), item (iv), the matters specified in item (v) of that paragraph, the matters specified in Article 82, items (iii) and (v) and Article 83, paragraph (1), items (iii) through (vi).
- 4 法第四十三条の五に規定する内閣府令で定めるものは、金融商品取引業者等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情報の内容を電気通信回線を通

じて電子募集取扱業務の相手方の閲覧に供する方法とする。

- (4) The means to be specified by Cabinet Office Order as referred to in Article 43-5 of the Act are the means whereby the contents of information recorded into the files stored on the computer used by a Financial Instruments Business Operator, etc. is made available for counterparties to the Electronic Public Offering Services via telecommunications line.

#### 第五款 弊害防止措置等

#### Subsection 5 Preventive Measures against Adverse Effects

(二以上の種別の業務を行う場合の禁止行為)

(Prohibited Acts When Engaging in Two or More Categories of Business)

第四百七条 法第四十四条第三号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 147 The acts to be specified by Cabinet Office Order as referred to in Article 44, item (iii) of the Act are as follows:

一 投資助言業務に係る助言に基づいて顧客が行った有価証券の売買その他の取引等又は投資運用業に関して運用財産の運用として行った有価証券の売買その他の取引等を結了させ、又は反対売買を行わせるため、その旨を説明することなく当該顧客以外の顧客又は当該運用財産の権利者以外の顧客に対して有価証券の売買その他の取引等を勧誘する行為

(i) in connection with the Purchase and Sale or Other Transactions of Securities, etc. conducted by a customer based on advice pertaining to the Investment Advisory Business, or the Purchase and Sale or Other Transactions of Securities, etc. conducted as the investment of Investment Properties in relation to an Investment Management Business, an act of soliciting any customer other than such customer or other than the Right Holder of such Investment Properties to conduct the Purchase and Sale or Other Transactions of Securities, etc., in order to complete any of the first-mentioned transactions or to have such other customer conduct any reversing trade in relation thereto, without explaining the reasons therefor to the solicited customer;

二 投資助言業務又は投資運用業に関して、非公開情報（有価証券の発行者又は投資助言業務及び投資運用業以外の業務に係る顧客に関するものに限る。）に基づいて、顧客の利益を図ることを目的とした助言を行い、又は権利者の利益を図ることを目的とした運用を行うこと（当該非公開情報に係る有価証券の発行者又は顧客（以下「発行者等」という。）の同意を得て行うものを除く。）。

(ii) in connection with Investment Advisory Business or Investment Management Business, an act of giving advice for the benefit of the customer or an act of making an investment for the benefit of the Right Holder, based on any Undisclosed Information (limited to information on the Issuers of

Securities or information on customers of businesses other than an Investment Advisory Business or Investment Management Business) (excluding the acts to be conducted with the consent of the relevant Issuer of Securities or customer pertaining to such Undisclosed Information (hereinafter referred to as the "Issuer, etc."));

三 有価証券の引受けに係る主幹事会社（元引受契約の締結に際し、当該元引受契約に係る有価証券の発行者又は所有者と当該元引受契約の内容を確定させるための協議を行う者（以下この号において「引受幹事会社」という。）であつて、当該有価証券の発行価額若しくは当該有価証券の売出し若しくは特定投資家向け売付け勧誘等の価額の総額（当該元引受契約が令第十五条第三号に掲げる契約である場合にあっては、同号に規定する新株予約権の行使に際して払い込むべき金額の合計額を含む。）のうちその引受けに係る部分の金額（以下この号において「引受額」という。）が他の引受幹事会社の引受額より少なくないもの又はその受領する手数料、報酬その他の対価が他の引受幹事会社が受領するものより少なくないものをいう。以下この款において同じ。）である場合において、当該有価証券の募集若しくは売出し又は特定投資家向け取得勧誘若しくは特定投資家向け売付け勧誘等の条件に影響を及ぼすために、その行う投資助言業務に関して実勢を反映しない作為的な相場を形成することを目的とした助言を行い、又はその行う投資運用業に関して実勢を反映しない作為的な相場を形成することを目的とした運用を行うこと。

(iii) in cases when the Financial Instruments Business Operator, etc. is the Lead Managing Underwriter (meaning a person that, upon the conclusion of a Wholesale Underwriting Contract, holds discussions with the Issuer or Holder of the Securities related to such Wholesale Underwriting Contract in order to finalize the contents thereof (hereinafter referred to as the "Managing Underwriter" in this item), whose amount of portion of the underwriting out of the aggregate issue price of the Securities or the price of solicitation, etc. for secondary distribution of the Securities or Solicitation for Selling, etc. Only for Professional Investors (in cases when the Wholesale Underwriting Contract is the contract listed in Article 15, item (iii) of the Order, including the total amount of the amount to be paid when exercising the share option prescribed in that item) (hereinafter referred to as the "Underwriting Amount") is not less than that of any other Managing Underwriters or whose fees, remuneration or any other type of consideration receivable is not less than that receivable by any other Managing Underwriters; hereinafter the same applies in this Subsection) pertaining to the Underwriting of Securities, an act of giving advice for the purpose of creating a manipulative quotation which does not reflect actual market status in relation to its Investment Advisory Business, or making an investment for the purpose of creating a manipulative quotation not reflecting actual market status in relation to its Investment Management Business, with a view to having an impact on the conditions of the Public

Offering or Secondary Distribution of such Securities or on the conditions of the Solicitation for Acquisition Only for Professional Investors or the Solicitation for Selling, etc. Only for Professional Investors related to such Securities;

四 有価証券の引受け等を行っている場合において、当該有価証券の取得又は買付けの申込み（法第二条第六項第三号に掲げるものを行っている場合にあつては、同号に規定する新株予約権を取得した者による当該新株予約権の行使）の額が当該金融商品取引業者等が予定していた額に達しないと見込まれる状況の下で、その行う投資助言業務に関して当該有価証券（同号に掲げるものを行っている場合にあつては、当該新株予約権の行使により取得される有価証券。以下この号において同じ。）を取得し、若しくは買い付けることを内容とした助言を行い、又はその行う投資運用業に関して当該有価証券を取得し、若しくは買い付けることを内容とした運用を行うこと。

(iv) in cases when the Financial Instruments Business Operator, etc. conducts the Underwriting of Securities, etc., and if the amount pertaining to applications for the acquisition or purchase of the Securities (in cases of implementing those listed in Article 2, paragraph (6), item (iii) of the Act, the exercise of the share option prescribed in that item by the person that acquired the share option) is likely to be less than the amount scheduled by such Financial Instruments Business Operator, etc., to advise to acquire or purchase such Securities (in cases of implementing those listed in that item, Securities acquired by the exercise of the share option; hereinafter the same applies in this item), in relation to its Investment Advisory Business, or to make an investment whose purpose is to acquire or purchase such Securities, in relation to its Investment Management Business.

(金融商品取引業者における信用の供与を条件とした有価証券の売買の受託等の禁止の例外)

**(Exemption from Prohibition Applicable to Financial Instruments Business Operators of Acceptance of Entrustment for Purchase and Sale of Securities Subject to Granting Credit)**

第百四十八条 法第四十四条の二第一項第一号に規定する内閣府令で定めるものは、信用の供与をすることを条件として有価証券の売買の受託等をする行為のうち、次に掲げる要件の全てを満たすものとする。

Article 148 The act to be specified by Cabinet Office Order as referred to in Article 44-2, paragraph (1), item (i) of the Act is an act of the Acceptance, etc. of the purchase and sale of Securities on the condition that credit is granted to the customer, which fulfills all of the following requirements:

一 証票等（証票その他の物又は番号、記号その他の符号をいう。次条第一号イ、第百四十九条の二第一号イ、第百五十条第一号イ及び第二百七十四条第一号において同じ。）を提示し、又は通知した個人から有価証券の売買の受託等をする行為であ

って、当該個人が当該有価証券の対価に相当する額を二月未満の期間内に一括して支払い、当該額が金融商品取引業者（有価証券等管理業務を行う者に限る。第三号において同じ。）に交付されること。

(i) that the act is an Acceptance of Entrustment, etc. for the purchase and sale of Securities from any individual that has presented or given notice of Identification Cards, etc. (meaning identification cards or any other object, or symbols such as numbers and marks; the same applies in Article 149, item (i), (a), Article 149-2, item (i), (a), Article 150, item (i), (a) and Article 274, item (i)), in which case such individual makes a lump-sum payment of the amount equivalent to the consideration for such Securities within a period shorter than two months and such payment is delivered to the Financial Instruments Business Operator (limited to an operator engaged in the Securities, etc. Management Business; the same applies in item (iii));

二 同一人に対する信用の供与が十万円を超えることとならないこと。

(ii) that the credit to be granted to the same person does not exceed 100,000 yen;

三 当該有価証券の売買が累積投資契約（金融商品取引業者が顧客から金銭を預かり、当該金銭を対価としてあらかじめ定めた期日において当該顧客に有価証券を継続的に売り付ける契約であって、次に掲げる要件の全てを満たすものをいう。）によるものであること。

(iii) that the purchase and sale of the Securities is conducted under the Contract for Cumulative Investment (meaning a contract wherein a Financial Instruments Business Operator receives money deposit from a customer and sells Securities to that customer continuously on dates designated in advance while receiving a consideration payable out of such money deposit, which satisfies all of the following requirements):

イ 有価証券の買付けの方法として、当該有価証券の種類及び買付けのための預り金の充当方法を定めていること。

(a) that the contract provides for the types of the Securities and the means for the appropriation of the deposit for purchasing, as a means of purchasing the Securities;

ロ 預り金の管理の方法として、顧客からの払込金及び顧客が寄託している有価証券の果実並びに償還金の受入れに基づいて発生した金融商品取引業者の預り金を累積投資預り金として他の預り金と区分して経理することを定めていること。

(b) that the contract provides, as a means for the management of the deposits, that the profits derived from the money paid or Securities deposited by the customer, and the money which the Financial Instruments Business Operator keeps custody due to acceptance of redemption are treated as the Cumulative Investment Deposit, and that accounting of such Cumulative Investment Deposit is managed separately from any other deposit;

ハ 他の顧客又は金融商品取引業者と共同で買い付ける場合には、顧客が買い付け

た有価証券につき回記号及び番号が特定されたときに、当該顧客が単独で当該有価証券の所有権を有することが確定することを定めていること。

(c) that the contract provides that, in cases when the Securities are to be purchased jointly with another customer or a Financial Instruments Business Operator, it is certain that the customer acquires sole ownership in the Securities purchased by such customer when the code and number thereof are identified;

ニ 有価証券の管理の方法として、預託を受けた有価証券（金融商品取引業者と顧客が共有しているものに限る。）が他の有価証券と分別して管理されるものであること。

(d) that the contract provides, as a means for the management of the Securities, that the deposited Securities (limited to those co-owned by the Financial Instruments Business Operator and the customer) are managed separately from any other Securities; and

ホ 顧客から申出があったときには解約するものであること。

(e) that the contract may be cancelled if the customer so requests.

（金融商品取引業者その他業務に係る禁止行為）

(Prohibited Acts Pertaining to Other Businesses of Financial Instruments Business Operators)

第百四十九条 法第四十四条の二第一項第三号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 149 The acts to be specified by Cabinet Office Order as referred to in Article 44-2, paragraph (1), item (iii) of the Act are as follows:

一 資金の貸付け若しくは手形の割引を内容とする契約の締結の代理若しくは媒介又は信用の供与（法第百五十六条の二十四第一項に規定する信用取引に付随して行う金銭又は有価証券の貸付けを除く。以下この号において同じ。）を行うことを条件として、金融商品取引契約の締結又はその勧誘を行う行為（第百十七条第一項第三号に掲げる行為によってするもの、前条各号に掲げる要件の全てを満たすもの及び次に掲げる要件の全てを満たすものを除く。）

(i) to conclude or solicit for the conclusion of a Contract for a Financial Instruments Transaction (excluding acts which are conducted through the act specified in Article 117, paragraph (1), item (iii) and also excluding that which satisfies all of the requirements specified in the items of the preceding Article and acts which satisfy all of the following requirements), on the condition that an agency or intermediary service for the conclusion of a contract for loans or for discounting negotiable instrument is concluded, or on the condition that credit is granted to the customer (excluding a money loan or a Securities loan to be extended incidentally to the Margin Transaction set forth in Article 156-24, paragraph (1) of the Act; hereinafter the same applies in this item):

イ 証票等を提示し、又は通知した個人を相手方として金融商品取引契約の締結又はその勧誘を行う行為であって、当該個人が当該金融商品取引契約に基づく債務に相当する額を二月未満の期間内に一括して支払い、当該額が金融商品取引業者（有価証券等管理業務又は特定有価証券等管理行為を行う者に限る。）に交付されること。

(a) that the act is a conclusion of Contracts for Financial Instruments Transaction with any individual that has presented or given notice of Identification Cards, etc. or solicitation therefor, in which case such individual makes a lump-sum payment of the amount equivalent to the obligations under the Contract for Financial Instruments Transaction within a period shorter than two months and such payment is delivered to the Financial Instruments Business Operator (limited to an operator engaged in the Securities, etc. Management Business or Act of Management of Specified Securities, etc.; hereinafter the same applies in this Article); or

ロ 同一人に対する信用の供与が十万円を超えることとならないこと。

(b) that the credit to be granted to the same person does not exceed 100,000 yen;

ハ 当該金融商品取引契約の締結又はその勧誘が次に掲げるいずれかの有価証券又は権利を対象とする電子申込型電子募集取扱業務に係るものであること。

(c) that the conclusion of a Contract for Financial Instruments Transaction or solicitation therefor relates to Electronic-based Application Type Electronic Public Offering Services covering any of the following Securities or rights:

(1) 法第二条第一項第九号に掲げる有価証券（金融商品取引所に上場されていないものに限り、令第十五条の十の二第一項に規定するものを除く。）

1. the Securities specified in Article 2, paragraph (1), item (ix) of the Act (limited to those not listed on a Financial Instruments Exchange, and excluding those provided in Article 15-10-2, paragraph (1) of the Order);

(2) 法第二条第二項の規定により有価証券とみなされる同項第五号又は第六号に掲げる権利（法第三条第三号に掲げるもの又は金融商品取引所に上場されていないものに限り、令第十五条の十の二第二項に規定するものを除く。）

2. the rights specified in Article 2, paragraph (2), item (v) or (vi) of the Act which are deemed to be Securities pursuant to that paragraph (limited to those specified in Article 3, item (iii) of the Act or those not listed on a Financial Instruments Exchange, and excluding those provided in Article 15-10-2, paragraph (2) of the Order);

二 金融商品取引業に従事する役員又は使用人が、有価証券の発行者である顧客の非公開融資等情報を金融機関代理業務に従事する役員若しくは使用人から受領し、又

は金融機関代理業務に従事する役員若しくは使用人に提供する行為（次に掲げる場合において行うものを除く。）

(ii) an act of an Officer or employee engaged in Financial Instruments Business to receive from, or provide to, an Officer or employee engaged in Financial Institution Agency Service Operations any Undisclosed Loan Information, etc. of the customer which is the Issuer of the Securities (excluding an act conducted in the cases specified as follows):

イ 非公開融資等情報の提供につき、事前に顧客の書面による同意を得て提供する  
場合

(a) cases when the Undisclosed Loan Information, etc. is to be provided with a prior written consent therefor from the customer;

ロ 金融商品取引業に係る法令を遵守するために、金融機関代理業務に従事する役員又は使用人から非公開融資等情報を受領する必要があると認められる場合

(b) cases when it is deemed necessary that any Undisclosed Loan Information, etc. be received from an Officer or employee engaged in Financial

Institution Agency Service Operations, so as to ensure compliance with the laws and regulations applicable to the Financial Instruments Business; or

ハ 非公開融資等情報を金融商品取引業を実施する組織の業務を統括する役員又は使用人に提供する場合

(c) cases when the Undisclosed Loan Information, etc. is to be provided to an Officer or employee supervising the operation of the section in charge of the execution of Financial Instruments Business.

(登録金融機関における信用の供与を条件とした有価証券の売買の受託等の禁止の例外)

(Exemption from Prohibition Applicable to Registered Financial Institutions of Acceptance of Entrustment for Purchase and Sale of Securities Subject to Granting Credit)

第四百九条の二 法第四十四条の二第二項第一号に規定する内閣府令で定めるものは、信用の供与をすることを条件として有価証券の売買の受託等をする行為のうち、次に掲げる要件の全てを満たすものとする。

Article 149-2 The act to be specified by Cabinet Office Order as referred to in Article 44-2, paragraph (2), item (i) of the Act is an act of the Acceptance of Entrustment, etc. of the purchase and sale of Securities on the condition that credit is granted to the customer, which fulfills all of the following requirements:

一 次のいずれかに該当すること。

(i) that the act should fall under either of the following:

イ 証票等を提示し、又は通知した個人から有価証券の売買の受託等をする行為であって、当該個人が当該有価証券の対価に相当する額を二月未満の期間内に一括して支払い、当該額が登録金融機関（有価証券等管理業務を行う者に限る。以下



この条及び次条第一号イにおいて同じ。)に交付されること。

(a) that the act is an Acceptance of Entrustment, etc. for the purchase and sale of Securities from any individual that has presented or given notice of Identification Cards, etc., in which case such individual makes a lump-sum payment of the amount equivalent to the consideration for such Securities within a period shorter than two months and such payment is delivered to the Registered Financial Institution (limited to an operator engaged in the Securities, etc. Management Business; hereinafter the same applies in this Article and Article 150, item (i), (a)); or

ロ 登録金融機関と預金又は貯金の受入れを内容とする契約を締結する個人から有価証券の売買の受託等をする行為であって、当該契約に付随した貸付けを行う契約に基づき当該個人に対し当該有価証券の対価に相当する額の全部又は一部の貸付け（一月以内に返済を受ける貸付けに限る。）を行うものであること。

(b) that the act is an Acceptance of Entrustment, etc. for the purchase and sale of Securities from any individual that concludes a contract with the Registered Financial Institution on accepting a deposit or savings account, in which all or part of the amount equivalent to the consideration for such Securities is loaned (limited to a loan for which repayment is payable within one month) to such individual under a contract on providing a loan ancillary to such contract;

二 同一人に対する信用の供与が十万円を超えることとならないこと。

(ii) that the credit to be granted to the same person does not exceed 100,000 yen;

三 当該有価証券の売買が累積投資契約（登録金融機関が顧客から金銭を預かり、当該金銭を対価としてあらかじめ定めた期日において当該顧客に有価証券を継続的に売り付ける契約であって、次に掲げる要件の全てを満たすものをいう。）によるものであること。

(iii) that the purchase and sale of the Securities is conducted under the Contract for Cumulative Investment (meaning a contract wherein a Registered Financial Institution receives money deposit from a customer and sells Securities to that customer continuously on dates designated in advance while receiving a consideration payable out of such money deposit, which satisfies all of the following requirements):

イ 有価証券の買付けの方法として、当該有価証券の種類及び買付けのための預り金の充当方法を定めていること。

(a) that the contract provides for the types of the Securities and the means for the appropriation of the deposit for purchasing, as a means of purchasing the Securities;

ロ 預り金の管理の方法として、顧客からの払込金及び顧客が寄託している有価証券の果実並びに償還金の受入れに基づいて発生した登録金融機関の預り金を累積投資預り金として他の預り金と区分して経理することを定めていること。

(b) that the contract provides, as a means for the management of the deposits, that the profits derived from the money paid or Securities deposited by the customer, and the money which the Registered Financial Institution keeps custody due to acceptance of redemption are treated as the Cumulative Investment Deposit, and that accounting of such Cumulative Investment Deposit is managed separately from any other deposit;

ハ 他の顧客又は登録金融機関と共同で買い付ける場合には、顧客が買い付けた有価証券につき回記号及び番号が特定されたときに、当該顧客が単独で当該有価証券の所有権を有することが確定することを定めていること。

(c) that the contract provides that, in cases when the Securities are to be purchased jointly with another customer or Registered Financial Institution, it is certain that the customer acquires sole ownership in the Securities purchased by such customer when the code and number thereof are identified;

ニ 有価証券の管理の方法として、預託を受けた有価証券（登録金融機関と顧客が共有しているものに限る。）が他の有価証券と分別して管理されるものであること。

(d) that the contract provides, as a means for the management of the Securities, that the deposited Securities (limited to those co-owned by the Registered Financial Institution and the customer) are managed separately from any other Securities; and

ホ 顧客から申出があったときには解約するものであること。

(e) that the contract may be terminated if the customer so requests.

(登録金融機関その他業務に係る禁止行為)

(Prohibited Acts Pertaining to Other Business of the Registered Financial Institution)

第百五十条 法第四十四条の二第二項第三号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 150 The acts to be specified by Cabinet Office Order as referred to in Article 44-2, paragraph (2), item (iii) of the Act are as follows:

一 資金の貸付け若しくは手形の割引を内容とする契約の締結の代理若しくは媒介又は信用の供与の条件として、金融商品取引契約の締結又はその勧誘を行う行為（第百十七条第一項第三号に掲げる行為によってするもの、前条各号に掲げる要件の全てを満たすもの及び次に掲げる要件の全てを満たすものを除く。）

(i) to conclude or solicit for the conclusion of a Contract for Financial Instruments Transaction (excluding that which are conducted through the act specified in Article 117, paragraph (1), item (iii) and also excluding that which satisfies all of the requirements specified in the items of the preceding Article and which satisfies all of the requirements specified in the following items), as a condition for providing an agency or intermediary service for the

conclusion of a contract for loans or for discounting negotiable instrument, or as a condition for granting credit:

イ 証票等を提示し、又は通知した個人を相手方として金融商品取引契約の締結又はその勧誘を行う行為であって、当該個人が当該金融商品取引契約に基づく債務に相当する額を二月未満の期間内に一括して支払い、当該額が登録金融機関に交付されること。

(a) that the act is a conclusion of Contracts for Financial Instruments Transaction with any individual that has presented or given notice of Identification Cards, etc. or solicitation therefor, in which case such individual makes a lump-sum payment of the amount equivalent to the obligations under the Contract for Financial Instruments Transaction within a period shorter than two months and such payment is delivered to the Registered Financial Institution; or

ロ 同一人に対する信用の供与が十万円を超えることとならないこと。

(b) that the credit to be granted to the same person does not exceed 100,000 yen;

ハ 当該金融商品取引契約の締結又はその勧誘が次に掲げるいずれかの有価証券又は権利を対象とする電子申込型電子募集取扱業務に係るものであること。

(c) that the conclusion of a Contract for Financial Instruments Transactions or solicitation therefor relates to Electronic-based Application Type Electronic Public Offering Services covering any of the following Securities or rights:

(1) 法第二条第一項第九号に掲げる有価証券（金融商品取引所に上場されていないものに限り、令第十五条の十の二第一項に規定するものを除く。）

1. the Securities specified in Article 2, paragraph (1), item (ix) of the Act (limited to those not listed on a Financial Instruments Exchange, and excluding those provided in Article 15-10-2, paragraph (1) of the Order);

(2) 法第二条第二項の規定により有価証券とみなされる同項第五号又は第六号に掲げる権利（法第三条第三号に掲げるもの又は金融商品取引所に上場されていないものに限り、令第十五条の十の二第二項に規定するものを除く。）

2. the rights specified in Article 2, paragraph (2), item (v) or (vi) of the Act which are deemed to be Securities pursuant to that paragraph (limited to those specified in Article 3, item (iii) of the Act or those not listed on a Financial Instruments Exchange, and excluding those provided in Article 15-10-2, paragraph (2) of the Order);

二 資金の貸付け若しくは手形の割引を内容とする契約の締結の代理若しくは媒介又は信用の供与を行うことを条件として、金融商品取引契約の締結又はその勧誘を行う行為（第百十七条第一項第三号に掲げる行為によってするもの、前条各号に掲げる要件の全てを満たすもの及び前号イからハまでに掲げる要件の全てを満たすもの

を除く。)

(ii) to conclude or solicit for conclusion of a Contract for Financial Instruments Transaction (excluding that which are conducted through the act specified in Article 117, paragraph (1), item (iii) and also excluding that which satisfies all of the requirements specified in the items of the preceding Article and which satisfies all of the requirements specified in (a) through (c) of the preceding item), on the condition that an agency or intermediary service for conclusion of a contract for loans or for discounting negotiable instrument is provided, or that credit is granted;

三 前二号に掲げるもののほか、自己の取引上の優越的な地位を不当に利用して金融商品取引契約の締結又はその勧誘を行う行為

(iii) beyond what is set forth in the preceding two items, an act to conclude or solicit for the conclusion of a Contract for Financial Instruments Transaction, while unjustly taking advantage of one's dominant bargaining position;

四 次に掲げる場合において、その旨を顧客に説明することなく行う有価証券（当該有価証券の引受人となる委託金融商品取引業者が法第二条第六項第三号に掲げるものを行う場合にあつては、同号に規定する新株予約権の行使により取得される有価証券を含む。以下この号において同じ。）の売買の媒介（当該委託金融商品取引業者が引受人となった日から六月を経過する日までの間に当該有価証券を売却するものに係るものに限る。）又は有価証券の募集若しくは売出しの取扱い若しくは私募の取扱い若しくは特定投資家向け売付け勧誘等の取扱い

(iv) in the case referred to as follows, an act to provide an intermediary service for the purchase and sale of Securities (in cases when the Entrusting Financial Instruments Business Operator that is to be an underwriter of the Securities, implements those listed in Article 2, paragraph (6), item (iii) of the Act, including Securities acquired by the exercise of the share option prescribed in that item; hereinafter the same applies in this item) (limited to a service pertaining to cases when Securities are to be sold within the period between the day when the Entrusting Financial Instruments Business Operator becomes an Underwriter and the day on which six months have elapsed therefrom), to deal in the Public Offering or Secondary Distribution of Securities, to deal in the Private Placement of Securities or to deal in the Solicitation for Selling, etc. Only for Professional Investors, without explaining to the customer the fact that any of the following provisions is applicable:

イ 自己に対して借入金に係る債務を有する者が当該有価証券を発行する場合であつて、当該有価証券に係る手取金が当該債務の弁済に充てられることを知っているとき。

(a) if any person that owes a debt to the party itself is to issue the Securities, and where it is aware of the circumstance if the proceeds from such Securities will be appropriated for payment of such debt;

- ロ 自己が借入金の主たる借入先である者が当該有価証券を発行する場合（自己が借入先である事実が法第七十二条の二第三項に規定する発行開示書類又は法第二十七条の三十一第二項若しくは第四項の規定により提供され、若しくは公表された特定証券等情報において記載され、又は記録されている場合に限る。）
- (b) if the person whose major lender of the money is the party itself is to issue the Securities (limited to cases when the Offering Disclosure Documents prescribed in Article 172-2, paragraph (3) of the Act or the Specified Information on Securities, etc. provided or publicized under Article 27-31, paragraph (2) or (4) of the Act contains a statement or record that the lender is the party itself);
- 五 金融商品仲介業務に従事する役員（役員が法人であるときは、その職務を行うべき社員を含む。以下この号において同じ。）又は使用人が、有価証券の発行者である顧客の非公開融資等情報を融資業務若しくは金融機関代理業務に従事する役員若しくは使用人から受領し、又は融資業務若しくは金融機関代理業務に従事する役員若しくは使用人に提供する行為（次に掲げる場合において行うものを除く。）
- (v) an act of an Officer (in cases when the Officer is a corporation, including executive members thereof; hereinafter the same applies in this item) or employee engaged in a Financial Instruments Intermediary Service Operation to receive from, or provide to, an Officer or employee engaged in Loan Business or Financial Institution Agency Service Operations any Undisclosed Loan Information, etc. of the customer which is the Issuer of the Securities (excluding an act conducted in the cases specified as follows):
- イ 非公開融資等情報の提供につき、事前に顧客の書面による同意（第二百二十三条第一項第二十四号の顧客の書面による同意を含む。）を得て提供する場合
- (a) cases when the Undisclosed Loan Information, etc. is to be provided with a prior written consent thereon from the customer (including the customer's written consent set forth in Article 123, paragraph (1), item (xxiv));
- ロ 登録金融機関業務に係る法令を遵守するために、融資業務又は金融機関代理業務に従事する役員又は使用人から非公開融資等情報を受領する必要があると認められる場合
- (b) cases when it is deemed necessary that any Undisclosed Loan Information, etc. be received from an Officer or employee engaged in Loan Business or Financial Institution Agency Service Operations, so as to ensure compliance with the laws and regulations applicable to the Registered Financial Institution Business; or
- ハ 非公開融資等情報を金融商品仲介業務を実施する組織の業務を統括する役員又は使用人に提供する場合
- (c) cases when the Undisclosed Loan Information, etc. is to be provided to an Officer or employee supervising the operation of the section in charge of the execution of the Financial Instruments Intermediary Service

Operations.

第百五十一条及び第百五十二条 削除

Articles 151 and 152 deleted

(金融商品取引業者の親法人等又は子法人等が関与する行為の制限)

(Restriction of Acts Involving Parent Corporations or Subsidiary Corporations of Financial Instruments Business Operators)

第百五十三条 法第四十四条の三第一項第四号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 153 (1) The acts to be specified by Cabinet Office Order as referred to in Article 44-3, paragraph (1), item (iv) of the Act are as follows:

一 通常の取引の条件と著しく異なる条件で、当該金融商品取引業者の親法人等又は子法人等と資産の売買その他の取引を行うこと。

(i) an act to conduct the purchase and sale or any other transactions of assets with the Parent Corporation, etc. or the Subsidiary Corporation, etc. of the Financial Instruments Business Operator under conditions which differ substantially from those for ordinary transactions;

二 当該金融商品取引業者との間で金融商品取引契約を締結することを条件としてその親法人等又は子法人等がその顧客に対して通常の取引の条件よりも有利な条件で資産の売買その他の取引を行っていることを知りながら、当該顧客との間で当該金融商品取引契約を締結すること。

(ii) an act to conclude a Contract for Financial Instruments Transaction with a customer, knowing that the Financial Instruments Business Operator's Parent Corporation, etc. or Subsidiary Corporation, etc. has conducted any purchase and sale or any other transaction of assets with such customer under conditions more favorable than those for ordinary transactions and on the condition that such customer concludes such Contract for Financial Instruments Transaction with such Financial Instruments Business Operator;

三 当該金融商品取引業者の親法人等又は子法人等に対して借入金に係る債務を有する者が発行する有価証券（第百十七条第一項第三十一号に規定する有価証券をいう。以下この号において同じ。）の引受人となる場合であって、当該有価証券（当該金融商品取引業者が法第二条第六項第三号に掲げるものを行う場合にあつては、同号に規定する新株予約権の行使により取得される有価証券を含む。以下この号において同じ。）に係る手取金が当該債務の弁済に充てられることを知っているときにおける次に掲げる行為

(iii) the following acts, in cases when the Financial Instruments Business Operator is to become an Underwriter of the Securities (meaning the Securities prescribed in Article 117, paragraph (1), item (xxxi); hereinafter the same applies in this item) to be issued by any person owing a debt to the

Parent Corporation, etc. or Subsidiary Corporation, etc. of the Financial Instruments Business Operator, and if the Financial Instruments Business Operator of any of its Officers or employees is aware of the circumstance if the proceeds from such Securities (in cases when the Financial Instruments Business Operator implements those listed in Article 2, paragraph (6), item (iii) of the Act, including Securities acquired by the exercise of the share option prescribed in that item; hereinafter the same applies in this item) will be appropriated for the payment of such debt:

イ その旨を顧客に説明することなく当該有価証券を売却すること。

(a) to sell the Securities to a customer, without explaining to the customer the aforementioned circumstance;

ロ その旨を金融商品仲介業務の委託を行う登録金融機関又は金融商品仲介業者に説明することなく当該登録金融機関又は金融商品仲介業者に次に掲げる行為を行わせること（当該金融商品取引業者が当該有価証券を買い戻すことを約している場合を除く。）。

(b) to cause a Registered Financial Institution or a Financial Instruments Intermediary Service Provider which accepts the Financial Instruments Intermediary Service Operation to conduct any of the following acts, without explaining to such Registered Financial Institution or Financial Instruments Intermediary Service Provider the aforementioned circumstance (excluding cases when the Financial Instruments Business Operator has promised to buy back such Securities):

(1) 当該有価証券の売買の媒介（当該金融商品取引業者が引受人となった日から六月を経過する日までの間に当該有価証券を売却するものに係るものに限る。）

1. an intermediary service for the purchase and sale of the Securities (limited to a service pertaining to cases when the Securities are to be sold within the period between the day when the Financial Instruments Business Operator becomes the Underwriter and the day on which six months have elapsed therefrom); or

(2) 当該有価証券の募集若しくは売出しの取扱い若しくは私募の取扱い又は特定投資家向け売付け勧誘等の取扱い

2. dealing in the Public Offering or Secondary Distribution of the Securities, dealing in the Private Placement of the Securities, or dealing in the Solicitation for Selling, etc. Only for Professional Investors in relation to the Securities;

四 当該金融商品取引業者の親法人等又は子法人等が発行する有価証券（次に掲げるものを除く。）の引受けに係る主幹事会社となること。

(iv) to assume the position of the Lead Managing Underwriter for Underwriting of Securities (excluding the Securities specified as follows) to be issued by the Parent Corporation, etc. or Subsidiary Corporation, etc. of

**the Financial Instruments Business Operator:**

イ 金融商品取引所において六月以上継続して上場されている株券（新設合併又は株式移転により設立された株式会社（当該新設合併により消滅した会社又は当該株式移転をした会社の全てが株式会社であり、かつ、それらの発行していた株券が当該新設合併又は当該株式移転に伴い上場を廃止されるまで金融商品取引所において上場されていたものに限る。）のうちその発行する株券が当該新設合併又は当該株式移転に伴い金融商品取引所において上場されてから継続して上場されており、かつ、上場されている期間が六月に満たないものであって、当該上場されている期間と、当該新設合併又は当該株式移転に伴い上場を廃止された株券がその上場を廃止されるまで金融商品取引所において継続して上場されていた期間のうち最も短いものとを合算した期間が六月以上であるものを含む。）又は金融商品取引所において六月以上継続して上場されている投資証券（新設合併により設立された投資法人（当該新設合併により消滅した全ての投資法人の発行していた投資証券が当該新設合併に伴い上場を廃止されるまで金融商品取引所において上場されていたものに限る。）のうちその発行する投資証券が当該新設合併に伴い金融商品取引所において上場されてから継続して上場されており、かつ、上場されている期間が六月に満たないものであって、当該上場されている期間と、当該新設合併に伴い上場を廃止された投資証券がその上場を廃止されるまで金融商品取引所において継続して上場されていた期間のうち最も短いものとを合算した期間が六月以上であるものを含む。）であって、次に掲げる要件のいずれかを満たすもの

(a) share certificates which have been continuously listed on the Financial Instruments Exchange for a period of six months or more (including cases when the share certificates issued by a stock company incorporated through a consolidation-type merger or share transfer (limited to cases when all of the companies extinguished through such consolidation-type merger or companies which implemented such share transfer are stock companies, and if the share certificates issued by those companies had been listed in the Financial Instruments Exchange before they were delisted due to such consolidation-type merger or share transfer) have been continuously listed on the Financial Instruments Exchange since they were listed due to such consolidation-type merger or share transfer, if the period listed is less than six months, and if the total of such period of being listed and the shortest of the periods for which the share certificates delisted due to such consolidation-type merger or share transfer had been continuously listed on the Financial Instruments Exchange until they were delisted is six months or more) or Investment Securities which have been continuously listed on the Financial Instruments Exchange for a period of six months or more (including cases when the Investment Securities issued by an investment corporation incorporated through a consolidation-type merger (limited to cases when the Investment Securities issued by all of



the investment corporations extinguished through such consolidation-type merger had been listed in the Financial Instruments Exchange before they were delisted due to such consolidation-type merger) have been continuously listed on the Financial Instruments Exchange since they were listed due to such consolidation-type merger, if the period listed is less than six months, and if the total of such period of being listed and the shortest of the periods for which the Investment Securities delisted due to such consolidation-type merger had been continuously listed on the Financial Instruments Exchange until they were delisted is six months or more), and which satisfy any of the following requirements:

- (1) 上場日（金融商品取引所に上場されている株券又は投資証券に該当することとなった日をいう。（2）及び（3）において同じ。）が発行日（当該有価証券の引受けに係る有価証券が発行される日をいう。（2）及び（3）並びにハ（3）において同じ。）の三年六月前の日以前の日である場合において、当該親法人等又は子法人等の発行済株券又は発行済投資証券について、当該発行日前六月のいずれかの日（以下イ及びハにおいて「算定基準日」という。）以前三年間の取引所金融商品市場における売買金額（（2）及び（3）において単に「売買金額」という。）の合計を三で除して得た額が百億円以上であり、かつ、当該算定基準日、当該算定基準日の属する年（以下（1）及び（2）において「算定基準年」という。）の前年の応当日及び当該算定基準年の前々年の応当日における時価総額（取引所金融商品市場における時価総額をいう。（2）及び（3）において同じ。）の合計を三で除した額が百億円以上であること。

1. that, in cases when the Listing Date (meaning the day when such share certificates come to fall under the categories of share certificates or Investment Securities listed on the Financial Instruments Exchange; the same applies in 2. and 3.) falls within the day that is or precedes the day three years and six months before the Issue Date (meaning the day when the Securities pertaining to the Underwriting of the Securities are to be issued; the same applies in 2., 3. and (c), 3.), the issued share certificates or issued Investment Securities of the Parent Corporation, etc. or the Subsidiary Corporation, etc. fulfill the following conditions: that the amount derived from dividing the total of the price for the purchase and sale on the Financial Instruments Exchange Market (simply referred to as the "Purchase and Sale Price" in 2. and 3.) for three years before any day belonging to the period six months prior to the Issue Date (referred to as the "Calculation Base Date" in (a) and (c)) by three is ten billion yen or more; and that the amount derived from dividing the total Market Capitalization (meaning the aggregate market value on the Financial Instruments Exchange Market; hereinafter the same applies in 1. and 2.) of such

share certificates as of such Calculation Base Date, as of the day corresponding to such Calculation Base Date which falls within the year immediately prior to the year containing such Calculation Base Date (referred to as the "Calculation Base Year" in 2. and 3.), and as of the day corresponding to such Calculation Base Date which falls within the year two years prior to the Calculation Base Year by three is ten billion yen or more;

- (2) 上場日が発行日の三年六月前の日後の日であって二年六月前の日以前の日である場合において、当該親法人等又は子法人等の発行済株券又は発行済投資証券について、算定基準日以前二年間の売買金額の合計を二で除して得た額が百億円以上であり、かつ、当該算定基準日及び算定基準年の前年の応当日における時価総額の合計を二で除した額が百億円以上であること。

2. in cases when the Listing Date falls within the period between the day after the day three years and six months before the Issue Date and the day that is or precedes the day two years and six months before the Issuance Date, the amount derived from dividing the total Purchase and Sale Price of the issued share certificates or issued Investment Securities of the Parent Corporation, etc. or the Subsidiary Corporation, etc. for the two years prior to the Calculation Base Date by two is ten billion yen or more, and the amount derived from dividing the total Market Capitalization of such share certificates as of such Calculation Base Date and the day corresponding to the Calculation Base Date which falls within the year immediately prior to the Calculation Base Year by two is ten billion yen or more; or

- (3) 上場日が発行日の二年六月前の日後の日である場合において、当該親法人等又は子法人等の発行済株券又は発行済投資証券について、算定基準日以前一年間の売買金額が百億円以上であり、かつ、当該算定基準日における時価総額が百億円以上であること。

3. in cases when the Listing Date falls within the day after the day two years and six months before the Issuance Date, the Amount of Purchase and Sale of the issued share certificates or issued Investment Securities of the Parent Corporation, etc. or the Subsidiary Corporation, etc. for one year prior to the Calculation Base Date is ten billion yen or more, and the Market Capitalization of such share certificates as of the Calculation Base Date is ten billion yen or more;

ロ 新株予約権証券又は新投資口予約権証券であって、新株予約権又は新投資口予約権の行使により取得され、又は引き受けられることとなる株券又は投資証券がイに該当するもの

(b) Securities that are share option certificates or Investment Equity Subscription Rights Certificates, where share certificates or Investment Equity Subscription Rights Certificates that are acquired or underwritten

by the exercise of the share option or Investment Equity Subscription Rights correspond to (a) above;

ハ 新株予約権付社債券（新株予約権の行使により取得され、又は引き受けられることとなる株券がイに該当するものに限る。）若しくは社債券（新株予約権付社債券を除く。以下ハにおいて同じ。）又は投資法人債券であつて、その発行者が次に掲げる要件の全てを満たすもの

(c) Securities that are corporate bond certificates with share options (limited to those share certificates to be acquired or underwritten by the exercise of share options which correspond to (a) above) or corporate bond certificates (excluding corporate bond certificates with share options; hereinafter the same applies in (c) below) or Investment Corporation Bond Certificates, which Issuer meets all of the following requirements:

- (1) 当該発行者が本邦においてその募集又は売出しに係る有価証券届出書又は発行登録追補書類（法第二十三条の八第一項に規定する発行登録追補書類をいう。（2）及び（3）において同じ。）を提出することにより発行し、又は交付された社債券又は投資法人債券（金融商品取引所において六月以上継続して上場されていたもの又は認可金融商品取引業協会によって六月以上継続的に売買の価格若しくは気配相場の価格が公表されていたものに限る。（2）及び（3）において同じ。）について、算定基準日以前一年間の取引所金融商品市場における売買高の総額が百億円以上であること又は認可金融商品取引業協会によって算定基準日以前一年間の売買高の総額が百億円以上であることが公表されていること。

1. with regard to corporate bond certificates or Investment Corporation Bond Certificates (limited to those which have been listed for six months or longer continuously on the Financial Instruments Exchange or for which the purchasing and selling price or indicative price quotations has been publicized by the Authorized Financial Instruments Firms Association for six months or longer continuously; the same applies in 2. and 3. below) that the Issuer issued or delivered by submitting Registration Statements or Shelf Registration Supplements (meaning the Shelf Registration Supplements prescribed in Article 23-8, paragraph (1) of the Act; the same applies in 2. and 3.) pertaining to its Public Offering or Secondary Distributions in Japan, the total of trading volume at the Financial Instruments Exchange Market over one year before the Calculation Base Date is 10 billion yen or more, or it is publicized by the Authorized Financial Instruments Firms Association that the total trading volume over one year before the Calculation Base Date is 10 billion yen or more;

- (2) 当該発行者が本邦においてその募集又は売出しに係る有価証券届出書又は発行登録追補書類を提出することにより発行し、又は交付された社債券若しくは投資法人債券の算定基準日における券面総額又は振替社債（社債、株

式等の振替に関する法律第六十六条に規定する振替社債をいう。(3)において同じ。)若しくは振替投資法人債(同法第一百六条に規定する振替投資法人債をいう。(3)において同じ。)の総額が二百五十億円以上であること。

2. total face value as of the Calculation Base Date of corporate bond certificates issued or delivered by the Issuer in Japan by submitting Registration Statements or Shelf Registration Supplements pertaining to its Public Offering or Secondary Distribution or the total amount of Book-entry Company Bonds (meaning the Book-entry Company Bonds prescribed in Article 66 of the Act on Transfer of Bonds, Shares, etc.; the same applies in 3.) or Book-Entry Transfer Investment Corporation Bonds (meaning the Book-Entry Transfer Investment Corporation Bonds provided in Article 116 of the same Act; the same applies in 3.) is 25 billion yen or more; and

(3) 当該発行者が本邦において発行日以前五年間にその募集又は売出しに係る有価証券届出書又は発行登録追補書類を提出することにより発行し、又は交付された社債券若しくは投資法人債券の券面総額又は振替社債若しくは振替投資法人債の総額が百億円以上であること。

3. total face value of corporate bond certificates or Investment Corporation Bond Certificates issued or delivered by the Issuer in Japan by submitting Registration Statements or Shelf Registration Supplements pertaining to its Public Offering or Secondary Distribution over five years before the issue date or total amount of Book-entry Company Bonds or Book-Entry Transfer Investment Corporation Bonds is 10 billion yen or more;

ニ 株券等(株券、新株予約権証券、社債券、投資証券、新投資口予約権証券又は投資法人債券をいう。)であって、次に掲げる要件の全てを満たす金融商品取引業者が引受幹事会社(第四百七条第三号に規定する引受幹事会社をいう。)としてその引受けに係る発行価格(新株予約権証券にあつては新株予約権の行使に際して払い込むべき金額及び新株予約権の行使により株券を発行する場合における当該株券の発行価格を、新投資口予約権証券にあつては新投資口予約権の行使に際して払い込むべき金額及び新投資口予約権の行使により投資証券を発行する場合における当該投資証券の発行価格を、新株予約権付社債券にあつては利率、新株予約権の発行価格、新株予約権の行使に際して払い込むべき金額及び新株予約権の行使により株券を発行する場合における当該株券の発行価格を、社債券(新株予約権付社債券を除く。)にあつては利率を含む。)又は投資法人債券の決定に適切に関与しているもの(イからハマまでに該当するものを除く。)

(d) share certificates, etc. (meaning share certificates, share option certificates, corporate bond certificates, Investment Securities, Certificates of Investment Equity Subscription Rights, Investment Corporation Bond Certificates) for which a Financial Instruments Business Operator that

satisfies all of the following requirements is appropriated involved in the decision as to the issue price (including the amount to be paid at the exercise of share options and issue price of share certificates in cases of issuing the share certificates by the exercise of share options, in cases of share certificates; the amount to be paid upon the exercise of Investment Equity Subscription Rights and the issue price of the Investment Securities in the case of issuing the Investment Securities by the exercise of the Investment Equity Subscription Rights, in cases of Certificates of Investment Equity Subscription Rights; interest rate, issue price of share options, the amount to be paid at the exercise of share options, and issue price of share certificates in cases of issuing the share certificates by exercise of share options, in cases of bonds with share options; and interest rate in cases of bonds (excluding bonds with share options)) pertaining to the underwriting or Investment Corporation Bonds as a Managing Underwriter (meaning a Managing Underwriter prescribed in Article 147, item (iii)) (excluding those which fall under (a) through (c)):

- (1) 法第二十八条第一項第三号イに掲げる行為に係る業務を行うことについて法第二十九条の登録を受けていること。
1. that it has obtained the registration under Article 29 of the Act for engaging in a business pertaining to the acts listed in Article 28, paragraph (1), item (iii), (a) of the Act;
- (2) 有価証券の引受けに係る業務に関する十分な経験を有すること。
2. that it has sufficient experience concerning the business pertaining to the Underwriting of Securities;
- (3) 主幹事会社又は当該株券等の発行者（以下ニにおいて「主幹事会社等」という。）の親法人等又は子法人等でないこと。
3. that it is not a Parent Corporation, etc. or a Subsidiary Corporation, etc. of the Lead Managing Underwriter or an issuer of such share certificates, etc. (hereinafter referred to as the "Lead Managing Underwriter, etc." in (d));
- (4) 主幹事会社等又はその親法人等若しくは子法人等の総株主等の議決権の百分の五以上の数の対象議決権（法第二十九条の四第二項に規定する対象議決権をいい、同条第五項の規定により保有しているものとみなされるものを含む。（5）において同じ。）を保有していないこと。
4. that it does not hold Subject Voting Rights (meaning Subject Voting Rights prescribed in Article 29-4, paragraph (2) of the Act and including those which are deemed to be held pursuant to the provisions of paragraph (5) of that Article; the same applies in 5.) in the Lead Managing Underwriter, etc., or a Parent Corporation, etc. or a Subsidiary Corporation, etc. thereof in an amount of five percent or more of Voting Rights Held by All the Shareholders, etc. thereof;

- (5) その総株主等の議決権の百分の五以上の数の対象議決権を主幹事会社等又はその親法人等若しくは子法人等が保有していないこと。
5. that the Lead Managing Underwriter, etc., or a Parent Corporation, etc. or a Subsidiary Corporation, etc. thereof does not hold Subject Voting Rights in it in an amount of five percent or more of Voting Rights Held by All the Shareholders, etc. thereof;
- (6) 次に掲げる者が、主幹事会社等の取締役及び執行役（理事、監事その他これらに準ずる者を含む。以下（6）及び（7）において同じ。）並びにその代表権を有する取締役及び執行役の過半数を占めていないこと。
6. that the following persons do not constitute a majority of directors and executive officers (including board members, auditors and any other persons equivalent thereto; the same applies in 6. and 7.) of the Lead Managing Underwriter, etc., and directors and executive officers thereof with the authority of representation:
- (i) その役員（役員が法人であるときは、その職務を行うべき社員を含む。以下（6）において同じ。）及び主要株主
- i. its Officers (if an Officer is a corporation, including executive members thereof; hereinafter the same applies in 6.) and Major Shareholders;
- (i i) (i) に掲げる者の親族（配偶者並びに二親等内の血族及び姻族に限る。）
- ii. relatives of the persons listed in i. (limited to a spouse, and a relative by blood and a relative by affinity within the second degree of kinship);
- (i i i) 自己並びに（i）及び（i i）に掲げる者が、他の会社等（令第十五条の十六第三項に規定する会社等をいう。）の総株主等の議決権の百分の五十を超える議決権を保有している場合における当該他の会社等及びその役員
- iii. where itself or any person listed in 6., i. and 6., ii. holds voting rights in another Company, etc. (meaning a Company, etc. prescribed in Article 15-16, paragraph (3) of the Order) exceeding fifty percent of Voting Rights Held by All the Shareholders, etc. thereof, such other Company, etc. and its Officers; and
- (i v) その役員であった者（役員でなくなった日から二年を経過するまでの者に限る。）及び使用人
- iv. persons that were formerly its Officers (limited to those that fall under the cases where two years have not elapsed from the day on which they ceased to be Officers) and employees; and
- (7) その取締役及び執行役並びにその代表権を有する取締役及び執行役の過半数を主幹事会社等についての（6）（i）から（i v）までに掲げる者が占めていないこと。
7. that the majority of its directors and executive officers and directors,

and its executive officers with the authority of representation is not constituted by the persons listed in 6., i. through iv. with regard to the Lead Managing Underwriter, etc.;

五 有価証券の引受人となった日から六月を経過する日までの間において、当該金融商品取引業者の親法人等又は子法人等がその顧客に当該有価証券（当該金融商品取引業者が法第二条第六項第三号に掲げるものを行う場合にあっては、同号に規定する新株予約権を行使することにより取得する有価証券。以下この号において同じ。）の買入代金につき貸付けその他信用の供与をしていることを知りながら、当該金融商品取引業者が当該顧客に当該有価証券を売却すること。

(v) an act to sell Securities to a customer, within the period between the day when the Financial Instruments Business Operator becomes the Underwriter of the Securities and the day on which six months have elapsed therefrom, knowing that its Parent Corporation, etc. or Subsidiary Corporation, etc. has extended a loan or otherwise granted credit to such customer in relation to the purchase price of such Securities (in cases when the Financial Instruments Business Operator implements those listed in Article 2, paragraph (6), item (iii) of the Act, Securities that are acquired by exercising the share options prescribed in that item; hereinafter the same applies in this item);

六 有価証券（国債証券、地方債証券並びに政府が元本の償還及び利息の支払について保証している社債券その他の債券を除く。）の引受人となった日から六月を経過する日までの間において、当該金融商品取引業者の親法人等又は子法人等に当該有価証券（当該金融商品取引業者が法第二条第六項第三号に掲げるものを行う場合にあっては、同号に規定する新株予約権を行使することにより取得する有価証券。以下この号において同じ。）を売却すること（次に掲げる場合において行うものを除く。）。

(vi) an act to sell Securities (excluding national government bond securities and municipal bond securities, and also excluding corporate bond certificates or any other bond certificates for which the government guarantees redemption of principal and interest payments) to its Parent Corporation, etc. or Subsidiary Corporation, etc., within the period between the day when it becomes the Underwriter of such Securities (in cases when the Financial Instruments Business Operator implements those listed in Article 2, paragraph (6), item (iii) of the Act, Securities that are acquired by exercising the share options prescribed in that item; hereinafter the same applies in this item) and the day on which six months have elapsed therefrom (excluding the sales to be conducted in the cases specified as follows):

イ 当該金融商品取引業者の親法人等又は子法人等である信託会社又は信託業務を営む金融機関に運用方法が特定された金銭の信託（当該金銭の信託の委託者が当該金融商品取引業者の親法人等又は子法人等に該当する場合を除く。）に係る信託財産をもって当該有価証券を取得させる場合

- (a) to have the trust company or the financial institution engaged in the trust business, which is the Financial Instruments Business Operator's Parent Corporation, etc. or Subsidiary Corporation, etc., acquire the Securities, by means of the trust property under the money trust of which means of investment are specified (excluding cases when the settlor of such money trust falls under the category of the Financial Instruments Business Operator's Parent Corporation, etc. or Subsidiary Corporation, etc.);
- ロ 当該金融商品取引業者の親法人等又は子法人等が金融商品取引業又は登録金融機関業務の顧客（当該顧客が当該親法人等又は子法人等に該当する場合を除く。）から当該有価証券の売買に関する注文を受け、当該親法人等又は子法人等がその相手方となって当該売買を成立させるために当該有価証券を取得させる場合
- (b) to have the Financial Instruments Business Operator's Parent Corporation, etc. or Subsidiary Corporation, etc. acquire the Securities, with a view to having such Parent Corporation, etc. or Subsidiary Corporation, etc. receive orders for the purchase and sale of the Securities from a customer of the Financial Instruments Business or Registered Financial Institution Business (excluding cases when the customer falls under the category of its Parent Corporation, etc. or Subsidiary Corporation, etc.) and effect such purchase and sale wherein the Parent Corporation, etc. or Subsidiary Corporation, etc. is the counterparty thereto;
- ハ 当該有価証券の募集若しくは売出し又は特定投資家向け取得勧誘若しくは特定投資家向け売付け勧誘等に際し、金融商品取引所又は認可金融商品取引業協会の規則で定めるところにより、有価証券の募集若しくは売出し又は特定投資家向け取得勧誘若しくは特定投資家向け売付け勧誘等に際して行う当該有価証券に対する投資者の需要の状況に関する調査を行った場合において、当該調査により当該有価証券に対する投資者の十分な需要が適正に把握され、合理的かつ公正な発行条件が決定されている場合
- (c) with regard to the Public Offering or Secondary Distribution of the Securities, or the Solicitation for Acquisition Only for Professional Investors or Solicitation for Selling, etc. Only for Professional Investors in relation to such Securities, cases when the pre-hearing on the investors' demands for such Securities to be implemented for the Public Offering or Secondary Distribution of the Securities or the Solicitation for Acquisition Only for Professional Investors or Solicitation for Selling, etc. Only for Professional Investors was implemented pursuant to the provisions of the rules of the Financial Instruments Exchange or of the Authorized Financial Instruments Firms Association, in which case such pre-hearing appropriately revealed the existence of investors' demands which were adequate for such Securities and based upon which the reasonable and fair



terms and conditions for the issuance thereof has been determined;

七 有価証券関連業を行う金融商品取引業者（第一種金融商品取引業を行う者に限る。）が発行者等に関する非公開情報を当該金融商品取引業者の親法人等若しくは子法人等から受領し、又は当該親法人等若しくは子法人等に提供すること（次に掲げる場合において行うものを除く。）。

(vii) an act whereby a Financial Instruments Business Operator engaged in a Securities-Related Business (limited to an operator engaged in a Type-I Financial Instruments Business) receives from, or provides to, its Parent Corporation, etc. or Subsidiary Corporation, etc. any Undisclosed Information on Issuers, etc. (excluding any acts conducted in the cases specified as follows):

イ 当該金融商品取引業者又はその親法人等若しくは子法人等による非公開情報の提供についてあらかじめ当該発行者等の書面による同意がある場合（発行者等が外国法人（法人でない団体で代表者又は管理人の定めのあるものを含む。）であつて、かつ、当該発行者等が所在する国の法令上この号に規定する行為に相当する行為を制限する規定がない場合において、当該発行者等が電磁的記録により同意の意思表示をしたとき又は非公開情報の提供に関し当該発行者等が締結している契約の内容及び当該国の商慣習に照らして当該発行者等の同意があると合理的に認められるときは、当該発行者等の書面による同意を得たものとみなす。）

(a) if the Issuer, etc. has given a prior written consent on the provision of such Undisclosed Information by the Financial Instruments Business Operator or its Parent Corporation, etc. or Subsidiary Corporation, etc. (in cases when the Issuer, etc. is a foreign corporation (including an organization which is not a corporation and which has a provision for a representative or manager), and if there is no provision under the laws and regulations of the country of the location of the Issuer, etc. which restricts an act equivalent to those provided in this item, if the Issuer, etc. manifested its intention to give consent by means of an electronic or magnetic record or if it is reasonably deemed that the Issuer, etc. has given a consent considering the terms and conditions of the contract concluded by the Issuer, etc. in relation to the provision of Undisclosed Information and the commercial customs of the relevant country, a written consent of the Issuer, etc. is deemed to have been obtained);

ロ 当該金融商品取引業者の親法人等又は子法人等に金融商品仲介業に係る委託を行う場合であつて、第二百八十一条第十二号イからハマまでに掲げる情報を受領する場合又は第二百二十三条第一項第十八号イからハマまでに掲げる情報を提供する場合

(b) if the Financial Instruments Business Operator makes an entrustment pertaining to a Financial Instruments Intermediary Service to its Parent Corporation, etc. or Subsidiary Corporation, etc., and where it receives the information listed in Article 281, item (xii), (a) through (c) or provides the

information listed in Article 123, paragraph (1), item (xviii), (a) through (c);

ハ 当該金融商品取引業者の親銀行等又は子銀行等に金融商品仲介業務に係る委託を行う場合であつて、第百二十三条第一項第二十四号イ若しくはロに掲げる情報を受領する場合又は同項第十八号イからハまでに掲げる情報を提供する場合

(c) if the Financial Instruments Business Operator makes an entrustment pertaining to Financial Instruments Intermediary Service Operations to its Parent Bank, etc. or Subsidiary Bank, etc., and where it receives the information specified in Article 123, paragraph (1), item (xxiv), (a) or (b) or provides the information listed in item (xviii), (a) through (c) of that paragraph;

ニ 当該金融商品取引業者の親銀行等若しくは子銀行等である所属金融機関（銀行法第二条第十六項に規定する所属銀行、長期信用銀行法第十六条の五第三項に規定する所属長期信用銀行、信用金庫法第八十五条の二第三項に規定する所属信用金庫、協同組合による金融事業に関する法律第六条の三第三項に規定する所属信用協同組合、労働金庫法第八十九条の三第三項に規定する所属労働金庫、農業協同組合法第九十二条の二第三項に規定する所属組合、水産業協同組合法第二百一十一条の二第三項に規定する所属組合及び農林中央金庫をいう。以下同じ。）の委託を受けて金融機関代理業を行う場合であつて、次の（１）若しくは（２）に掲げる情報を受領する場合又は次の（３）若しくは（４）に掲げる情報を提供する場合

(d) if the Financial Instruments Business Operator conducts Financial Institution Agency Service based on an entrustment by a Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc. (the term a "Principal Financial Institution" means the Principal Bank prescribed in Article 2, paragraph (16) of the Banking Act, the Principal Long-Term Credit Bank prescribed in Article 16-5, paragraph (3) of the Long-Term Credit Bank Act, the Principal Shinkin Bank prescribed in Article 85-2, paragraph (3) of the Shinkin Bank Act, the Principal Credit Cooperative prescribed in Article 6-3, paragraph (3) of the Act on Financial Businesses by Cooperative, the Principal Labor Bank prescribed in Article 89-3, paragraph (3) of the Labor Bank Act, the Principal Cooperative prescribed in Article 92-2, paragraph (3) of the Agricultural Cooperatives Act, the Principal Cooperative prescribed in Article 121-2, paragraph (3) of the Fisheries Cooperatives Act, and the Norinchukin Bank; the same applies hereinafter), and where it receives the information specified in 1. or 2. below or provides the information specified in 3. or 4. below:

（１） 当該金融商品取引業者が親銀行等又は子銀行等である所属金融機関の委託を受けて行う金融機関代理業に係る情報

1. information on the Financial Institution Agency Service to be conducted by the Financial Instruments Business Operator based on an

entrustment by a Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc.;

- (2) 当該金融商品取引業者が親銀行等又は子銀行等である所属金融機関の委託を受けて行う金融機関代理業に係る法令を遵守するために受領する必要があると認められる情報

2. information which is deemed necessary to be received by the Financial Instruments Business Operator, in order to assure its compliance with the laws and regulations applicable to the Financial Institution Agency Services to be conducted based on an entrustment by a Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc.;

- (3) 当該金融商品取引業者が親銀行等又は子銀行等である所属金融機関の委託を受けて行う金融機関代理業を行うために所属金融機関に対し提供する必要があると認められる情報

3. information which is deemed necessary to be provided from the Financial Instruments Business Operator to a Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc., for the purpose of the performance of the Financial Institution Agency Service to be conducted based upon an entrustment by such Principal Financial Institution;

- (4) 当該金融商品取引業者が親銀行等又は子銀行等である所属金融機関の委託を受けて行う金融機関代理業により知り得た情報であつて、当該金融商品取引業者が法令を遵守するため、当該所属金融機関に提供する必要があると認められる情報

4. information which may come to the knowledge of the Financial Instruments Business Operator in the course of the Financial Institution Agency Service it conducts based upon an entrustment from the Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc., and which is deemed necessary to be provided to such Principal Financial Institution in order to assure such Financial Instruments Business Operator's compliance with the laws and regulations;

ホ 次の(1)から(5)までに掲げるものを算出するため当該金融商品取引業者がその親銀行等又は子銀行等に顧客への信用の供与等の額を提供する場合

(e) if the Financial Instruments Business Operator discloses to its Parent Bank, etc. or Subsidiary Bank, etc. the amount of the Credit, etc. granted to its customers, for the purpose of the calculation of the amount specified in 1. through 5. below:

- (1) 銀行法第十三条第二項（長期信用銀行法第十七条、信用金庫法第八十九条第一項、労働金庫法第九十四条第一項及び協同組合による金融事業に関する法律第六条第一項の規定において準用する場合を含む。）に規定する信用

の供与等の額及び合算信用供与等限度額

1. the amount of Credit, etc. granted and the Consolidated Limit for Granting of Credit, etc. as prescribed in Article 13, paragraph (2) of the Banking Act (including cases when it is applied mutatis mutandis pursuant to Article 17 of the Long-Term Credit Bank Act, Article 89, paragraph (1) of the Shinkin Bank Act, Article 94, paragraph (1) of the Labor Bank Act and Article 6, paragraph (1) of the Act on Financial Businesses by Cooperative);
    - (2) 保険業法第九十七条の二第三項に規定する資産運用の額及び同項に規定する合算して内閣府令で定めるところにより計算した額
  2. the amount of assets investment prescribed in Article 97-2, paragraph (3) of the Insurance Business Act, and the amount of the sum calculated pursuant to the provisions of Cabinet Office Order as referred to in that paragraph;
    - (3) 農林中央金庫法第五十八条第二項に規定する信用の供与等の額及び合算信用供与等限度額
  3. the amount of Credit, etc. granted and the Consolidated Limit for Granting of Credit, etc. as prescribed in Article 58, paragraph (2) of the Norinchukin Bank Act;
    - (4) 農業協同組合法第十一条の四第二項に規定する信用の供与等の額及び合算信用供与等限度額
  4. the amount of Credit, etc. granted and the Consolidated Limit for Granting of Credit, etc. as prescribed in Article 11-4, paragraph (2) of the Agricultural Cooperatives Act;
    - (5) 水産業協同組合法第十一条の十一第二項に規定する信用の供与等の額及び合算信用供与等限度額
  5. the amount of Credit, etc. granted and the Consolidated Limit for Granting of Credit, etc. as prescribed in Article 11-11, paragraph (2) of the Fisheries Cooperatives Act;
- へ 法第二十四条の四の二第一項に規定する確認書又は法第二十四条の四の四第一項に規定する内部統制報告書を作成するために必要な情報を受領し、又は提供する場合（当該金融商品取引業者及び当該情報を当該金融商品取引業者に提供し、又は当該金融商品取引業者から受領する親法人等又は子法人等において当該確認書及び内部統制報告書の作成を行う部門から非公開情報が漏えいしない措置が的確に講じられている場合に限る。）
- (f) if the Financial Instruments Business Operator receives or provides the information necessary for the preparation of a Confirmation Letter as prescribed in Article 24-4-2, paragraph (1) of the Act or an Internal Control Report as prescribed in Article 24-4-4, paragraph (1) of the Act (limited to cases when the Financial Instruments Business Operator, as well as its Parent Corporation, etc. or Subsidiary Corporation, etc. which provides

- such information to, or receives such information from, the Financial Instruments Business Operator, have taken secure measures to prevent the leaking of the Undisclosed Information from the section in charge of the preparation of such Confirmation Report and Internal Control Report);
- ト 電子情報処理組織の保守及び管理を行うために必要な情報を受領し、又は提供する場合（当該金融商品取引業者及び当該情報を当該金融商品取引業者に提供し、又は当該金融商品取引業者から受領する親法人等又は子法人等において電子情報処理組織の保守及び管理を行う部門から非公開情報が漏えいしない措置が的確に講じられている場合に限る。）
- (g) if the Financial Instruments Business Operator receives or provides any information necessary for the maintenance and management of an Electronic data processing system (limited to cases when the Financial Instruments Business Operator, as well as its Parent Corporation, etc. or Subsidiary Corporation, etc. which provides such information to the Financial Instruments Business Operator or receives such information from the Financial Instruments Business Operator, have taken secure measures to prevent the leaking of the Undisclosed Information from the section in charge of the maintenance and management of the Electronic data processing system);
- チ 法令等に基づいて非公開情報を受領し、又は提供する場合
- (h) if the Financial Instruments Business Operator receives or provides Undisclosed Information under the Laws and Regulations, etc.; and
- リ 内部の管理及び運営に関する業務の全部又は一部を行うために必要な情報を受領（第三項第七号に掲げる業務の全部又は一部を行うために必要な情報を受領する場合においては、当該金融商品取引業者の子法人等からの受領に限る。）し、又はその特定関係者に提供（同号に掲げる業務の全部又は一部を行うために必要な情報を提供する場合においては、当該金融商品取引業者の親法人等への提供に限る。）する場合（当該金融商品取引業者及び当該情報を当該金融商品取引業者に提供し、又は当該金融商品取引業者から受領する特定関係者において内部の管理及び運営に関する業務を行う部門から非公開情報が漏えいしない措置が的確に講じられている場合に限る。）
- (i) if the Financial Instruments Business Operator receives (in cases of receiving information necessary for conducting all or part of the business specified in paragraph (3), item (vii), limited to the case of receiving information from a Subsidiary Corporation, etc. of the Financial Instruments Business Operator), or provides (in cases of providing information necessary for conducting all or part of the businesses specified in that item, limited to the case of providing information to a Parent Corporation, etc. of the Financial Instruments Business Operator) to its Person in Specified Relationship, information necessary for handling all or part of the Internal Management and Operation Affairs (limited to cases

when measures have been precisely taken by such Financial Instruments Business Operator and the Person in Specified Relationship that provides such information to such Financial Instruments Business Operator or receives such information from such Financial Instruments Business Operator, in order to prevent the leaking of Undisclosed Information from the sections in charge of the Internal Management and Operation Affairs);

八 有価証券関連業を行う金融商品取引業者（第一種金融商品取引業を行う者に限る。）が、その親法人等又は子法人等から取得した顧客に関する非公開情報（当該親法人等又は子法人等が当該顧客の書面による同意を得ずに提供したものに限る。）を利用して金融商品取引契約の締結を勧誘すること（前号イの規定により当該顧客の書面による同意を得たものとみなされる場合を除く。）。

(viii) an act whereby a Financial Instruments Business Operator engaged in a Securities-Related Business (limited to such operator engaged in a Type-I Financial Instruments Business) solicits for the conclusion of a Contract for Financial Instruments Transaction by utilizing the Undisclosed Information on customers acquired from its Parent Corporation, etc. or Subsidiary Corporation, etc. (limited to any information provided by the Parent Corporation, etc. or Subsidiary Corporation, etc. without obtaining the customer's written consent) (excluding cases when a written consent of the customer is deemed to have been obtained pursuant to (a) of the preceding item);

九 有価証券関連業を行う金融商品取引業者（第一種金融商品取引業を行う者に限る。）が、その親法人等又は子法人等から取得した発行者等に関する非公開情報（第七号ト及びリの場合に取得したものに限る。）を電子情報処理組織の保守及び管理並びに内部の管理及び運営に関する業務を行うため以外の目的で利用すること。

(ix) an act whereby a Financial Instruments Business Operator engaged in a Securities-Related Business (limited to such operator engaged in a Type-I Financial Instruments Business) utilizes the Undisclosed Information on issuers, etc. acquired from its Parent Corporation, etc. or Subsidiary Corporation, etc. (limited to such information acquired in the cases under item (vii), (g) and (i)) for any purpose other than handling affairs related to the maintenance and management of Electronic Data Processing Systems and the Internal Management and Operation Affairs;

十 有価証券関連業を行う金融商品取引業者（第一種金融商品取引業を行う者に限る。）が、その親銀行等又は子銀行等の取引上の優越的な地位を不当に利用して金融商品取引契約の締結又はその勧誘を行うこと。

(x) an act whereby a Financial Instruments Business Operator engaged in a Securities-Related Business (limited to such operator engaged in a Type-I Financial Instruments Business) concludes or solicits for the conclusion of a Contract for Financial Instruments Transaction by unjustly taking advantage of a dominant bargaining position of its Parent Bank, etc. or

Subsidiary Bank, etc.;

十一 金融商品取引業者が、その親銀行等又は子銀行等と共に顧客を訪問する際に、当該金融商品取引業者がその親銀行等又は子銀行等と別の法人であることの開示をせず、同一の法人であると顧客を誤認させるような行為を行うこと。

(xi) in cases when the Financial Instruments Business Operator visits a customer with its Parent Bank, etc. or Subsidiary Bank, etc., and where such Financial Instruments Business Operator fails to inform the customer that it is a corporation separate from the Parent Bank, etc. or Subsidiary Bank, etc. or conducts any act which would mislead the customer into believing that it is the same corporation as such Parent Bank, etc. or Subsidiary Bank, etc.;

十二 当該金融商品取引業者の親法人等又は子法人等が有価証券の引受けに係る主幹事会社である場合において、当該有価証券の募集若しくは売出し又は特定投資家向け取得勧誘若しくは特定投資家向け売付け勧誘等の条件に影響を及ぼすために、その行う投資助言業務に関して実勢を反映しない作為的な相場を形成することを目的とした助言を行い、又はその行う投資運用業に関して実勢を反映しない作為的な相場を形成することを目的とした取引を行うことを内容とした運用を行うこと。

(xii) in cases when the Parent Corporation, etc. or Subsidiary Corporation, etc. of the Financial Instruments Business Operator is the Lead Managing Underwriter pertaining to the Underwriting of Securities, an act to give advice for the purpose of creating a manipulative quotation not reflecting actual market status in relation to its Investment Advisory Business, or to make an investment for the purpose of creating a manipulative quotation not reflecting actual market status in relation to its Investment Management Business, with a view to having an impact on the conditions of the Public Offering or Secondary Distribution of such Securities or on the conditions of the Solicitation for Acquisition Only for Professional Investors or Solicitation for Selling, etc. Only for Professional Investors related to such Securities;

十三 当該金融商品取引業者の親法人等又は子法人等が有価証券の引受け等を行っている場合において、当該親法人等又は子法人等に対する当該有価証券の取得又は買付けの申込み（当該親法人等又は子法人等が法第二条第六項第三号に掲げるものを行っている場合にあつては、同号に規定する新株予約権を取得した者による当該新株予約権の行使）の額が当該親法人等又は子法人等が予定していた額に達しないと見込まれる状況の下で、当該親法人等又は子法人等の要請を受けて、その行う投資助言業務に関して当該有価証券（当該親法人等又は子法人等が同号に掲げるものを行っている場合にあつては、当該新株予約権の行使により取得される有価証券。以下この号において同じ。）を取得し、若しくは買い付けることを内容とした助言を行い、又はその行う投資運用業に関して当該有価証券を取得し、若しくは買い付けることを内容とした運用を行うこと。

(xiii) in cases when the Parent Corporation, etc. or Subsidiary Corporation, etc. of the Financial Instruments Business Operator conducts the Underwriting of Securities, etc., and if the amount pertaining to applications for the

acquisition or purchase of the Securities made to such Parent Corporation, etc. or Subsidiary Corporation, etc. (in cases when the Parent Corporation, etc. or Subsidiary Corporation, etc. implements those listed in Article 2, paragraph (6), item (iii) of the Act, exercise of the share option by the person that acquired the share option prescribed in that item) is likely to be less than the amount that such Parent Corporation, etc. or Subsidiary Corporation, etc. had scheduled, to advise to acquire or purchase of such Securities (in cases when the Parent Corporation, etc. or Subsidiary Corporation, etc. implements those listed in that item, Securities acquired by exercise of the share option; hereinafter the same applies in that item), in relation to its Investment Advisory Business, or to make an investment whose purpose is to acquire or purchase such Securities, in relation to its Investment Management Business, upon the request of such Parent Corporation, etc. or Subsidiary Corporation, etc.;

十四 当該金融商品取引業者の親法人等又は子法人等が発行する有価証券に係る電子申込型電子募集取扱業務等を行うこと。

(xiv) to conduct Electronic-based Application Type Electronic Public Offering Services, etc. pertaining to Securities issued by a Parent Corporation, etc. or Subsidiary Corporation, etc. of the Financial Instruments Business Operator;

十五 何らの名義によってするかを問わず、法第四十四条の三第一項の規定による禁止を免れること。

(xv) to evade the prohibitions under Article 44-3, paragraph (1) of the Act, irrespective of the name under which the act is to be conducted.

2 前項第七号及び第八号の金融商品取引業者又はその親法人等若しくは子法人等が発行者等（法人に限る。以下この項において同じ。）に対して当該発行者等に関する非公開情報の当該親法人等若しくは子法人等又は金融商品取引業者への提供（以下この項において「非公開情報の提供」という。）の停止を求める機会を適切に提供している場合は、当該発行者等が当該停止を求めるまでは、当該非公開情報の提供について当該発行者等の書面による同意があるものとみなす。

(2) If the Financial Instruments Business Operator, or its Parent Corporation, etc. or Subsidiary Corporation, etc. under items (vii) and (viii) of the preceding paragraph appropriately offers to an issuer, etc. (limited to a corporation; hereinafter the same applies in this paragraph) an opportunity to request the suspension of the provision to the Parent Corporation, etc. or Subsidiary Corporation, etc., or Financial Instruments Business Operator of Undisclosed Information concerning the issuer, etc. (hereinafter referred to as the "Undisclosed Information Provision" in this paragraph), a written consent from such issuer, etc. is deemed to be in place with regard to the Undisclosed Information Provision until such issuer, etc. requests such suspension.

3 第一項第七号リ及び第九号の「内部の管理及び運営に関する業務」とは、次に掲げる業務をいう。



(3) The "Internal Management and Operation Affairs" under paragraph (1), item (vii), (i), and item (ix) of that paragraph means the following affairs:

一 法令遵守管理（業務が法令等（法令（外国の法令を含む。））、法令に基づく行政官庁の処分（外国の法令に基づく同様の処分を含む。）又は金融商品取引業協会、金融商品取引所若しくは商品取引所（商品先物取引法第二条第四項に規定する商品取引所をいう。）の定款その他の規則（外国におけるこれらに相当するものを含む。）をいう。以下この号において同じ。）を遵守したものであるかどうかを判断すること及び当該法令等を役職員に遵守させることをいう。）に関する業務

(i) affairs related to Compliance Management (meaning the judgment on whether the business is compliant with the Laws and Regulations, etc. (meaning laws and regulations (including the laws and regulations of foreign states), dispositions issued by administrative agencies under the laws and regulations (including similar dispositions issued under the laws and regulations of foreign states), or rules of the Financial Instruments Firms Association, Financial Instruments Exchange or Commodity Exchange (meaning the Commodity Exchange prescribed in Article 2, paragraph (4) of the Commodity Futures Act) such as its articles of association (including rules in foreign states which are equivalent thereto); hereinafter the same applies in this item), and the assurance of compliance with the Laws and Regulations, etc. by the officers and employees);

二 損失の危険の管理に関する業務

(ii) affairs related to risk management concerning loss;

三 内部監査及び内部検査に関する業務

(iii) affairs related to an internal audit and internal inspection;

四 財務に関する業務

(iv) affairs related to finance;

五 経理に関する業務

(v) affairs related to accounting;

六 税務に関する業務

(vi) affairs related to tax;

七 子法人等の経営管理に関する業務（前各号に掲げるものを除く。）

(vii) affairs relating to the business management of the Subsidiary Corporation, etc. (excluding those specified in the preceding items); and

八 有価証券の売買、デリバティブ取引その他の取引に係る決済及びこれに関連する業務

(viii) settlement relating to the purchase and sale of Securities, Derivative Transactions and other transactions, as well as affairs incidental thereto.

4 第一項第七号リの「特定関係者」とは、次に掲げる者をいう。

(4) A "Person in Specified Relationship" under paragraph (1), item (vii), (i) means the following person:

一 当該金融商品取引業者を子会社（法第二十九条の四第四項に規定する子会社をい

- う。以下この項において同じ。) とする持株会社
- (i) a Holding Company of which such Financial Instruments Business Operator is a Subsidiary Company (meaning a Subsidiary Company prescribed in Article 29-4, paragraph (4) of the Act; hereinafter the same applies in this paragraph);
- 二 持株会社に該当しない当該金融商品取引業者の親法人等であつて当該金融商品取引業者の経営管理及びこれに附帯する業務を行う会社（次号から第五号までに掲げる者を除く。）
- (ii) a company that is the Parent Corporation, etc. of such Financial Instruments Business Operator which does not fall under the category of Holding Company and engages in the business administration of such Financial Instruments Business Operator and affairs incidental thereto (excluding those persons listed in the following item through item (v));
- 三 当該金融商品取引業者の親銀行等又は子銀行等
- (iii) the Parent Bank, etc. or a Subsidiary Bank, etc. of such Financial Instruments Business Operator;
- 四 当該金融商品取引業者の親銀行等又は子銀行等を子会社とする持株会社（第一号に掲げる者を除く。）
- (iv) a Holding Company of which the Parent Bank, etc. or a Subsidiary Bank, etc. of such Financial Instruments Business Operator is a Subsidiary Company (excluding the person listed in item (i));
- 五 当該金融商品取引業者の親法人等又は子法人等である次に掲げる者
- (v) the following person which is the Parent Corporation, etc. or a Subsidiary Corporation, etc. of such Financial Instruments Business Operator:
- イ 金融商品取引業者
- (a) a Financial Instruments Business Operator;
- ロ 信託会社
- (b) a trust company; or
- ハ 貸金業法（昭和五十八年法律第三十二号）第二条第二項に規定する貸金業者
- (c) a Money Lender as prescribed in Article 2, paragraph (2) of the Money Lending Business Act (Act No. 32 of 1983); or
- 六 その他金融庁長官の指定する者
- (vi) any other person designated by the Commissioner of the Financial Services Agency.

（登録金融機関の親法人等又は子法人等が関与する行為の制限）

(Limitation on Acts Involving Registered Financial Institution Parent Corporations or Subsidiary Corporations)

第百五十四条 法第四十四条の三第二項第四号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 154 The acts to be specified by Cabinet Office Order as referred to in

Article 44-3, paragraph (2), item (iv) of the Act are as follows:

一 当該登録金融機関の親法人等又は子法人等との間で金融商品取引契約を締結することを条件として当該登録金融機関がその顧客に対して通常取引の条件よりも有利な条件で資産の売買その他の取引を行っていながら、当該顧客との間で金融商品仲介業務を行うこと。

(i) in cases when a Registered Financial Institution has conducted the purchase and sale or other transaction of assets with its customer under conditions more favorable than those for ordinary transactions and on the condition that such customer concludes a Contract for Financial Instruments Transaction with such Registered Financial Institution's Parent Corporation, etc. or Subsidiary Corporation, etc., an act to conduct a Financial Instruments Intermediary Service Operation for such customer, notwithstanding such circumstance;

二 当該登録金融機関との間で金融商品取引契約を締結することを条件としてその親法人等又は子法人等がその顧客に対して信用の供与又は通常取引の条件よりも有利な条件で資産の売買その他の取引を行っていることを知りながら、当該顧客との間で当該金融商品取引契約を締結すること。

(ii) an act to conclude a Contract for Financial Instruments Transaction with a customer, knowing that the Registered Financial Institution's Parent Corporation, etc. or Subsidiary Corporation, etc. has granted credit to the customer, or has conducted any purchase and sale or other transaction of assets with such customer under more favorable conditions than those for ordinary transactions, on the condition that such customer concludes such Contract for Financial Instruments Transaction with such Registered Financial Institution;

三 当該登録金融機関の親法人等又は子法人等が有価証券の引受人となった日から六月を経過する日までの間において、顧客に当該有価証券（当該親法人等又は子法人等が法第二条第六項第三号に掲げるものを行う場合にあつては、同号に規定する新株予約権を行使することにより取得する有価証券。以下この号において同じ。）の買入代金の貸付けその他信用の供与をすることを約して、当該顧客に対し当該有価証券に係る金融商品仲介業務を行うこと。

(iii) an act of providing the customer with the Financial Instruments Intermediary Service Operation pertaining to Securities within the period between the day when the Registered Financial Institution's Parent Corporation, etc. or Subsidiary Corporation, etc. becomes the Underwriter of such Securities and the day on which six months have elapsed therefrom, while promising to extend the loan or otherwise grant credit to such customer in regard to the purchase price of such Securities (in cases when the Parent Corporation, etc. or Subsidiary Corporation, etc. implements those listed in Article 2, paragraph (6), item (iii) of the Act, Securities acquired by exercising the share option prescribed in that item; hereinafter

the same applies in that item);

四 当該登録金融機関の金融商品仲介業務に従事する役員（役員が法人であるときは、その職務を行うべき社員を含む。以下この号及び次号において同じ。）又は使用人が、発行者等に関する非公開情報（顧客の有価証券の売買その他の取引等に係る注文の動向その他の特別な情報に限る。）を、当該登録金融機関の親法人等（銀行法第二条第十三項に規定する銀行持株会社、同法第五十二条の二十三第一項第十号に掲げる会社（同号イに掲げる業務を営む会社に限る。）、長期信用銀行法第十六条の四第一項に規定する長期信用銀行持株会社、同項第十号に掲げる会社（同号イに掲げる業務を営む会社に限る。）、保険業法第二条第十六項に規定する保険持株会社及び同法第二百七十一条の二十二第一項第十二号に掲げる会社（同号イに掲げる業務を営む会社に限る。）を除く。以下この号において同じ。）若しくは子法人等（銀行法第十六条の二第一項第十一号に掲げる会社（同条第二項第一号に規定する従属業務を営む会社に限る。）、長期信用銀行法第十三条の二第一項第十一号に掲げる会社（同条第四項第一号に規定する従属業務を営む会社に限る。）、信用金庫法第五十四条の二十三第一項第十号に掲げる会社（同条第二項第一号に規定する従属業務を営む会社に限る。）、労働金庫法第五十八条の五第一項第六号に掲げる会社（同条第二項第一号に規定する従属業務を営む会社に限る。）、協同組合による金融事業に関する法律第四条の四第一項第六号に掲げる会社（同条第二項第一号に規定する従属業務を営む会社に限る。）、保険業法第百六条第一項第十二号に掲げる会社（同条第二項第一号に規定する従属業務を営む会社に限る。）、農林中央金庫法第七十二条第一項第八号に掲げる会社（同条第二項第一号に規定する従属業務を営む会社に限る。）、農業協同組合法第十一条の四十七第一項第五号に掲げる会社（同条第二項第一号に規定する従属業務を営む会社に限る。）及び水産業協同組合法第八十七条の三第一項第五号に掲げる会社（同条第二項第一号に規定する従属業務を営む会社に限る。）を除く。以下この号において同じ。）に提供し、又は有価証券（法第三十三条第二項第一号に掲げる有価証券並びに法第二条第一項第十七号に掲げる有価証券であって同項第一号及び第二号の性質を有する有価証券を除く。）の発行者である顧客の非公開融資等情報をその親法人等若しくは子法人等から受領すること（次に掲げる場合において行うものを除く。）。

(iv) to act whereby an Officer (in cases when the Officer is a corporation, including executive members thereof; hereinafter the same applies in this item and the following item) or employee of the Registered Financial Institution that is engaged in a Financial Instruments Intermediary Service Operation provides Undisclosed Information on the Issuers, etc. (limited to information on ordering trends in the customer's Purchase and Sale or Other Transactions of Securities, etc. and any other special information) to its Parent Corporation, etc. (excluding a Bank Holding Company specified in Article 2, paragraph (13) of the Banking Act, a company specified in Article 52-23, paragraph (1), item (x) of that Act (limited to a company engaged in the business specified in (a) of that item), a Long-Term Credit Bank Holding Company specified in Article 16-4, paragraph (1) of the Long Term Credit

Bank Act, a company specified in item (x) of that paragraph (limited to a company engaged in the business specified in (a) of that item), an Insurance Holding Company specified in Article 2, paragraph (16) of the Insurance Business Act, a company specified in Article 271-22, paragraph (1), item (xii) of that Act (limited to a company engaged in the business specified in (a) of that item); hereinafter the same applies in this item) or to its Subsidiary Corporation, etc. (excluding a company specified in Article 16-2, paragraph (1), item (xi) of the Banking Act (limited to a company engaged in the Dependent Business specified in paragraph (2), item (i) of that Article), a company specified in Article 13-2, paragraph (1), item (xi) of the Long Term Credit Bank Act (limited to a company engaged in the Dependent Business specified in paragraph (4), item (i) of that Article), a company specified in Article 54-23, paragraph (1), item (x) of the Shinkin Bank Act (limited to a company engaged in the Dependent Business specified in paragraph (2), item (i) of that Article), a company specified in Article 58-5, paragraph (1), item (vi) of the Labor Bank Act (limited to a company engaged in the Dependent Business specified in paragraph (2), item (i) of that Article), a company specified in Article 4-4, paragraph (1), item (vi) of the Act on Financial Businesses by Cooperative (limited to a company engaged in the Dependent Business specified in paragraph (2), item (i) of that Article), a company specified in Article 106, paragraph (1), item (xii) of the Insurance Business Act (limited to a company engaged in the Dependent Business specified in paragraph (2), item (i) of that Article), a company specified in Article 72, paragraph (1), item (viii) of the Norinchukin Bank Act (limited to a company engaged in the Dependent Business specified in paragraph (2), item (i) of that Article), a company specified in Article 11-47, paragraph (1), item (v) of the Agricultural Co-operatives Act (limited to a company engaged in the Dependent Business specified in paragraph (2), item (i) of that Article), and a company specified in Article 87-3, paragraph (1), item (v) of the Fishery Cooperatives Act (limited to a company engaged in the Dependent Business specified in paragraph (2), item (i) of that Article); hereinafter the same applies in this item), or to receive from its Parent Corporation, etc. or Subsidiary Corporation, etc. any Undisclosed Loan Information, etc. on the customer which is the Issuer of the Securities (excluding the Securities specified in Article 33, paragraph (2), item (i) of the Act and also excluding the Securities specified in Article 2, paragraph (1), item (xvii) of the Act which has natures specified in items (i) and (ii) of that paragraph) (excluding the act conducted in the cases specified as follows):

イ 当該登録金融機関又は当該登録金融機関の親法人等若しくは子法人等による非公開情報の提供についてあらかじめ当該発行者等の書面による同意がある場合  
(発行者等が外国法人（法人でない団体で代表者又は管理人の定めのあるものを

含む。) であって、かつ、当該発行者等が所在する国の法令上この号に規定する行為に相当する行為を制限する規定がない場合において、当該発行者等が電磁的記録により同意の意思表示をしたとき又は非公開情報の提供に関し当該発行者等が締結している契約の内容及び当該国の商慣習に照らして当該発行者等の同意があると合理的に認められるときは、当該発行者等の書面による同意を得たものとみなす。)

(a) if the Issuer, etc. has given its prior written consent to the provision of Undisclosed Information by the Registered Financial Institution, or by the Registered Financial Institution's Parent Corporation, etc. or Subsidiary Corporation, etc. (in cases when the Issuer, etc. is a foreign corporation (including an organization which is not a corporation and which has a provision for a representative or manager), and if there is no provision under the laws and regulations of the country of the location of the Issuer, etc. which restricts an act equivalent to those provided in this item, if the Issuer, etc. manifested its intention to give consent by means of an electronic or magnetic record or if it is reasonably deemed that the Issuer, etc. has given a consent considering the terms and conditions of the contract concluded by the Issuer, etc. in relation to the provision of Undisclosed Information and the commercial customs of the relevant country, a written consent of the Issuer, etc. is deemed to have been obtained);

ロ 当該登録金融機関の親法人等又は子法人等に金融商品仲介業に係る委託を行う場合であって、第二百八十一条第十二号イからハまでに掲げる情報を受領する場合又は第二百二十三条第一項第十八号イ若しくはロに掲げる情報を提供する場合

(b) if the Registered Financial Institution makes an entrustment pertaining to a Financial Instruments Intermediary Service to its Parent Corporation, etc. or Subsidiary Corporation, etc., and the information listed in Article 281, item (xii), (a) through (c) is received or if the information listed in Article 123, paragraph (1), item (xviii), (a) or (b) is to be provided;

ハ 当該登録金融機関の親法人等又は子法人等が委託金融商品取引業者である場合であって、第二百二十三条第一項第十八号イからハまでに掲げる情報を受領する場合又は同項第二十四号イ若しくはロに掲げる情報を提供する場合

(c) if the Registered Financial Institution's Parent Corporation, etc. or Subsidiary Corporation, etc. is an Entrusting Financial Instruments Business Operator, and if the information specified in Article 123, paragraph (1), item (xviii), (a) through (c) is to be received or if the information specified in item (xxiv), (a) or (b) of that paragraph is to be provided;

ニ 当該登録金融機関の親銀行等若しくは子銀行等である所属金融機関の委託を受けて金融機関代理業を行う場合であって、次の(1)若しくは(2)に掲げる情報を受領する場合又は次の(3)若しくは(4)に掲げる情報を提供する場合

(d) if the Registered Financial Institution conducts a Financial Institution Agency Service as entrusted by a Principal Financial Institution which is its Parent Corporation, etc. or Subsidiary Corporation, etc., and if the information specified in 1. or 2. below is to be received, or if the information specified in 3. or 4. below is to be provided:

(1) 当該登録金融機関が親銀行等又は子銀行等である所属金融機関の委託を受けて行う金融機関代理業に係る情報

1. information on the Financial Institution Agency Service to be conducted by the Registered Financial Institution based on an entrustment by a Principal Financial Institution which is its Parent Corporation, etc. or Subsidiary Corporation, etc.;

(2) 当該登録金融機関が親銀行等又は子銀行等である所属金融機関の委託を受けて行う金融機関代理業に係る法令を遵守するために受領する必要があると認められる情報

2. information which is deemed necessary to be received by the Registered Financial Institution, in order to assure its compliance with the laws and regulations applicable to the Financial Institution Agency Service to be conducted based on an entrustment by a Principal Financial Institution which is its Parent Corporation, etc. or Subsidiary Corporation, etc.;

(3) 当該登録金融機関が親銀行等又は子銀行等である所属金融機関の委託を受けて行う金融機関代理業を行うために所属金融機関に対し提供する必要があると認められる情報

3. information which is deemed necessary to be provided from the Registered Financial Institution to a Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc., for the purpose of the performance of the Financial Institution Agency Service to be conducted based upon an entrustment by such Principal Financial Institution;

(4) 当該登録金融機関が親銀行等又は子銀行等である所属金融機関から委託を受けて行う金融機関代理業により知り得た情報であって、当該登録金融機関が法令を遵守するため、当該所属金融機関に提供する必要があると認められる情報

4. information which may come to knowledge of the Registered Financial Institution in the course of the Financial Institution Agency Service conducted based on an entrustment from the Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc., and which is deemed necessary to be provided to such Principal Financial Institution in order to assure such Registered Financial Institution's compliance with the laws and regulations;

ホ 次の(1)から(5)までに掲げるものを算出するため当該登録金融機関の親

銀行等又は子銀行等からその顧客への信用の供与等の額を受領する場合

(e) if the amount of the Credit, etc. granted by the Registered Financial Institution's Parent Bank, etc. or Subsidiary Bank, etc. is to be received from such Parent Bank, etc. or Subsidiary Bank, etc., for the purpose of the calculation of the amount specified in 1. through 5. below:

(1) 銀行法第十三条第二項（長期信用銀行法第十七条、信用金庫法第八十九条第一項、労働金庫法第九十四条第一項及び協同組合による金融事業に関する法律第六条第一項の規定において準用する場合を含む。）に規定する信用の供与等の額及び合算信用供与等限度額

1. the amount of the Credit, etc. granted and the amount of the Consolidated Limit of Granting of Credit, etc. as specified in Article 13, paragraph (2) of the Banking Act (including cases when it is applied mutatis mutandis pursuant to Article 17 of the Long-Term Credit Bank Act, Article 89, paragraph (1) of the Shinkin Bank Act, Article 94, paragraph (1) of the Labor Bank Act and Article 6, paragraph (1) of the Act on Financial Businesses by Cooperative);

(2) 保険業法第九十七条の二第三項に規定する資産運用の額及び同項に規定する合算して内閣府令で定めるところにより計算した額

2. the amount of assets investments specified in Article 97-2, paragraph (3) of the Insurance Business Act, and the amount of the sum calculated pursuant to the provisions of Cabinet Office Order as referred to in that paragraph;

(3) 農林中央金庫法第五十八条第二項に規定する信用の供与等の額及び合算信用供与等限度額

3. the amount of the Credit, etc. granted and the amount of the Consolidated Limit for Granting of Credit, etc. as specified in Article 58, paragraph (2) of the Norinchukin Bank Act;

(4) 農業協同組合法第十一条の四第二項に規定する信用の供与等の額及び合算信用供与等限度額

4. the amount of the Credit, etc. granted and the amount of the Consolidated Limit for Granting of Credit, etc. as specified in Article 11-4, paragraph (2) of the Agricultural Cooperatives Act;

(5) 水産業協同組合法第十一条の十一第二項に規定する信用の供与等の額及び合算信用供与等限度額

5. the amount of the Credit, etc. granted and the amount of the Consolidated Limit for Granting of Credit, etc. as specified in Article 11-11, paragraph (2) of the Fisheries Cooperatives Act;

へ 法第二十四条の四の二第一項に規定する確認書又は法第二十四条の四の四第一項に規定する内部統制報告書を作成するために必要な情報を提供する場合（当該情報を当該役員又は使用人から受領する親法人等又は子法人等において当該確認書及び内部統制報告書の作成を行う部門から非公開情報が漏えいしない措置が的



確に講じられている場合に限る。)

(f) where information necessary for the preparation of a Confirmation Letter as prescribed in Article 24-4-2, paragraph (1) of the Act or an Internal Control Report as prescribed in Article 24-4-4, paragraph (1) of the Act is to be provided (limited to cases when the Parent Corporation, etc. or Subsidiary Corporation, etc. which receives such information from the Officer or employee has taken secure measures to prevent the leaking of the Undisclosed Information from the section in charge of the preparation of such Confirmation Report and Internal Control Report);

ト 電子情報処理組織の保守及び管理を行うために必要な情報を提供する場合（当該情報を当該役員又は使用人から受領する親法人等又は子法人等において電子情報処理組織の保守及び管理を行う部門から非公開情報が漏えいしない措置が的確に講じられている場合に限る。）

(g) if any information necessary for the maintenance and management of an Electronic data processing system is to be provided (limited to cases when the Parent Corporation, etc. or Subsidiary Corporation, etc. which receives such information from the Officer or employee have taken secure measures to prevent the leaking of the Undisclosed Information from the section in charge of the maintenance and management of the Electronic data processing system);

チ 法令等に基づいて非公開情報を受領し、又は提供する場合

(h) if the Undisclosed Information is to be received or provided under the Laws and Regulations, etc.;

リ 内部の管理及び運営に関する業務（前条第三項に規定する内部の管理及び運営に関する業務をいう。以下りにおいて同じ。）の全部又は一部を行うために必要な情報を特定関係者（当該登録金融機関が有価証券関連業を行う金融商品取引業者（第一種金融商品取引業を行う者に限る。）の親法人等若しくは子法人等である場合又は当該金融商品取引業者が当該登録金融機関の親法人等若しくは子法人等である場合における当該金融商品取引業者及び当該金融商品取引業者についての同条第四項各号に掲げる者であって、当該登録金融機関の親法人等又は子法人等である者（同条第三項第七号に掲げる業務の全部又は一部を行うために必要な情報を提供する場合においては、当該登録金融機関の親法人等である者に限る。）をいう。以下りにおいて同じ。）に提供する場合（当該情報を当該役員又は使用人から受領する特定関係者において内部の管理及び運営に関する業務を行う部門から非公開情報が漏えいしない措置が的確に講じられている場合に限る。）

(i) where information necessary for handling all or part of the Internal Management and Operation Affairs (meaning the Internal Management and Operation Affairs prescribed in paragraph (3) of the preceding Article; hereinafter the same applies in (i)) is to be provided to a Person in Specified Relationship (meaning, if the Registered Financial Institution is

the Parent Corporation, etc. or a Subsidiary Corporation, etc. of a Financial Instruments Business Operator engaged in Securities-Related Business (limited to such operator engaged in a Type-I Financial Instruments Business), or where such Financial Instruments Business Operator is the Parent Corporation, etc. or a Subsidiary Corporation, etc. of such Registered Financial Institution, such Financial Instruments Business Operator, and a person listed in the respective items of paragraph (4) of the same Article with regard to such Financial Instruments Business Operator that is the Parent Corporation, etc. or a Subsidiary Corporation, etc. of such Registered Financial Institution (in cases of providing information necessary for conducting all or part of the businesses specified in item (vii), paragraph (3) of that Article, limited to a Parent Corporation, etc. of the Registered Financial Institution); hereinafter the same applies in (i)) (limited to cases when measures have been precisely taken by the Person in Specified Relationship that receives such information from such Officer or employee, in order to prevent the leaking of the Undisclosed Information from the sections in charge of the Internal Management and Operation Affairs); and

ヌ 当該登録金融機関又は当該登録金融機関の親銀行等若しくは子銀行等が対象規定（第百二十三条第一項第十八号ニに規定する対象規定をいう。以下ヌにおいて同じ。）を遵守するために必要な情報を当該親銀行等又は子銀行等に提供する場合（当該情報を当該役員又は使用人から受領する親銀行等又は子銀行等において当該対象規定の遵守に関する業務を行う部門から非公開情報が漏えいしない措置が的確に講じられている場合に限る。）

(j) where information necessary for the Registered Financial Institution or a Parent Bank, etc. or a Subsidiary Bank, etc. of such Registered Financial Institution to comply with the Applicable Provisions (meaning the Applicable Provisions prescribed in Article 123, paragraph (1), item (xviii), (d); hereinafter the same applies in (j)) is to be provided to the Parent Bank, etc. or Subsidiary Bank, etc. (limited to cases when measures have been precisely taken by the Parent Bank, etc. or Subsidiary Bank, etc. that receives such information from such Officer or employee, in order to prevent the leaking of the Undisclosed Information from the sections in charge of affairs related to the compliance with the Applicable Provisions);

五 当該登録金融機関の金融商品仲介業務に従事する役員又は使用人が、当該登録金融機関の親法人等又は子法人等から取得した顧客に関する非公開情報（当該親法人等又は子法人等が当該顧客の書面による同意を得ずに提供したものに限る。）を利用して金融商品取引契約の締結を勧誘すること（前号イの規定により当該顧客の書面による同意を得たものとみなされる場合を除く。）。

(v) an act whereby an Officer or employee engaged in Financial Instruments Intermediary Service Operation of the Registered Financial Institution

solicits for the conclusion of a Contract for Financial Instruments Transaction by utilizing the Undisclosed Information on customers acquired from the Registered Financial Institution's Parent Corporation, etc. or Subsidiary Corporation, etc. (limited to any information provided by the Parent Corporation, etc. or Subsidiary Corporation, etc. without obtaining the customer's written consent) (excluding cases when a written consent of the customer is deemed to have been obtained pursuant to (a) of the preceding item);

六 当該登録金融機関の親法人等又は子法人等が有価証券の引受けに係る主幹事会社である場合において、当該有価証券の募集若しくは売出し又は特定投資家向け取得勧誘若しくは特定投資家向け売付け勧誘等の条件に影響を及ぼすために、その行う投資助言業務に関して実勢を反映しない作為的な相場を形成することを目的とした助言を行い、又はその行う投資運用業に関して実勢を反映しない作為的な相場を形成することを目的とした取引を行うことを内容とした運用を行うこと。

(vi) in cases when the Parent Corporation, etc. or Subsidiary Corporation, etc. of the Registered Financial Institution is the Lead Managing Underwriter pertaining to the Underwriting of Securities, an act of providing advice service for the purpose of creation of manipulative quotation not reflecting actual market status in relation to its Investment Advisory Business, or to make an investment for the purpose of creation of manipulative quotation not reflecting actual market status in relation to its Investment Management Business, with a view to having an impact on the conditions of the Public Offering or Secondary Distribution of such Securities or on the conditions of the Solicitation for Acquisition Only for Professional Investors or the Solicitation for Selling, etc. Only for Professional Investors related to such Securities;

七 当該登録金融機関の親法人等又は子法人等が有価証券の引受け等を行っている場合において、当該親法人等又は子法人等に対する当該有価証券の取得又は買付けの申込み（当該親法人等又は子法人等が法第二条第六項第三号に掲げるものを行っている場合にあつては、同号に規定する新株予約権を取得した者による当該新株予約権の行使）の額が当該親法人等又は子法人等が予定していた額に達しないと見込まれる状況の下で、当該親法人等又は子法人等の要請を受けて、その行う投資助言業務に関して当該有価証券（当該親法人等又は子法人等が同号に掲げるものを行っている場合にあつては、当該新株予約権の行使により取得される有価証券。以下この号において同じ。）を取得し、若しくは買い付けることを内容とした助言を行い、又はその行う投資運用業に関して当該有価証券を取得し、若しくは買い付けることを内容とした運用を行うこと。

(vii) in cases when the Parent Corporation, etc. or Subsidiary Corporation, etc. of the Registered Financial Institution conducts the Underwriting of Securities, etc., and if the amount pertaining to applications for the acquisition or purchase of the Securities (in cases when the Parent

Corporation, etc. or Subsidiary Corporation, etc. implements those listed in Article 2, paragraph (6), item (iii) of the Act, exercise of the share option prescribed in that item by the person that acquired the share option) made to such Parent Corporation, etc. or Subsidiary Corporation, etc. is likely to be less than the amount that such Parent Corporation, etc. or Subsidiary Corporation, etc. had scheduled, to advise to acquire or purchase such Securities (in cases when the Parent Corporation, etc. or Subsidiary Corporation, etc. implements those listed in that item, Securities acquired by exercising the share option; hereinafter the same applies in that item), in relation to its Investment Advisory Business, or to make an investment whose purpose is to acquire or purchase such Securities, in relation to its Investment Management Business, upon the request of such Parent Corporation, etc. or Subsidiary Corporation, etc.;

八 当該登録金融機関の親法人等又は子法人等が発行する有価証券に係る電子申込型電子募集取扱業務等を行うこと。

(viii) to conduct Electronic-based Application Type Electronic Public Offering Services, etc. pertaining to Securities issued by a Parent Corporation, etc. or Subsidiary Corporation, etc. of the Registered Financial Institution;

九 何らの名義によってするかを問わず、法第四十四条の三第二項の規定による禁止を免れること。

(ix) to evade the prohibitions under Article 44-3, paragraph (2) of the Act, irrespective of the name under which the act is to be conducted.

(情報通信の技術を利用する方法)

(Means of Using Information Communication Technology)

第一百五十五条 金融商品取引業者等は、第一百五十三条第一項第七号イ及び前条第四号イの規定による発行者等の書面による同意に代えて、次項の定めるところにより、当該発行者等の承諾を得て、当該発行者等の同意を電磁的方法により得ることができる。この場合において、当該金融商品取引業者等は、当該発行者等の書面による同意を得たものとみなす。

Article 155 (1) A Financial Instruments Business Operator, etc. may, pursuant to the provisions of the following paragraph and subject to the approval of the relevant Issuer, etc., obtain consent from such Issuer, etc. by Electronic or Magnetic Means, in lieu of the written consent of the Issuer, etc. as prescribed in Article 153, paragraph (1), item (vii), (a) and Article 154, item (iv), (a). In this case, such Financial Instruments Business Operator, etc. is deemed to have obtained the written consent from such Issuer, etc.

2 金融商品取引業者等は、前項の規定により当該発行者等の同意を得ようとするときは、あらかじめ、当該発行者等に対し、その用いる次に掲げる電磁的方法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なければならない。

(2) In cases when a Financial Instruments Business Operator, etc. intends to

obtain the consent from the relevant Issuer, etc. under the preceding paragraph, it must, in advance, present to the Issuer, etc. the types and particulars of the following Electronic or Magnetic Means used by such Financial Instruments Business Operator, etc. and obtain the approval from such Issuer, etc. in writing or by Electronic or Magnetic Means:

一 第五十六条第一項各号に規定する方法のうち金融商品取引業者等が使用するもの

(i) the means to be used by the Financial Instruments Business Operator, etc., from among the means specified in the items of Article 56, paragraph (1);  
and

二 ファイルへの記録の方式

(ii) the format for recording information into files.

3 前項の規定による承諾を得た金融商品取引業者等は、発行者等から書面又は電磁的方法により電磁的方法による同意を行わない旨の申出があったときは、当該発行者等の同意を電磁的方法によって得てはならない。ただし、当該発行者等が再び同項の規定による承諾をした場合は、この限りでない。

(3) In cases when the Issuer, etc. has advised in writing or by Electronic or Magnetic Means that it refuses to give its consent by Electronic or Magnetic Means, the Financial Instruments Business Operator, etc. which has obtained the approval under the preceding paragraph may not obtain such consent from the Issuer, etc. by Electronic or Magnetic Means; provided, however, that this does not apply to cases when such Issuer, etc. has newly given its approval under that paragraph.

#### 第六款 雑則

#### Subsection 6 Miscellaneous Provisions

第百五十六条 法第四十五条ただし書に規定する内閣府令で定める場合は、次の各号に掲げる規定の適用について当該各号に定める場合とする。

Article 156 The cases to be specified by Cabinet Office Order as referred to in the proviso to Article 45 of the Act are the cases specified in the following items, with regard to the application of the provisions set forth respectively therein:

一 法第三十七条の四 顧客からの個別の取引に関する照会に対して速やかに回答できる体制が整備されていない場合

(i) Article 37-4: cases when the Financial Instruments Business Operator, etc. has not established a system which enables prompt responses to the customer's inquiries on an individual transaction;

二 法第三十七条の五 顧客からの個別の保証金の受領に関する照会に対して速やかに回答できる体制が整備されていない場合

(ii) Article 37-5: cases when the Financial Instruments Business Operator, etc. has not established a system which enables prompt responses to the

- customer's inquiries on the receipt of an individual security deposit;
- 三 法第四十一条の四及び第四十二条の五 預託を受けた金銭及び有価証券を自己の固有財産及び他の顧客の財産と分別して管理するための体制（管理場所を区別することその他の方法により当該金銭及び有価証券を自己の固有財産及び他の顧客の財産と明確に区分し、かつ、当該金銭及び有価証券の預託を行った顧客を判別できる状態で管理するための体制をいう。）が整備されていない場合
- (iii) Article 41-4 and Article 42-5: cases when the Financial Instruments Business Operator, etc. has not established a system for managing the deposited money and securities separately from its proprietary assets and from other customers' assets (meaning the system for segregating such money and Securities from its proprietary assets and from other customers' assets, as well as for managing such money and Securities in a condition which enables the identification of the customer that has deposited such money and Securities, by means such as segregating the place of the custody of such money and Securities); and
- 四 法第四十二条の七 顧客からの同条第一項の運用報告書に記載すべき事項に関する照会に対して速やかに回答できる体制が整備されていない場合
- (iv) Article 42-7: cases when the Financial Instruments Business Operator, etc. has not established a system which enables prompt responses to the customers' inquiries on the matters to be stated in an Investment Report under paragraph (1) of that Article.

### 第三節 経理

#### Section 3 Accounting

##### 第一款 第一種金融商品取引業を行う金融商品取引業者

#### Subsection 1 Financial Instruments Business Operators Engaged in Type-I Financial Instruments Business

(業務に関する帳簿書類)

(Books and Documents Related to Business)

第百五十七条 法第四十六条の二の規定により金融商品取引業者（第一種金融商品取引業を行う者に限る。以下この款において同じ。）が作成すべき帳簿書類は、次に掲げるものとする。

Article 157 (1) The books and documents to be prepared by a Financial Instruments Business Operator (limited to an operator engaged in a Type-I Financial Instruments Business; hereinafter the same applies in this Subsection) pursuant to the provisions of Article 46-2 of the Act are as follows:

一 次に掲げる書面の写し

(i) copies of the following documents:

イ 次に掲げる規定に規定する書面

(a) the documents set forth in the following provisions:

- (1) 法第三十四条の二第三項
- 1. Article 34-2, paragraph (3) of the Act;
- (2) 法第三十四条の四第二項
- 2. Article 34-4, paragraph (2) of the Act;
- (3) 法第三十七条の三第一項
- 3. Article 37-3, paragraph (1) of the Act;
- (4) 法第三十七条の四第一項
- 4. Article 37-4, paragraph (1) of the Act;
- (5) 法第四十条の二第五項
- 5. Article 40-2, paragraph (5) of the Act; and
- (6) 法第四十条の五第二項
- 6. Article 40-5, paragraph (2) of the Act;
- ロ 上場有価証券等書面
- (b) an Explanatory Document on Listed Securities, etc.;
- ハ 第八十条第一項第三号に規定する目論見書（同号の規定により当該目論見書と一体のものとして交付される書面がある場合には、当該目論見書及び当該書面）
- (c) a Prospectus as prescribed in Article 80, paragraph (1), item (iii) (if there is any document to be delivered as an integral part of such Prospectus pursuant to the provisions of that item, such Prospectus and such document); and
- ニ 契約変更書面
- (d) an Explanatory Document on Change to Contract Information;
- 二 次に掲げる規定に規定する書面
- (ii) the documents set forth in the following provisions:
  - イ 法第三十四条の三第二項（法第三十四条の四第六項において準用する場合を含む。）
  - (a) Article 34-3, paragraph (2) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Act);
  - ロ 法第四十三条の四第一項
  - (b) Article 43-4, paragraph (1) of the Act; and
  - ハ 第一百五十三条第一項第七号イ（同号イの規定により書面による同意を得たものとみなされる場合は、当該場合に該当することを証する記録）
  - (c) Article 153, paragraph (1), item (vii), (a) (in cases when a written consent is deemed to have been obtained pursuant to (a) of that item, a record certifying that such case applies);
- 三 注文伝票
- (iii) order forms;
- 三の二 決済措置の確認に係る記録
- (iii)-2 records on confirmation of the Settlement Measures;
- 三の三 決済措置適用除外取引の確認に係る記録
- (iii)-3 record on confirmation of a transaction exempted from requirement of

- settlement measures;
- 三の四 第百十七条第一項第二十四号の五の確認に係る記録  
 (iii)-4 record on the confirmation set forth in Article 117, paragraph (1), item  
 (xxiv)-5;
- 四 取引日記帳  
 (iv) a transaction diary;
- 五 媒介又は代理に係る取引記録  
 (v) transaction records for intermediary or agency services;
- 六 有価証券等清算取次ぎに係る取引記録  
 (vi) transaction records for Brokerage for Clearing of Securities, etc.;
- 七 募集若しくは売出し又は私募若しくは特定投資家向け売付け勧誘等に係る取引記  
 録  
 (vii) transaction records for the public offering or secondary distribution, or the  
 private placement or Solicitation for Selling, etc. Only for Professional  
 Investors;
- 八 募集若しくは売出しの取扱い又は私募若しくは特定投資家向け売付け勧誘等の取  
 扱いに係る取引記録  
 (viii) transaction records for dealing in the public offering or secondary  
 distribution, or dealing in the private placement or Solicitation for Selling,  
 etc. Only for Professional Investors;
- 九 顧客勘定元帳  
 (ix) the customer ledger;
- 十 受渡有価証券記番号帳  
 (x) the book on the serial numbers of the Delivered Securities;
- 十一 保護預り有価証券等明細簿  
 (xi) the book on the description of the Securities, etc. in Safe Custody;
- 十二 分別管理監査の結果に関する記録  
 (xii) record on the results of the Audit of Separate Management;
- 十三 トレーディング商品勘定元帳  
 (xiii) the trading products ledger;
- 十四 現先取引勘定元帳  
 (xiv) the Gensaki Transactions ledger;
- 十五 私設取引システム運営業務を行う者であるときは、私設取引システム運営業務  
 に係る取引記録  
 (xv) in cases when the Financial Instruments Business Operator is engaged in  
 a Proprietary Trading System Operation, transaction records for such  
 operation;
- 十五の二 電子取引基盤運営業務を行う者であるときは、当該電子取引基盤運営業務  
 に係る取引記録  
 (xv)-2 in cases when the Financial Instruments Business Operator is engaged  
 in Electronic Trading Platform Management Services, transaction records for



services;

十六 投資助言・代理業を行う者であるときは、次に掲げるもの

(xvi) in cases when the Financial Instruments Business Operator is engaged in an Investment Advisory and Agency Business, the following documents:

イ その締結した投資顧問契約の内容を記載した書面

(a) a document stating the contents of the Investment Advisory Contracts concluded by such Financial Instruments Business Operator;

ロ 投資顧問契約に基づく助言の内容を記載した書面

(b) a document stating the contents of the advice given under the Investment Advisory Contracts;

ハ 法第三十七条の六第一項の規定による金融商品取引契約の解除があった場合には、当該金融商品取引契約の解除を行う旨の書面

(c) in cases when any Contract for Financial Instruments Transaction has been cancelled pursuant to the provisions of Article 37-6, paragraph (1) of the Act, a written notice of the cancellation thereof; and

ニ 投資顧問契約又は投資一任契約の締結の代理又は媒介に係る取引記録

(d) transaction records for agency or intermediary services for the conclusion of an Investment Advisory Contract or a Discretionary Investment Contract;

十七 投資運用業を行う者であるときは、次に掲げるもの

(xvii) in cases when the Financial Instruments Business Operator is engaged in an Investment Management Business, the following documents:

イ 法第四十二条の三第一項各号に掲げる契約その他の法律行為の内容を記載した書面（同項の規定により委託をした場合にあっては、当該委託に関する契約書を含む。）

(a) a document stating the contents of the contract or any other juridical act listed in the items of Article 42-3, paragraph (1) of the Act (in cases when an entrustment under that paragraph has been made, including the contract for such entrustment);

ロ 法第四十二条の七第一項の運用報告書（投資信託委託会社（投資信託及び投資法人に関する法律第二条第十一項に規定する投資信託委託会社をいい、同条第一項に規定する委託者指図型投資信託に類する同条第二十四項に規定する外国投資信託の受益証券の発行者を含む。ホにおいて同じ。）であるときは、同法第十四条第一項（同法第五十九条において準用する場合を含む。）の運用報告書及び同法第十四条第四項（同法第五十九条において準用する場合を含む。）の書面を含む。）の写し

(b) a copy of the Investment Report under Article 42-7, paragraph (1) of the Act (in the case of a Settlor Company of Investment Trust (meaning a Settlor Company of an Investment Trust under Article 2, paragraph (11) of the Act on Investment Trust and Investment Corporations, and including the Issuer of Beneficiary Certificates of a Foreign Investment Trust

prescribed in paragraph (24) of that Article similar to the Investment Trust Managed Under Instructions from the Settlor as prescribed in paragraph (1) of that Article; the same applies in (e), including an Investment Reports under Article 14, paragraph (1) of that Act (including cases as applied mutatis mutandis in Article 59 of that Act) and a document under Article 14, paragraph (4) of the same Act (including cases when it is applied mutatis mutandis pursuant to Article 59 of the same Act);

ハ 運用明細書

(c) an investment statements;

ニ 発注伝票

(d) an order placement form;

ホ 投資信託委託会社であるときは、次に掲げる事項

(e) in the case of a Settlor Company of an Investment Trust, the following books:

(1) 未収委託者報酬明細簿

1. a book on the description of the settlor's remuneration which has not been collected;

(2) 未払収益分配金明細簿

2. a book on the description of unpaid dividends;

(3) 未払償還金明細簿

3. a book on the description of unpaid redemption; and

(4) 未払手数料明細簿

4. a book on the description of unpaid fees;

十八 電子募集取扱業務を行う者であるときは、次に掲げるもの

(xviii) in cases of a person conducting Electronic Public Offering Services, the following records:

イ 第七十条の二第二項第三号に規定する措置に基づく審査に係る記録

(a) records of examination under the measures provided in Article 70-2, paragraph (2), item (iii); and

ロ 第一百四十六条の二第一項の規定により電子計算機の映像面に表示されたものの記録

(b) records of information displayed on a screen of a computer pursuant to Article 146-2, paragraph (1).

- 2 前項第一号、第二号、第十六号ハ及び第十八号ロに掲げる帳簿書類は、その作成の日（同項第二号に掲げる帳簿書類にあっては、その効力を失った日）から五年間、同項第三号から第三号の四まで及び第十七号ニに掲げる帳簿書類は、その作成の日から七年間、同項第四号から第十五号の二まで、第十六号（同号ハを除く。）、第十七号（同号ニを除く。）及び第十八号イに掲げる帳簿書類は、その作成の日（同項第十六号イ及び第十七号イに掲げる帳簿書類にあっては、その契約その他の法律行為に係る業務の終了の日）から十年間保存しなければならない。

(2) The books and documents specified in item (i), item (ii), item (xvi), (c) and item (xviii), (b) of the preceding paragraph must be kept for five years from the day of the preparation thereof (in the case of the book specified in item (ii) of that paragraph, from the day when it ceases to be effective); the books and documents specified in items (iii) through (iii)-4 and item (xvii), (d) of that paragraph must be kept for seven years from the day of the preparation thereof; and the books and documents specified in items (iv) through (xv)-2, item (xvi) (excluding (c) of that item), item (xvii) (excluding (d) of that item) and item (xviii), (a) of that paragraph must be kept for ten years from the day of the preparation thereof (in the case of the books and documents specified in item (xvi), (a) and item (xvii), (a) of that paragraph, from the day of the termination of the business pertaining to the contract or any other juridical act).

3 第一項各号に掲げる帳簿書類は、国内において保存しなければならない。ただし、当該帳簿書類が外国に設けた営業所又は事務所において作成された場合において、その作成後遅滞なく国内においてその写しを保存しているとき、又は当該帳簿書類が電磁的記録をもって作成され、かつ、国内に設けた営業所若しくは事務所において当該電磁的記録に記録された事項を表示したものを遅滞なく閲覧することができる状態に置いているときは、この限りでない。

(3) The books and documents specified in the items of paragraph (1) must be kept in Japan; provided, however, that this does not apply to cases when the books and documents are prepared in a business office or other office established in a foreign state and if the copies thereof are kept in Japan without delay after the preparation thereof, or if the books and documents are prepared by means of an electronic or magnetic records and a document indicating matters recorded in the electronic or magnetic records is made available for inspection without delay at a business office or other office established in Japan.

(注文伝票)

(Order Forms)

第百五十八条 前条第一項第三号の注文伝票には、法第二条第八項第一号から第四号までに掲げる行為（媒介若しくは代理又は同項第八号に掲げる行為（当該行為に係る有価証券の買付けの申込み又は売付けの期間を定めて行うものに限る。）に係るものを除く。）及び商品関連市場デリバティブ取引に関し、次に掲げる事項を記載しなければならない。

Article 158 (1) The following matters, with regard to the acts listed in Article 2, paragraph (8), items (i) through (iv) of the Act (those pertaining to an intermediary or agency service, or those pertaining to an act listed in item (viii) of that paragraph (limited to an act conducted by specifying a period of sales or offer for purchase of Securities pertaining to the act) are excluded) and Commodity-Related Market Transactions of Derivatives, must be stated in an

order form set forth in Article 157, paragraph (1), item (iii):

一 自己又は委託の別（自己の取引の発注の場合は自己）

(i) information as to whether the Financial Instruments Business Operator, etc. itself is dealing or it is a transaction based on entrustment by the customer (dealing, in the case of the placement of an order for a self-transaction);

二 顧客からの注文の場合には、当該顧客の氏名又は名称

(ii) in the case of a customer's order, the name of such customer;

三 取引の種類（次のイからチまでに掲げる取引にあつては、それぞれイからチまでに定める事項を含む。以下この節において同じ。）

(iii) the type of the transaction (in the case of a transaction listed in (a) through (h) below, including the information set forth respectively therein; hereinafter the same applies in this Section):

イ 信用取引又は発行日取引 その旨及び信用取引の場合は弁済期限

(a) a Margin Transaction or When-Issued Transaction: to that effect, and in the case of a Margin Transaction, the due date thereof;

ロ 現先取引 次に掲げる事項

(b) a Gensaki Transaction: the following information:

(1) その旨

1. to that effect;

(2) スタート分の取引（売主が買主に現先取引の対象となる有価証券を売り付ける取引をいう。以下同じ。）又はエンド分の取引（買主が売主に現先取引の対象となった有価証券と同種及び同量の有価証券を売り戻す取引をいう。以下同じ。）の別

2. information as to whether it is a Transaction for Starting (meaning a transaction wherein the seller sells the Securities subject to a Gensaki Transaction to the purchaser; the same applies hereinafter) or a Transaction for Ending (meaning a transaction wherein the purchaser resells to the seller the same type and volume of Securities as the Securities which were the subject of the Gensaki Transaction; the same applies hereinafter);

(3) 委託現先又は自己現先の別

3. information as to whether it is a Gensaki Transaction based on an entrustment by customer or a Gensaki Transaction on dealer basis; and

(4) 期間利回り

4. the yield for the term;

ハ 有価証券の空売り その旨

(c) short selling of Securities: to that effect;

ニ 法第二条第二十一項第一号及び第二号に掲げる取引（これらに類似する外国市場デリバティブ取引を含む。）並びに同条第二十二項第一号及び第二号に掲げる取引 次に掲げる事項

(d) a transaction specified in Article 2, paragraph (21), items (i) and (ii) of the Act (including the Foreign Market Derivatives Transactions similar thereto) and a transaction specified in Article 2, paragraph (22), items (i) and (ii) of the Act: the following information:

(1) 限月又は受渡年月日

1. the contract month or delivery date;

(2) 新規、決済又は解除の別

2. whether it is a new transaction, or a settlement or cancellation;

ホ 法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）、同条第二十二項第三号及び第四号に掲げる取引並びに選択権付債券売買 次に掲げる事項

(e) a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including the Foreign Market Derivatives Transactions similar thereto), a transaction specified in Article 2, paragraph (22), items (iii) and (iv) of the Act, and the Trading of Bonds with Options: the following information:

(1) 権利行使期間及び権利行使価格

1. the exercise period and exercise price;

(2) プット又はコールの別

2. information as to whether it is a Put Option or a Call Option;

(3) 新規、権利行使、転売、買戻し又は相殺の別

3. information as to whether it is a new transaction, or a transaction for the exercise of rights, a resale, buy-back or set-off;

(4) 限月

4. the contract month; and

(5) 法第二条第二十二項第三号及び第四号に掲げる取引については、オプションの行使により成立することとなる取引の内容

5. in the case of a transaction specified in Article 2, paragraph (22), items (iii) and (iv) of the Act, the details of the transaction to be effected by the exercise of Options;

ヘ 法第二条第二十一項第四号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）、同項第四号の二に掲げる取引及び同条第二十二項第五号に掲げる取引 取引期間及び受渡年月日

(f) a transaction specified in Article 2, paragraph (21), item (iv) of the Act (including the Foreign Market Derivatives Transactions similar thereto), a transaction specified in item (iv)-2 of that paragraph and a transaction specified in Article 2, paragraph (22), item (v) of the Act: the transaction period and delivery date;

ト 法第二条第二十一項第五号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第六号に掲げる取引 次に掲げる事項

(g) a transaction specified in Article 2, paragraph (21), item (v) of the Act (including the Foreign Market Derivatives Transactions similar thereto),

and a transaction specified in Article 2, paragraph (22), item (vi) of the Act: the following information:

(1) 権利行使期間

1. the exercise period;

(2) 新規、権利行使、転売又は買戻しの別

2. information as to whether it is a new transaction, or a transaction for the exercise of rights, a resale or buy-back; and

(3) 法第二条第二十二項第六号に掲げる取引については、当事者があらかじめ定めた事由（同号に掲げるいずれかの事由をいう。第一百五十九条第一項第十三号ニにおいて同じ。）、当該事由が発生した場合に支払われることとなる金銭の額又はその計算方法及び当事者の間で移転することを約した金融商品、金融商品に係る権利又は金銭債権（金融商品であるもの及び金融商品に係る権利であるものを除く。）

3. in the case of a transaction specified in Article 2, paragraph (22), item (vi) of the Act, the events agreed by the parties in advance (meaning any of the events specified in that item; the same applies in Article 159, paragraph (1), item (xiii), (d)), the amount of money payable upon the occurrence of such events or the means of the calculation thereof, and the Financial Instruments, rights pertaining to the Financial Instruments or monetary claims (excluding claims that are the Financial Instruments or rights pertaining to the Financial Instruments) which the parties promised to transfer between the parties;

チ 金融商品取引所の規則で定めるストラテジー取引（当該金融商品取引所の開設する金融商品市場において行われる市場デリバティブ取引であって、複数の取引を同時に成立させるものをいう。第二百八十三条第一項第三号チにおいて同じ。） その種類

(h) a Strategy Trading prescribed by the rules of the Financial Instruments Exchange (meaning the Market Transaction of Derivatives to be conducted on the Financial Instruments Market established by such Financial Instruments Exchange, wherein two or more transactions are effected simultaneously; the same applies in Article 283, paragraph (1), item (iii), (h)): the type thereof;

四 銘柄（取引の対象となる金融商品若しくは金融指標又は取引の条件を記載した契約書に記載されている契約番号その他取引の対象を特定するものを含む。以下この節において同じ。）

(iv) issues (including the Financial Instruments or Financial Indicators which are to be the subject of the transaction, or any information which identifies the subject of a transaction including the contract number specified in the contract which provides for the conditions of the transaction; hereinafter the same applies in this Section);

五 売付け又は買付け（次のイからホまでに掲げる取引にあつては、それぞれイからホまでに定めるもの。第一百七十条及び第一百七十一条を除き、以下この節において同じ。）の別

(v) information as to whether the type of the transaction is a sale or purchase transaction (in the case of a transaction specified in (a) to (e) below, the type of such transaction as set forth respectively therein; hereinafter the same applies in this Section except in Article 170 and Article 171):

イ 法第二条第二十一項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第二号に掲げる取引 顧客（自己の取引の発注の場合にあつては、自己。以下この号において同じ。）が現実数値が約定数値を上回った場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(a) a transaction specified in Article 2, paragraph (21), item (ii) of the Act (including Foreign Market Derivatives Transactions similar thereto) and a transaction specified in Article 2, paragraph (22), item (ii) of the Act: whether it is the transaction wherein, when the Actual Figure exceeds the Agreed Figure, the customer (the Financial Instruments Business Operator itself, in the case of the placement of an order for a self-transaction; hereinafter the same applies in this item) becomes a party paying money, or a party receiving money;

ロ 法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）並びに同条第二十二項第三号及び第四号に掲げる取引 顧客がオプションを付与する立場の当事者となるもの又はオプションを取得する立場の当事者となるもの

(b) a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including Foreign Market Derivatives Transactions similar thereto) and transactions specified in Article 2, paragraph (22), items (iii) and (iv) of the Act: whether it is the transaction wherein the customer becomes a party granting Options, or a party acquiring Options;

ハ 法第二条第二十一項第四号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第五号に掲げる取引 顧客が相手方と取り決めた金融商品の利率等又は金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(c) a transaction specified in Article 2, paragraph (21), item (iv) of the Act (including Foreign Market Derivatives Transactions similar thereto) and a transaction specified in Article 2, paragraph (22), item (v) of the Act: whether it is the transaction wherein, when the interest rate, etc. of the Financial Products or Financial Indicators as agreed between the customer and the counterparty increase in the agreed period, the customer becomes a party paying money, or a party receiving money; and

ニ 法第二条第二十一項第四号の二に掲げる取引 顧客が相手方と取り決めた商品

に係る金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(d) a transaction specified in Article 2, paragraph (21), item (iv) of the Act: a party becomes a money-paying or receiving party when a financial indicator for the instruments agreed between the customer and the counterparty rises in the agreed period;

ホ 法第二条第二十一項第五号（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第六号に掲げる取引 当事者があらかじめ定めた事由（同条第二十一項第五号及び第二十二項第六号に掲げるいずれかの事由をいう。第十一号ニにおいて同じ。）が発生した場合に顧客が金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(e) a transaction specified in Article 2, paragraph (21), item (v) of the Act (including Foreign Market Derivatives Transactions similar thereto) and a transaction specified in Article 2, paragraph (22), item (vi) of the Act: whether it is the transaction wherein, when any event agreed by the parties in advance (meaning any of the events specified in Article 2, paragraph (21), item (v) or Article 2, paragraph (22), item (vi) of the Act; the same applies in item (xi), (d)) occurs, the customer becomes a party paying money, or a party receiving money;

六 受注数量（数量がない場合にあつては、件数又は数量に準ずるもの。第三項第三号において同じ。）

(vi) volumes of order received (in cases when there is no volume, the number of orders received or any other particular equivalent to volume; the same applies in paragraph (3), item (iii));

七 約定数量（数量がない場合にあつては、件数又は数量に準ずるもの。第三項第三号において同じ。）

(vii) agreed volume (in cases when there is no volume, the number of agreed orders or any other particular equivalent to volume; the same applies in paragraph (3), item (iii));

八 指値又は成行の別（指値の場合にあつては、その価格及び注文の有効期限（当該有効期限が当日中であるものを除く。）を含む。）

(viii) information as to whether it is a limit order or a market order (in the case of a limit order, the price and valid period of the order (excluding any order of which valid period is the day of such order) are included);

九 受注日時

(ix) the date and time of receipt of the order;

十 約定日時

(x) the date and time of the contract;

十一 約定価格（次のイからニまでに掲げる取引にあつては、それぞれイからニまでに定める事項。以下この節において同じ。）

(xi) contract price (in the case of a transaction specified in (a) through (d) below,



the information set forth respectively therein; hereinafter the same applies in this Section):

イ 法第二条第二十一項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第二号に掲げる取引 約定数値

(a) a transaction specified in Article 2, paragraph (21), item (ii) of the Act (including Foreign Market Derivatives Transactions similar thereto) and a transaction specified in Article 2, paragraph (22), item (ii) of the Act: the Agreed Figure;

ロ 法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）、同条第二十二項第三号及び第四号に掲げる取引並びに選択権付債券売買 オプションの対価の額又は選択権料

(b) a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including Foreign Market Derivatives Transactions similar thereto), the transactions specified in Article 2, paragraph (22), items (iii) and (iv) of the Act, and the Trading of Bonds with Options: the amount of the consideration for the Options or option premiums;

ハ 法第二条第二十一項第四号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）、同項第四号の二に掲げる取引及び同条第二十二項第五号に掲げる取引 約定した金融商品の利率等又は金融指標

(c) a transaction specified in Article 2, paragraph (21), item (iv) of the Act (including Foreign Market Derivatives Transactions similar thereto), a transaction specified in item (iv)-2 of that paragraph and a transaction specified in Article 2, paragraph (22), item (v): the contracted interest rate, etc. of the Financial Products or the contracted Financial Indicators; or

ニ 法第二条第二十一項第五号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第六号に掲げる取引 当事者があらかじめ定めた事由が発生した場合に金銭を受領する権利の対価の額

(d) a transaction specified in Article 2, paragraph (21), item (v) of the Act (including Foreign Market Derivatives Transactions similar thereto), and a transaction specified in Article 2, paragraph (22), item (vi) of the Act: the amount of the consideration for the right to receive money upon the occurrence of the event agreed to by the parties in advance.

2 前項の注文伝票は、次に掲げるところにより作成しなければならない。

(2) An order form set forth in the preceding paragraph must be prepared in accordance with the following:

一 顧客からの注文の場合は当該注文を受けたときに、自己の取引の発注の場合は当該発注を行うときに、速やかに作成すること。ただし、銘柄の異なる複数の有価証券に係る注文を一度に受けた場合その他注文を受けたときに速やかに作成することが困難な場合については、この限りでない。

(i) that an order form is prepared immediately upon receipt of the order, in case of an order from a customer, or immediately upon the placement of an

- order, in the case of the placement of an order for a self-transaction; provided, however, that this does not apply to cases when it is difficult to prepare such forms immediately upon receipt of orders, such as cases when orders for two or more Securities of different issues were received at the same time;
- 二 取引が不成立の場合には、その旨を表示すること。
- (ii) in cases when the transaction did not come into effect, that an order form contains such fact;
- 三 注文伝票を電磁的記録により作成する場合は、前項各号に掲げる事項のほか、次に掲げるところにより作成すること。
- (iii) in cases when an order form is to be prepared by means of an Electronic or Magnetic Record, such record is prepared in accordance with the following, beyond what is set forth in the items of the preceding paragraph:
- イ 前項各号（第七号、第十号及び第十一号を除く。）に掲げる事項は、注文を受けたとき（自己の取引の発注の場合にあっては、発注を行うときまで）に電子計算機へ入力すること。
- (a) that the information specified in the items of the preceding paragraph (excluding items (vii), (x) and (xi)) is entered on a computer upon receipt of orders (in the case of the placement of an order for a self-transaction, before placing such order); and
- ロ 顧客の注文又は自己の発注の内容を電子計算機へ入力した日付及び時刻が自動的に記録されること。
- (b) that the date and time when the details of the customer's order or the proprietary transaction orders were entered on a computer are automatically recorded;
- 四 注文伝票の保存は次に掲げるところにより行うこと。
- (iv) that the order forms are preserved in accordance with the following:
- イ 顧客の注文と自己の発注とに分け、日付順につづり込んで保存すること。
- (a) that the order forms are classified into the customer's orders and proprietary orders, and are preserved in files in date order;
- ロ 現先取引に係るものについては、別つづりとして保存すること。ただし、取引量の少ない営業所又は事務所については、この限りでない。
- (b) that the order forms for Gensaki Transactions are preserved in separate files; provided, however, that this does not apply to the business office or any other office which handles only a small quantity of transactions;
- ハ 私設取引システム運營業務に係るものについては、判別できるようにして保存すること。
- (c) that the order forms pertaining to the Proprietary Trading System Operations are preserved in a distinctive manner;
- ニ 電子取引基盤運營業務に係るものについては、判別できるようにして保存すること。
- (d) that the order forms pertaining to Electronic Trading Platform

Management Services are kept in a manner which enables identification thereof;

五 注文・清算分離行為が行われた取引に係る注文である場合には、その旨を表示すること。

(v) that, in cases of the order pertaining to a transaction for which a Give-up was effected, such fact is stated;

六 注文・清算分離行為が行われた取引については、注文執行会員等は、新規又は決済の別及び新規、権利行使、転売又は買戻しの別の記載を要しない。

(vi) in the case of a transaction for which a Give-up was effected, the Order Executing Member, etc. need not specify information as to whether it is a new transaction or a settlement transaction, or information as to whether it is a new transaction or a transaction for the exercise of rights, a resale or buy-back;

七 注文・清算分離行為が行われた取引については、清算執行会員等は、作成することを要しない。

(vii) in the case of a transaction for which a Give-up was effected, the Clearance Executing Member, etc. need not prepare order forms therefor;

八 金融商品取引所の定める規則により当該金融商品取引所の開設する取引所金融商品市場において特定の銘柄の有価証券又は市場デリバティブ取引に係る金融商品若しくは金融指標につき恒常的に売付け又は買付けの気配を提示する会員等が、当該気配として行う注文については、作成することを要しない。

(viii) with regard to cases when any Member, etc. which, pursuant to the rules of the Financial Instruments Exchange, regularly presents quotes for the sale or purchase of Securities of specified issues, or of the Financial Products or the Financial Indicators pertaining to Market Transactions of Derivatives of specified issues, on the Financial Instruments Exchange Market established by such Financial Instruments Exchange, there is no requirement to prepare order forms for the orders placed by such Member, etc. as such quotes;

九 認可金融商品取引業協会の定める規則により当該認可金融商品取引業協会の開設する店頭売買有価証券市場において特定の銘柄の有価証券につき恒常的に売付け又は買付けの気配を提示する当該認可金融商品取引業協会の会員が、当該気配として行う注文については、作成することを要しない。

(ix) with regard to cases when any member of the Authorized Financial Instruments Firms Association, pursuant to the rules of the Authorized Financial Instruments Firms Association, regularly presents quotes for the sale or purchase of the Securities of specified issues on the Over-the-Counter Securities Market established by such authorized Financial Instruments Firms Association, there is no requirement to prepare order forms for the orders placed by such member as such quotes.

3 前二項の規定にかかわらず、次の各号に掲げる事項については、当該各号に定める

ところによることができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, the matters listed in the following items may be stated in accordance with the manners set forth respectively therein:

一 国債の入札前取引に係る第一項第四号及び第十一号に掲げる事項 同項第四号及び第十一号に掲げる事項に代えて、国債の入札前取引である旨、償還予定日及び約定利回りを記載すること。

(i) the matters specified in paragraph (1), items (iv) and (xi) which pertain to a Pre-Auction Trading of Government Bonds: the fact that the transaction is a Pre-Auction Trading of Government Bonds, the scheduled redemption date and the contracted yield may be specified, in lieu of the matters specified in items (iv) and (xi) of that paragraph;

二 現先取引に係る第一項各号に掲げる事項 同一顧客のスタート分の取引とエンド分の取引を一枚の注文伝票に記載すること。

(ii) the matters listed in the items of paragraph (1) which pertain to a Gensaki Transaction: a Transaction for Starting and a Transaction for Ending for the same customer may be stated on one order form;

三 同一日において価格が変動しない投資信託受益証券等（投資信託若しくは外国投資信託の受益証券、投資証券又は外国投資証券で投資証券に類する証券をいう。第二百八十一条第六号を除き、以下同じ。）に係る第一項各号に掲げる事項 当該各号に掲げる事項に代えて、顧客の氏名又は名称、銘柄、売付け又は買付けの別、受注数量、約定数量、受注日及び約定日を記載すること。

(iii) the matters specified in the items of paragraph (1) which pertain to Investment Trust Beneficiary Certificates, etc. without price fluctuation on the same day (the "Investment Trust Beneficiary Certificates, etc." mean the Beneficiary Certificates of an Investment Trust or a Foreign Investment Trust, Investment Securities, or Foreign Investment Securities similar to the Investment Securities; hereinafter the same applies except in Article 281, item (vi)): the customer's name, the issues, whether the transaction is a sale or purchase transaction, volumes of order received, the contracted volume, the date of the receipt of the order and the contract date may be specified, in lieu of the matters specified in the relevant items;

四 第一項第二号に掲げる事項 第一百条第一項第五号又は第六号の規定により契約締結時交付書面の交付を要しない顧客の場合であって、当該顧客と当該顧客の資産に係る運用指図者が異なるときは、運用指図者から受注した売買取引について当該運用指図者を第一項第二号に掲げる顧客とすること。この場合においては、その旨を注文伝票に表示しなければならない。

(iv) the matter specified in paragraph (1), item (ii): in cases when the customer is the one that a Document for Delivery Upon Conclusion of Contract is not required to be delivered to pursuant to the provisions of Article 110, paragraph (1), item (v) or (vi), and if the customer is different from the

person authorized to give investment instructions pertaining to the customer's assets, the person authorized to give investment instructions may be treated as the customer set forth in paragraph (1), item (ii), with regard to a purchase and sale transaction ordered by such person authorized to give investment instructions. In such case, the aforementioned fact must be stated in the order form;

五 第一項第三号ニ（２）、ホ（３）及びト（２）に掲げる事項 金融商品取引所の定める規則により注文時にこれらの事項を指示することが不要とされているものについては、記載を省略すること。

(v) the matters specified in paragraph (1), item (iii), (d), 2., (e), 3. and (g), 2.: a statement of any of those matters not required to be instructed at the time of order pursuant to the rules of the Financial Instruments Exchange may be omitted;

六 前項第三号の規定により電磁的記録により作成されている事項 当該電磁的記録により作成されている事項を電子計算機の映像面へ表示し、又は書面へ出力する場合においては、一覧表により表示し、又は出力すること。

(vi) information prepared by means of an Electronic or Magnetic Record pursuant to the provisions of item (iii) of the preceding paragraph: in cases when such information prepared by means of an Electronic or Magnetic Record is to be displayed on the computer screen or to be printed out on paper, such information may be displayed or printed in the form of lists.

4 高速取引行為に関する第一項の注文伝票については、第二項第三号及び第四号並びに前項第六号の規定は適用せず、第三百三十八条第六項及び第七項の規定を準用する。この場合において、同項中「次に掲げるところにより」とあるのは、「高速取引行為に関するものであることが判別できるようにし、かつ、次に掲げるところにより」と読み替えるものとする。

(4) With regard to the order forms under paragraph (1) which relates to the High-Speed Trading, the provisions of paragraph (2), items (iii) and (iv), and item (vi) of the preceding paragraph do not apply, and the provisions of Article 338, paragraphs (6) and (7) apply mutatis mutandis. In this case, the term "in accordance with the following" in those paragraphs is deemed to be replaced with "in a way to enable the identification as transactions relating to High-Speed Trading and in accordance with the following".

(取引日記帳)

(Transaction Diary)

第百五十九条 第百五十七条第一項第四号の取引日記帳には、法第二条第八項第一号から第五号（同条第二十七項第二号に該当するものを除く。）まで、第八号及び第九号に掲げる行為（媒介又は代理に係るものを除く。）並びに商品関連市場デリバティブ取引に関し、次に掲げる事項を記載しなければならない。

Article 159 (1) The following matters must be stated in the transaction diary set

forth in Article 157, paragraph (1), item (iv), with regard to the acts specified in Article 2, paragraph (8), items (i) through (v) of the Act (excluding the act which falls under item (ii), paragraph (27) of that Article) and Article 2, paragraph (8), items (viii) and (ix) of the Act (excluding an act pertaining to an intermediary or agency service) and Commodity-Related Market Transactions of Derivatives:

一 約定年月日

(i) the date of the contract;

二 委託者である顧客の氏名又は名称

(ii) the name of the customer that has made the entrustment;

三 売付け若しくは買付けの別又は募集若しくは売出しの取扱い若しくは私募若しくは特定投資家向け売付け勧誘等の取扱い若しくは解約若しくは払戻しの別

(iii) information as to whether it is a sale or purchase, or dealing in a public offering or secondary distribution, dealing in a private placement or Solicitation for Selling, etc. Only for Professional Investors, or a cancellation or refund;

四 銘柄

(iv) issues;

五 数量（数量がない場合にあつては、件数又は数量に準ずるもの）

(v) the volume (in cases when there is no volume, the number of transactions or any other particular equivalent to volume);

六 約定価格又は単価及び金額

(vi) the contract price or unit price, and the amount;

七 受渡年月日

(vii) the delivery date;

八 相手方の氏名又は名称（有価証券の売買その他の取引等を取引所金融商品市場又は店頭売買有価証券市場によらないでする場合に限る。）

(viii) the name of the counterparty (limited to cases when a Purchase and Sale or Other Transaction of Securities, etc. is to be conducted by means other than on the Financial Instruments Exchange Market or the Over-the-Counter Securities Market);

九 現先取引については、次に掲げる事項

(ix) in the case of a Gensaki Transaction, the following matters:

イ 現先取引である旨

(a) the fact that the transaction falls under the category of a Gensaki Transaction;

ロ スタート分の取引又はエンド分の取引の別

(b) information as to whether it is a Transaction for Starting or a Transaction for Ending;

ハ 委託現先又は自己現先の別

(c) information as to whether it is a Gensaki Transaction based on an

- entrustment by a customer a Gensaki Transaction on dealer basis;
- 十 法第二条第二十一項第一号及び第二号並びに第二十二項第一号及び第二号に掲げる取引については、次に掲げる事項
- (x) with regard to the transactions specified in Article 2, paragraph (21), items (i) and (ii), and Article 2, paragraph (22), items (i) and (ii) of the Act, the following matters:
- イ 自己又は委託の別（法第二条第二十一項第一号及び第二号に掲げる取引については、委託先物か自己先物かの別）
- (a) information as to whether the Financial Instruments Business Operator, etc. itself is dealing or it is a transaction based on entrustment by the customer (with regard to the transactions specified in Article 2, paragraph (21), items (i) and (ii) of the Act, information as to whether it is a Futures Transaction based on an entrustment by a customer or a Futures Transaction on dealer basis);
- ロ 限月又は受渡年月日
- (b) the contract month or delivery date;
- ハ 新規、決済又は解除の別
- (c) information as to whether it is a new transaction, or a transaction for a settlement or cancellation; and
- ニ 商品有価証券以外の有価証券に係る法第二条第二十一項第一号及び第二号に掲げる取引については、その旨
- (d) in cases of the transactions specified in Article 2, paragraph (21), items (i) and (ii) of the Act which relate to the Securities other than Trading Account Securities, to that effect;
- 十一 法第二条第二十一項第三号並びに第二十二項第三号及び第四号に掲げる取引並びに選択権付債券売買については、次に掲げる事項
- (xi) with regard to the transactions specified in Article 2, paragraph (21), item (iii) and Article 2, paragraph (22), items (iii) and (iv) of the Act, and the Trading of Bonds with Options, the following matters:
- イ 自己又は委託の別
- (a) information as to whether the Financial Instruments Business Operator, etc. itself is dealing or it is a transaction based on entrustment by the customer;
- ロ 権利行使期間及び権利行使価格
- (b) the exercise period and exercise price;
- ハ プット又はコールの別
- (c) information as to whether it is a Put Option or Call Option;
- ニ 新規、権利行使、転売、買戻し又は相殺の別
- (d) information as to whether it is a new transaction, or a transaction for the exercise of rights, a resale, buy-back or set-off;
- ホ 限月

(e) the contract month;

へ 法第二条第二十二項第三号及び第四号に掲げる取引については、オプションの行使により成立することとなる取引の内容

(f) in the case of a transaction specified in Article 2, paragraph (22), items (iii) and (iv) of the Act, the detail of the transaction to be effected by the exercise of Options;

十二 法第二条第二十一項第四号及び第四号の二並びに第二十二項第五号に掲げる取引については、次に掲げる事項

(xii) with regard to the transactions specified in Article 2, paragraph (21), items (iv) and (iv)-2 and Article 2, paragraph (22), item (v) of the Act, the following matters:

イ 自己又は委託の別

(a) information as to whether the Financial Instruments Business Operator, etc. itself is dealing or it is a transaction based on entrustment by the customer; and

ロ 取引期間及び受渡年月日

(b) the transaction period and delivery date;

十三 法第二条第二十一項第五号及び第二十二項第六号に掲げる取引については、次に掲げる事項

(xiii) in cases of the transactions specified in Article 2, paragraph (21), item (v) and Article 2, paragraph (22), item (vi) of the Act, the following matters:

イ 自己又は委託の別

(a) information as to whether the Financial Instruments Business Operator, etc. itself is dealing or it is a transaction based on entrustment by the customer;

ロ 権利行使期間

(b) the exercise period;

ハ 新規、権利行使、転売又は買戻しの別

(c) information as to whether it is a new transaction, or a transaction for the exercise of rights, resale or buy-back;

ニ 法第二条第二十二項第六号に掲げる取引については、次に掲げる事項

(d) in the case of a transaction specified in Article 2, paragraph (22), item (vi) of the Act, the following matters:

(1) 当事者があらかじめ定めた事由

1. the events determined by the parties in advance;

(2) 当事者があらかじめ定めた事由が発生した場合に支払われることとなる金銭の額又はその計算方法

2. the amount of money payable upon the occurrence of any event determined by the parties in advance, or the means of the calculation thereof; and

(3) 当事者の間で移転することを約した金融商品、金融商品に係る権利又は



金銭債権（金融商品であるもの及び金融商品に係る権利であるものを除く。）

3. the Financial Instruments, the rights pertaining to the Financial Instruments, or monetary claims (such monetary claims exclude those which are Financial Instruments or the rights pertaining to the Financial Instruments), which the parties had agreed to transfer between the parties.

2 前項の取引日記帳は、次に掲げるところにより作成しなければならない。

(2) The transaction diary set forth in the preceding paragraph must be prepared in accordance with the following:

一 募集若しくは売出しの取扱い若しくは私募若しくは特定投資家向け売付け勧誘等の取扱い又は解約若しくは払戻しの別（次号において「募集等」という。）については、それぞれに区分して記載すること。

(i) that information as to whether the type of the transaction is dealing in a public offering or secondary distribution, dealing in a private placement or Solicitation for Selling, etc. Only for Professional Investors, or a cancellation or refund (referred to as the "Public Offering, etc." in the following item) is itemized by each category of transaction;

二 募集等以外については、自己売買と委託売買の別に市場内取引（取引所金融商品市場又は店頭売買有価証券市場における取引をいう。以下この号及び次号において同じ。）における売付け及び買付け、市場内取引以外の取引における売付け及び買付けに区分して記載すること。

(ii) that information on transactions other than the Public Offering, etc. is classified into trading on own account and trading based on an entrustment by a customer, and is itemized by sale and purchase under a Market Transaction (meaning a transaction on the Financial Instruments Exchange Market or Over-the-Counter Securities Market; hereinafter the same applies in this item and the following item) and sale and purchase under a transaction other than Market Transaction;

三 市場内取引については市場別に記載すること。

(iii) that information on Market Transactions is stated by each market;

四 受渡年月日は、実際に受渡しを行った年月日を記載すること。ただし、取引所金融商品市場における取引のうち金融商品取引所の規則で定める普通取引に係るものについては、この限りでない。

(iv) with regard to the delivery date, the day when the delivery was actually completed is stated; provided, however, that this does not apply to the transactions on the Financial Instruments Exchange Market which pertain to the regular transactions prescribed by the rules of the Financial Instruments Exchange;

五 クロス取引（取引所金融商品市場において行う売付け又は買付け（当該取引所金融商品市場を開設する金融商品取引所が定める方法により行うものに限る。）であ

って、同一の会員等が対当する売付け又は買付けを同時に成立させるものをいう。)については、その旨を表示すること。

(v) that, in the case of a Cross Transaction (meaning a sale or purchase on the Financial Instruments Exchange Market (limited to that to be conducted by the means specified by the Financial Instruments Exchange which establishes such Financial Instruments Exchange Market), wherein the same Member, etc. simultaneously effects a matching sale or purchase), such fact is stated;

六 国債の入札前取引において、当該入札前取引の成立時に、銘柄、単価、金額及び受渡年月日（以下この号において「銘柄等」という。）の記載をすることができない場合にあつては、国債の入札前取引である旨、償還予定日及び約定利回りを記載することとし、当該銘柄等が判明したときに、これらの記載をすること。なお、これらの事項を記載した期日及び経緯が判別できるようにしておくこと。

(vi) that, in the case of a Pre-Auction Trading of Government Bonds, if it is impossible to state the issue, unit price, amount and delivery date (hereinafter referred to as the "Issues, etc." in this item) at the time of the effectuation of such pre-auction trading, the fact that it is a Pre-Auction Trading of Government Bonds, the scheduled redemption date and the contracted yield are stated, and that such Issues, etc. are stated when they are identified. In such case, a diary is prepared so as to enable the identification of the date when the aforementioned matters were stated and the background thereof;

七 私設取引システム運營業務に係るものは、別つづりとするか、当該私設取引システム運營業務に係るものであることが判別できるようにしておくこと。

(vii) that information on transactions pertaining to the Proprietary Trading System Operations is kept in a separate file, or is recorded in a manner which enables the identification that such information pertains to the Proprietary Trading System Operations;

八 注文・清算分離行為が行われた取引については、注文執行会員等は、新規又は決済の別及び新規、権利行使、転売又は買戻しの別の記載を要しない。

(viii) with regard to a transaction for which a Give-up was effected, the Order Executing Member, etc. need not state whether it is a new transaction, or a transaction for the exercise of rights, a resale or buy-back;

九 電子取引基盤運營業務に係るものは、別つづりとするか、当該電子取引基盤運營業務に係るものであることが判別できるようにしておくこと。

(ix) that information on transactions pertaining to the Electronic Trading Platform Management Services is kept in a separate file, or is recorded in a manner which enables the identification that such information pertains to the Electronic Trading Platform Management Services.

3 前二項の規定にかかわらず、次の各号に掲げる事項については、当該各号に定めるところによることができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, the information listed in the following items may be stated in accordance with the manners set forth respectively therein:

一 有価証券等清算取次ぎに係る第一項各号に掲げる事項 金融商品取引清算機関（当該金融商品取引清算機関が連携金融商品債務引受業務を行う場合には、連携清算機関等を含む。）若しくは外国金融商品取引清算機関又は委託者から送付される伝票又はデータ（委託者の氏名又は名称、銘柄、数量、金額及び約定年月日が含まれているものに限る。）を保存することをもって取引日記帳とすること。

(i) the matters listed in the items of paragraph (1) which pertain to Brokerage for Clearing of Securities, etc.: the transaction diary may be prepared by way of preserving the forms or data sent by Financial Instruments Clearing Organizations (if the Financial Instruments Clearing Organization engages in Collaborative Financial Instruments Obligation Assumption Services, including the Collaborating Clearing Organization, etc.), Foreign Financial Instruments Clearing Organizations, or entrustors (limited to forms or data which include the entrustor's name, issues, volumes, amount, and the date of contract);

二 第一項第二号及び第八号に掲げる事項 第一百条第一項第五号又は第六号の規定により契約締結時交付書面の交付を要しない顧客又は相手方の場合であつて、当該顧客又は相手方と当該顧客又は相手方の資産に係る運用指図者が異なるときは、運用指図者から受注し約定した売買取引について当該運用指図者を第一項第二号に掲げる顧客又は同項第八号に掲げる相手方とすること。この場合においては、その旨を取引日記帳に表示しなければならない。

(ii) the matters specified in paragraph (1), items (ii) and (viii): in case of a customer or counterparty that a Document for Delivery Upon Conclusion of Contract is not required to be delivered to pursuant to the provisions of Article 110, paragraph (1), item (v) or (vi), and where such customer or counterparty is different from the person authorized to give investment instructions pertaining to such customer or counterparty's assets, the person authorized to give investment instructions will be treated as the customer specified in paragraph (1), item (ii) or the counterparty specified in item (viii) of that paragraph, with regard to the purchase and sale transaction ordered by and concluded with such person authorized to give investment instructions. In such case, the aforementioned fact must be specified in a transaction diary.

4 高速取引行為に関する第一項の取引日記帳については、第二項第七号及び第九号の規定は適用せず、第三百三十八条第七項（第一号を除く。）の規定を準用する。この場合において、同項中「次に掲げるところにより」とあるのは、「高速取引行為に関するものであることが判別できるようにし、かつ、次に掲げるところにより」と読み替えるものとする。

(4) With regard to the transaction diary under paragraph (1) which relates to the

High-Speed Trading, the provisions of paragraph (2), items (vii) and (ix), and item (ix) of the preceding paragraph do not apply, and the provisions of Article 338, paragraph (7) (excluding item (i)) apply mutatis mutandis. In this case, the term "in accordance with the following" in that paragraph is deemed to be replaced with "in a way to enable the identification as transactions relating to High-Speed Trading and in accordance with the following".

(媒介又は代理に係る取引記録)

(Transaction Records for Intermediary or Agency Services)

第百六十条 第一百五十七条第一項第五号の媒介又は代理に係る取引記録には、法第二条第八項第二号から第四号までに掲げる行為（媒介又は代理に係るものに限る。）に関し、次に掲げる事項を記載しなければならない。

Article 160 The transaction records for intermediary or agency services as referred to in Article 157, paragraph (1), item (v) must include the following matters, in connection with the acts specified in Article 2, paragraph (8), items (ii) through (iv) of the Act (limited to acts pertaining to intermediary or agency services):

一 媒介又は代理を行った年月日

(i) the date when the intermediary or agency service was provided;

二 顧客の氏名又は名称

(ii) the customer's name;

三 媒介又は代理の別

(iii) information as to whether the type of service was intermediary or agency;

四 媒介又は代理の内容

(iv) the contents of the intermediary or agency service; and

五 媒介又は代理に関して受け取る手数料、報酬その他の対価の額

(v) the amount of the fees, remuneration or any other consideration receivable in connection with the intermediary or agency services.

(有価証券等清算取次ぎに係る取引記録)

(Transaction Records for the Brokerage for Clearing of Securities)

第百六十一条 第一百五十七条第一項第六号の有価証券等清算取次ぎに係る取引記録には、有価証券等清算取次ぎ（法第二条第二十七項第二号に規定する有価証券等清算取次ぎを除く。）に関する次に掲げる事項を記載しなければならない。

Article 161 The transaction records for Brokerage for Clearing of Securities, etc. referred to in Article 157, paragraph (1), item (vi) must include the following matters, in connection with Brokerage for Clearing of Securities, etc. (excluding Brokerage for Clearing of Securities, etc. prescribed in Article 2, paragraph (27), item (ii) of the Act):

一 委託者の氏名又は名称

(i) the name of the entrusting person;

二 銘柄

(ii) the issues;

三 数量（数量がない場合にあつては、件数又は数量に準ずるもの）

(iii) the volumes (in cases when there is no volume, the number of transactions or any other information equivalent to volumes);

四 受渡金額

(iv) the delivery price;

五 受渡年月日

(v) the delivery date; and

六 受渡しの相手方

(vi) the party receiving the delivery.

（募集若しくは売出し又は私募若しくは特定投資家向け売付け勧誘等に係る取引記録）

(Transaction Records for Public Offering or Secondary Distribution, or Private Placement or Solicitation for Selling Only for Professional Investors)

第百六十二条 第百五十七条第一項第七号の募集若しくは売出し又は私募若しくは特定投資家向け売付け勧誘等に係る取引記録には、法第二条第八項第七号に掲げる行為及び同項第八号に掲げる行為（当該行為に係る有価証券の買付けの申込み又は売付けの期間を定めて行うものに限る。）並びに令第一条の十二に規定する行為に関し、次に掲げる事項を記載しなければならない。

Article 162 (1) The transaction records for a Public Offering or Secondary Distribution, or a Private Placement or Solicitation for Selling, etc. Only for Professional Investors as referred to in Article 157, paragraph (1), item (vii) must include the following matters, in connection with the act specified in Article 2, paragraph (8), item (vii) of the Act and the act specified in item (viii) of that paragraph (limited to those conducted by specifying a period of offer for purchase or sales of Securities pertaining to those acts) and the act specified in Article 1-12 of the Order:

一 顧客の氏名又は名称

(i) the customer's name;

二 銘柄

(ii) the issues;

三 募集若しくは売出し若しくは私募若しくは特定投資家向け売付け勧誘等又は買取り若しくは解約若しくは払戻し（次項において「募集等」という。）の別

(iii) information as to whether the type of the transaction is a public offering or secondary distribution, a private placement or Solicitation for Selling, etc. Only for Professional Investors, or a purchase, cancellation or refund (referred to as the "Public Offering, etc." in the following paragraph);

四 受注数量（数量がない場合にあつては、件数又は数量に準ずるもの。第三項第一号において同じ。） 、受注単価及び受注金額

(iv) the volumes of order received (in cases when there is no volume, the number of orders received or any other particular equivalent to volume; the same applies in paragraph (3), item (i)), the unit price and the amount of order received;

五 約定数量（数量がない場合にあつては、件数又は数量に準ずるもの。第三項第一号において同じ。） 、約定単価及び約定金額

(v) the agreed volume (in cases when there is no volume, the number of agreed orders or any other particular equivalent to volume; the same applies in paragraph (3), item (i)), the contracted unit price and the contract amount;

六 受注日時

(vi) the date and time of receipt of the orders; and

七 約定日時

(vii) the date and time of the contract.

2 前項の募集若しくは売出し又は私募若しくは特定投資家向け売付け勧誘等に係る取引記録は、次に掲げるところにより作成しなければならない。

(2) The transaction records for the public offering or secondary distribution, or the private placement or Solicitation for Selling, etc. Only for Professional Investors as set forth in the preceding paragraph must be prepared in accordance with the following:

一 原則として募集等に係る申込みを受けたときに、速やかに作成すること。

(i) that the record is, in principle, prepared promptly upon the receipt of applications pertaining to the Public Offering, etc.;

二 約定が不成立の場合には、その旨を表示すること。

(ii) that, in cases when the contract has not been effected, such fact is stated;

三 募集若しくは売出し又は私募若しくは特定投資家向け売付け勧誘等に係る取引記録を電磁的記録により作成する場合は、前二号に掲げるところによるほか、次に掲げるところにより作成すること。

(iii) that, if the transaction records for the public offering or secondary distribution, or the private placement or Solicitation for Selling, etc. Only for Professional Investors is to be prepared by means of an Electronic or Magnetic Record, it is, beyond what is set forth in the preceding two items, prepared in accordance with the following:

イ 前項各号（第五号及び第七号を除く。）に掲げる事項は、募集等に係る申込みを受けたときに電子計算機へ入力すること。

(a) that the matters specified in the items of the preceding paragraph (excluding items (v) and (vii)) are entered on a computer upon the receipt of an application pertaining to the Public Offering, etc.; and

ロ 募集等に係る申込みを電子計算機へ入力した日付及び時刻が自動的に記録されること。

(b) that the date and time when the application pertaining to the Public Offering, etc. was entered on the computer are automatically recorded.

3 前二項の規定にかかわらず、次の各号に掲げる事項については、当該各号に定めるところによることができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, the information listed in the following items may be stated in accordance with the manners set forth respectively therein:

一 同一日において価格が変動しない投資信託受益証券等に係る第一項第四号から第七号までに掲げる事項 当該各号に掲げる事項に代えて、受注数量、約定数量、受注日及び約定日を記載すること。

(i) the matters specified in paragraph (1), items (iv) through (vii) which pertain to Investment Trust Beneficiary Certificates, etc. without price fluctuation on the same day: volume of order received, contracted volume, the date of the receipt of the order and the date of contract may be specified in lieu of the matters specified in the such items;

二 前項第三号の規定により電磁的記録により作成されている事項 当該電磁的記録により作成されている事項を電子計算機の映像面へ表示し、又は書面へ出力する場合においては、一覧表により表示し、又は出力すること。

(ii) information prepared by means of an Electronic or Magnetic Record pursuant to the provisions of item (iii) of the preceding paragraph: in cases when such information prepared by means of an Electronic or Magnetic Record is to be displayed on the computer screen or to be printed out on paper, such information may be displayed or printed in the form of lists.

(募集若しくは売出しの取扱い又は私募若しくは特定投資家向け売付け勧誘等の取扱いに係る取引記録)

(Transaction Records for Dealing in Public Offering or Secondary Distribution, or Dealing in Private Placement or Solicitation for Selling Only for Professional Investors)

第百六十三条 第一百五十七条第一項第八号の募集若しくは売出しの取扱い又は私募若しくは特定投資家向け売付け勧誘等の取扱いに係る取引記録には、法第二条第八項第九号に掲げる行為に関し、次に掲げる事項を記載しなければならない。

Article 163 (1) In the transaction records for dealing in a public offering or secondary distribution, or dealing in a private placement or Solicitation for Selling, etc. Only for Professional Investors as set forth in Article 157, paragraph (1), item (viii), the following matters in relation to the acts specified in Article 2, paragraph (8), item (ix) of the Act must be stated:

一 顧客の氏名又は名称

(i) the customer's name;

二 銘柄

(ii) the issues;

三 募集若しくは売出しの取扱い若しくは私募若しくは特定投資家向け売付け勧誘等の取扱い又は解約若しくは払戻し(次項において「募集等」という。)の別

(iii) information as to whether the type of the transaction is dealing in a public offering or secondary distribution, dealing in a private placement or Solicitation for Selling, etc. Only for Professional Investors, or a cancellation or a refund (referred to as the "Public Offering, etc." in the following paragraph);

四 受注数量（数量がない場合にあつては、件数又は数量に準ずるもの。第三項第一号において同じ。） 、受注単価及び受注金額

(iv) the volume of order received (in cases when there is no volume, the number of orders received or any other information equivalent to volume; the same applies in paragraph (3), item (i)), the unit price of order received, and the amount of order received;

五 約定数量（数量がない場合にあつては、件数又は数量に準ずるもの。第三項第一号において同じ。） 、約定単価及び約定金額

(v) the agreed volume (in cases when there is no volume, the number of agreed orders or any other information equivalent to volume; the same applies in paragraph (3), item (i)), the contracted unit price and the contract amount;

六 受注日時

(vi) the date and time of receipt of the orders; and

七 約定日時

(vii) the date and time of the contract.

2 前項の募集若しくは売出しの取扱い又は私募若しくは特定投資家向け売付け勧誘等の取扱いに係る取引記録は、次に掲げるところにより作成しなければならない。

(2) The transaction records for dealing in a public offering or secondary distribution, or dealing in a private placement or Solicitation for Selling, etc. Only for Professional Investors as set forth in the preceding paragraph must be prepared in accordance with the following:

一 原則として募集等に係る申込みを受けたときに、速やかに作成すること。

(i) that it is, in principle, prepared promptly upon the receipt of an application pertaining to the Public Offering, etc.;

二 約定が不成立の場合には、その旨を表示すること。

(ii) that, in cases when the contract was not effected, such fact is stated;

三 募集若しくは売出しの取扱い又は私募若しくは特定投資家向け売付け勧誘等の取扱いに係る取引記録を電磁的記録により作成する場合は、前二号に掲げるところによるほか、次に掲げるところにより作成すること。

(iii) that, if the transaction records for dealing in a public offering or secondary distribution, or dealing in a private placement or Solicitation for Selling, etc. Only for Professional Investors is to be prepared by means of an Electronic or Magnetic Record, such record is, beyond what is set forth in the preceding two items, prepared in accordance with the following:

イ 前項各号（第五号及び第七号を除く。）に掲げる事項は、募集等に係る申込みを受けたときに電子計算機へ入力すること。



(a) that the matters specified in the items of the preceding paragraph (excluding items (v) and (vii)) are entered on a computer upon the receipt of an application pertaining to the Public Offering, etc.; and

ロ 募集等に係る申込みを電子計算機へ入力した日付及び時刻が自動的に記録されること。

(b) that the date and time when the application pertaining to the Public Offering, etc. was entered on the computer are automatically recorded.

3 前二項の規定にかかわらず、次の各号に掲げる事項については、当該各号に定めるところによることができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, the information listed in the following items may be stated in accordance with the manners set forth respectively therein:

一 同一日において価格が変動しない投資信託受益証券等に係る第一項第四号から第七号までに掲げる事項 当該各号に掲げる事項に代えて、受注数量、約定数量、受注日及び約定日を記載すること。

(i) the matters specified in paragraph (1), items (iv) through (vii) which pertain to Investment Trust Beneficiary Certificates, etc. without price fluctuation on the same day: the volume of order received, the contracted volume, the date of the acceptance of the order and the contract date may be specified in lieu of the matters specified in such items:

二 前項第三号の規定により電磁的記録により作成されている事項 当該電磁的記録により作成されている事項を電子計算機の映像面へ表示し、又は書面へ出力する場合においては、一覧表により表示し、又は出力すること。

(ii) information prepared by means of an Electronic or Magnetic Record pursuant to the provisions of item (iii) of the preceding paragraph: in cases when such information prepared by means of an Electronic or Magnetic Record is to be displayed on the computer screen or to be printed out on paper, such information may be displayed or printed in the form of lists.

(顧客勘定元帳)

(Customer Ledgers)

第百六十四条 第百五十七条第一項第九号の顧客勘定元帳には、顧客が行う取引（媒介又は代理に係るもの及び有価証券等清算取次ぎを除く。）に関し、次の各号に掲げる取引の区分に応じ、当該各号に掲げる事項を記載しなければならない。

Article 164 (1) The customer ledger referred to in Article 157, paragraph (1), item (ix) must contain the matters specified in the following items with regard to the customer's transactions (excluding transactions related to an intermediary or agency service, and also excluding Brokerage for Clearing of Securities, etc.), in accordance with the categories of the transactions set forth respectively therein:

一 信用取引、発行日取引（国債の発行日前取引を除く。）、選択権付債券売買、市

場デリバティブ取引及び店頭デリバティブ取引（次項第二号において「信用取引等」という。） 次に掲げる事項

- (i) a Margin Transaction, When-Issued Transaction (excluding When-Issued Transaction of Government Bonds), Trading of Bonds with Options, Market Transactions of Derivatives and Over-the-Counter Transactions of Derivatives (referred to as the "Margin Transactions, etc." in item (ii) of the following paragraph): the following matters:
- イ 顧客の氏名又は名称
  - (a) the customer's name;
  - ロ 約諾書番号
  - (b) the serial number of the agreement;
  - ハ 銘柄
  - (c) the issues;
  - ニ 取引の種類（第一百五十八条第一項第三号ロ、ハ、ニ（２）及び（３）、ホ（３）並びにト（２）を除く。）
  - (d) the type of transactions (excluding Article 158, paragraph (1), item (iii), (b), (c), (d), 2., (d), 3., (e), 3. and (g), 2.);
  - ホ 売付け又は買付けの別
  - (e) information as to whether it is a sale or purchase transaction;
  - ヘ 約定年月日
  - (f) the date of the contract;
  - ト 数量（数量がない場合にあつては、件数又は数量に準ずるもの）
  - (g) volumes (in cases when there is no volume, the number of transactions or any other information equivalent to volume);
  - チ 約定価格又は単価及び金額
  - (h) the contract price or unit price, and the amount;
  - リ 委託手数料
  - (i) the amount of commission;
  - ヌ 信用取引支払利息若しくは信用取引受取利息又は品借料若しくは品貸料
  - (j) interest payable in relation to the Margin Transactions, etc. or interest receivable in relation to the Margin Transactions, etc., or the share-borrowing commission or the share-lending commission;
  - ル 入出金及び差引残高
  - (k) the withdrawal and depositing of money, and the outstanding balance;
  - ヲ 受入保証金、委託証拠金、売買証拠金その他の担保財産に関する事項（現金又は代用有価証券等の別、受入年月日又は返却年月日、銘柄、数量及び金額）
  - (l) information on Deposited Security Money, customer margins, trading margins or any other types of security (information as to whether the security is money or substitute securities or others, the date of the receipt thereof, the return date, and the issues, volumes and amount thereof);
- 二 前号に掲げる取引以外の取引 次に掲げる事項

(ii) a transaction other than those listed in the preceding item: the following information:

イ 顧客の氏名又は名称

(a) the customer's name;

ロ 約定年月日

(b) the date of the contract;

ハ 銘柄

(c) the issues;

ニ 数量（数量がない場合にあつては、件数又は数量に準ずるもの）、単価及び金額

(d) the volumes (in cases when there is no volume, the number of transactions or any other information equivalent to volume), the unit price, and the price;

ホ 受渡年月日

(e) the delivery date;

ヘ 借方、貸方及び残高

(f) the amounts of the debit, credit and outstanding balance;

ト スタート分の取引又はエンド分の取引の別

(g) information as to whether it is a Transaction for Starting or a Transaction for Ending;

チ 現先取引についてはその旨

(h) in the case of a Gensaki Transaction, to that effect.

2 前項の顧客勘定元帳は、次に掲げるところにより作成しなければならない。

(2) The customer ledger set forth in the preceding paragraph must be prepared in accordance with the following:

一 前項各号に掲げる取引ごと（市場デリバティブ取引及び店頭デリバティブ取引については、法第二条第二十一項各号及び第二十二項各号に掲げる取引ごと）に分冊し、顧客別に取引経過を記載すること。

(i) that the ledger is divided in accordance with the categories of the transactions specified in the items of the preceding paragraph (in the case of Market Transactions of Derivatives and Over-the-Counter Transactions of Derivatives, in accordance with the categories of the transactions listed in the items of Article 2, paragraph (21) and paragraph (22) of the Act), and contains the status of the transactions for each of the customers;

二 信用取引等により発生した損益金及び受取配当金相当額については、その他の取引に係る顧客勘定元帳に振り替えること。

(ii) that the profit or loss and the amount corresponding to a dividend accrued from the Margin Transaction, etc. are transferred to the customer ledger pertaining to any other transactions;

三 約諾書番号が別途顧客別に検索できる場合には、約諾書番号の記載を省略することができる。

(iii) that, in cases when the serial number of the consent letter may be separately searched for by each customer, the statement of such numbers may be omitted;

四 注文・清算分離行為が行われた取引に係る委託手数料については、清算執行会員等が顧客から直接受領した委託手数料を記載すること。

(iv) that, with regard to the commission for the transaction for which a Give-up was effected, the commission which the Clearance Executing Member, etc. received directly from the customer is stated; and

五 注文・清算分離行為が行われた取引については、注文執行会員等は、作成することを要しない。ただし、顧客から直接委託手数料を受領した場合には、顧客の氏名又は名称、約諾書番号、委託手数料並びに入出金及び差引残高を記載すること。

(v) that the Ordering Member, etc. need not prepare the customer ledger with regard to the transactions for which a Give-up was effected; provided, however, that if the Order Executing Member, etc. received directly from the customer any commissions, the customer's name, the serial number of the consent letter, the amount of commissions, the amount of the deposit and withdrawal of money and the outstanding balance are stated.

3 前二項の規定にかかわらず、次の各号に掲げる事項については、当該各号に定めるところによることができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, the information listed in the following items may be stated in accordance with the manners set forth respectively therein:

一 事故処理に係る第一項各号に掲げる事項 当該各号に掲げる事項について事故処理別に取引経過を記載すること。この場合においては、事故処理に係る顧客勘定元帳を単独で作成し、保存することができる。

(i) the matters listed in the items of paragraph (1) which pertain to the Handling of Problematic Conduct: with regard to the matters listed in such items, the status of a transaction may be itemized by each Handling of Problematic Conduct. In such case, the customer ledger on Handling of Problematic Conduct may be prepared and preserved separately;

二 第一項第一号チに掲げる約定価格又は単価及び同項第二号ニに掲げる単価 第一百条第一項第五号及び第六号の規定により契約締結時交付書面を交付しない顧客から同一日における同一銘柄の注文を一括することについてあらかじめ同意を得ている場合には、同一日における当該銘柄の取引の約定価格又は単価の平均額を記載すること。この場合においては、その旨を顧客勘定元帳に表示しなければならない。

(ii) the contract price or unit price specified in paragraph (1), item (i), (h), or the unit price specified in item (ii), (d) of that paragraph: in cases when there is no requirement to deliver a Document for Delivery Upon Conclusion of Contract to any customer pursuant to the provisions of Article 110, paragraph (1), item (v) or (vi), and where, with regard to the packaging of the orders placed for the same issues on a same day, such customer's prior

consent has been obtained, the average of the contract price or unit price for the transaction of such issue on the same day may be stated. In such case, the aforementioned fact must be specified in the customer ledger.

(受渡有価証券記番号帳)

(Book on Serial Numbers of Delivered Securities)

第百六十五条 第百五十七条第一項第十号の受渡有価証券記番号帳には、一切の受渡有価証券（受渡しを行った法第二条第一項各号に掲げる証券又は証書をいい、第百五十七条第一項第十一号の保護預り有価証券明細簿に記載したもの、受渡し時点において記号又は番号が特定できない外国有価証券、登録国債及び社債、株式等の振替に関する法律第二条第一項に規定する社債等で同条第二項に規定する振替機関が取り扱うものを除く。）について次に掲げる事項を記載しなければならない。

Article 165 (1) The book on the serial numbers of Delivered Securities referred to in Article 157, paragraph (1), item (x) must include the following matters in connection with any and all Delivered Securities (meaning the instruments or certificates specified in the items of Article 2, paragraph (1) of the Act for which delivery was completed, and excluding those entered in the book on the description of Securities in Safe Custody referred to in Article 157, paragraph (1), item (xi), the foreign Securities whose code or number cannot be specified as of the time of delivery thereof, registered national government bonds, and the corporate bonds, etc. specified in Article 2, paragraph (1) of the Act on Transfer of Corporate Bonds, Shares, etc. dealt by a book-entry transfer institution specified in paragraph (2) of that Article):

一 受入年月日

(i) the date of receipt;

二 受入先の氏名又は名称

(ii) the name of the recipient;

三 銘柄、数量、券面額、記号、番号その他の当該証券又は証書を特定するために必要な事項

(iii) the issues, volume, face value, code, number and any other information necessary for the identification of the instruments or certificates;

四 記名式であるときは、名義人の氏名又は名称

(iv) in the case of the registered Securities or certificates, the name of the holder;

五 引渡年月日

(v) the date of delivery; and

六 引渡先の氏名又は名称

(vi) the name of the party to receive the delivery.

2 前項の受渡有価証券記番号帳は、次に掲げるところにより作成することができる。

(2) The book on the serial numbers of Delivered Securities may be prepared in accordance with the following:

一 前項各号に掲げる事項については、マイクロフィルムの使用をもって記載に代えること。

(i) a statement of the matters listed in the items of the foregoing paragraph may be substituted by use of microfilm; and

二 前項各号に掲げる事項を伝票に記載し、当該伝票を日付順につづり込んだ場合には、当該伝票のつづりを受渡有価証券記番号帳とすること。

(ii) in cases when the matters listed in the items of the foregoing paragraph were entered into a form, and where such forms were filed in date order, such file of forms may be treated as the book on the serial numbers of Delivered Securities.

(保護預り有価証券等明細簿)

(Book on the Description of Securities in Safe Custody)

第百六十六条 第百五十七条第一項第十一号の保護預り有価証券等明細簿には、法第二条第八項第十六号に掲げる行為として顧客から預託を受けた同条第一項各号に掲げる証券又は証書（商品関連業務を行う場合にあっては、同条第八項第十六号に掲げる行為として顧客から預託を受けた商品又は寄託された商品に関して発行された証券若しくは証書を含む。）について次に掲げる事項を記載しなければならない。

Article 166 (1) The book on the description of the Securities in Safe Custody as referred to in Article 157, paragraph (1), item (xi) must include the following matters in connection with the instruments or certificates specified in the items of Article 2, paragraph (1) of the Act which were deposited by the customer as the act specified in Article 2, paragraph (8), item (xvi) of the Act (in cases of conducting Commodity-Related Business, including the Commodities deposited by customers as part of an act specified in item (xvi), paragraph (8) of that Article of the instruments or certificates issued in relation to the Commodities deposited):

一 預託を受けた年月日

(i) the date of acceptance of the deposit;

二 預託先の氏名又は名称

(ii) the name of the depository;

三 銘柄、数量、券面額、記号、番号その他の当該証券又は証書を特定するために必要な事項

(iii) the issues, volumes, face value, codes and numbers and any other information necessary for the identification of the instruments or certificates;

四 記名式であるときは、名義人の氏名又は名称

(iv) in the case of the registered securities or certificates, the name of the holder;

五 保管方法

(v) the means of custody;

六 引出年月日

(vi) the date of withdrawal; and

七 引出事由

(vii) the grounds for withdrawal.

2 前項の保護預り有価証券等明細簿は、次に掲げるところにより作成しなければならない。

(2) The book on the description of the Securities, etc. in Safe Custody set forth in the preceding paragraph must be prepared in accordance with the following:

一 顧客ごとに作成すること。

(i) that such book is prepared for each customer;

二 引出事由には、顧客からの返還請求、売却依頼及び保証金代用有価証券への振替え指示その他の引出しの事由を具体的に判別できるよう記載すること。

(ii) that the grounds for withdrawal are stated in a manner such that the details thereof, such as the customer's request for restitution, the customer's request for selling and the customer's instruction on replacement with Securities to be substituted for cash security deposits, are identifiable precisely;

三 混蔵寄託に係る有価証券の売付け又は買付けについては、券面額、記号、番号及び名義人以外の事項について記載することとし、混蔵寄託である旨を明確に表示しなければならない。

(iii) in the case of the sale or purchase of Securities kept by way of commingled custody, the matters other than face value, code, number and holder's name are to be stated, and the fact that the Securities are kept by way of commingled custody must be clearly indicated.

(トレーディング商品勘定元帳)

(Trading Products Ledgers)

第百六十七条 第百五十七条第一項第十三号のトレーディング商品勘定元帳には、次に掲げる事項を記載しなければならない。

Article 167 (1) A trading products ledger referred to in Article 157, paragraph

(1), item (xiii) must include the following matters:

一 商品有価証券等（貸借対照表の科目の商品有価証券等をいう。次項第一号及び第三号において同じ。）に係るものについては、次に掲げる事項

(i) with regard to a ledger on the Trading Account Securities, etc. (meaning the Trading Account Securities, etc. listed among the items of the balance sheet; the same applies in items (i) and (iii) of the following paragraph), the following matters:

イ 銘柄

(a) the issues;

ロ 約定年月日

(b) the date of the contract;

- ハ 受渡年月日
- (c) the delivery date;
- ニ 相手方の氏名又は名称（有価証券の売買その他の取引を取引所金融商品市場又は店頭売買有価証券市場によらないでする場合に限る。）
- (d) the counterparty's name (limited to cases when the purchase and sale or any other transaction of Securities is to be conducted by means other than on the Financial Instruments Exchange Market or Over-the-Counter Securities Market);
- ホ 借方又は貸方の区分
- (e) the classification of debit or credit;
- ヘ 数量（数量がない場合にあつては、件数又は数量に準ずるもの）、単価及び金額
- (f) volumes (in cases when there is no volume, the number of transactions or any other information equivalent to volumes), the unit price and the amount; and
- ト 残数量及び残金額
- (g) the outstanding volume and outstanding amount;
- 二 オプション取引（選択権付債券売買、法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）並びに同条第二十二項第三号第三号及び第四号に掲げる取引をいう。次項第一号において同じ。）に係るものについては、次に掲げる事項
- (ii) with regard to a ledger on Option Transactions (meaning a Trading of Bonds with Options, a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including the Foreign Market Derivatives Transactions similar thereto), transactions specified in paragraph (22), items (iii) and (iv) of that Act.; the same applies in item (i) of the following paragraph), the following matters:
- イ 銘柄
- (a) the issues;
- ロ 権利行使期間及び権利行使価格
- (b) the exercise period and exercise price;
- ハ プット又はコールの別
- (c) information as to whether it is a Put Option or Call Option;
- ニ オプションの行使により成立する取引の内容
- (d) the details of the transaction to be effected by the exercise of Options;
- ホ 約定年月日
- (e) the date of the contract;
- ヘ 受渡年月日
- (f) the delivery date;
- ト 相手方の氏名又は名称（選択権付債券売買及び法第二条第二十二項第三号及び第四号に掲げる取引の場合に限る。）



- (g) the counterparty's name (limited to the case of the Trading of Bonds with Options and the transactions specified in Article 2, paragraph (22), items (iii) and (iv) of the Act);
- チ 新規、権利行使、権利放棄、転売、買戻し又は相殺の別
- (h) information as to whether it is a new transaction, or an exercise of rights, a waiver of rights, resale, buy-back or set-off;
- リ 借方又は貸方の区分
- (i) the classification of debit or credit;
- ヌ 数量（数量がない場合にあつては、件数又は数量に準ずるもの）、単価及び対価の額又は選択権料
- (j) volumes (in cases when there is no volume, the number of transactions or any other information equivalent to volume), the unit price, and the amount of the consideration or option premium; and
- ル 残数量及び残金額
- (k) the outstanding volume and outstanding amount;
- 三 先物取引（法第二条第二十一項第一号及び第二号に掲げる取引（これらに類似する外国市場デリバティブ取引を含む。）をいう。以下この条において同じ。）及び先渡取引（同条第二十二項第一号及び第二号に掲げる取引をいう。以下この条において同じ。）に係るものについては、次に掲げる事項
- (iii) with regard to a ledger on a Futures Transaction (meaning a transaction specified in Article 2, paragraph (21), items (i) and (ii) of the Act (including Foreign Market Derivatives Transactions similar thereto); hereinafter the same applies in this Article) and a Forward Transaction (meaning transactions specified in paragraph (22), items (i) and (ii) of that Article; hereinafter the same applies in this Article), the following matters:
- イ 銘柄
- (a) the issues;
- ロ 限月
- (b) the contract month;
- ハ 約定年月日
- (c) the date of the contract;
- ニ 受渡年月日
- (d) the delivery date;
- ホ 相手方の氏名又は名称（先渡取引の場合に限る。）
- (e) the counterparty's name (limited to a case of a Forward Transaction);
- ヘ 新規、転売、買戻し又は決済の別（先物取引については新規、決済又は解除の別）
- (f) information as to whether it is a new transaction, or a transaction for resale, buy-back or settlement (in the case of a Forward Transaction, information as to whether it is a new transaction, settlement transaction or cancellation);

ト 売付け又は買付けの別

(g) information as to whether it is a sale or purchase transaction;

チ 数量（数量がない場合にあつては、件数又は数量に準ずるもの）、約定金額、約定単価及び決済金額

(h) volume (in cases when there is no volume, the number of transactions or any other information equivalent to volume), the amount of the contract, contracted unit price and settlement price; and

リ 残数量、未決済約定金額、時価金額、時価単価及びみなし損益相当額

(i) the outstanding volume, unsettled contract amount, market value, market unit price and the amount of deemed profit and loss equivalents;

四 法第二条第二十一項第四号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）、同項第四号の二に掲げる取引及び同条第二十二項第五号に掲げる取引に係るものについては、次に掲げる事項

(iv) with regard to a ledger on a transaction specified in Article 2, paragraph (21), item (iv) of the Act (including Foreign Market Derivatives Transactions similar thereto), a transaction specified in item (iv)-2 of that paragraph and a transaction specified in Article 2, paragraph (22), item (v) of the Act, the following matters:

イ 銘柄

(a) the issues;

ロ 約定した金融商品の利率等又は金融指標

(b) the contracted interest rate, etc. of the Financial Instruments, or the contracted Financial Indicators;

ハ 約定年月日

(c) the date of the contract;

ニ 取引期間

(d) the transaction period;

ホ 相手方の氏名又は名称（法第二条第二十二項第五号に掲げる取引の場合に限る。）

(e) the counterparty's name (limited to the case of a transaction specified in Article 2, paragraph (22), item (v) of the Act);

ヘ 元本として定めた金額（法第二条第二十一項第四号の二に掲げる取引の場合を除く。）又は商品について定めた数量（同号に掲げる取引の場合に限る。）

(f) the amount fixed as the principal (excluding the cases of the transaction specified in Article 2, paragraph (21), item (iv)-2 of the Act) or the quantity fixed for Commodities (limited to the case of the transaction specified in that item);

ト 新規、転売、買戻し又は決済の別

(g) information as to whether it is a new transaction, or a transaction for a resale, buy-back or settlement;

チ みなし損益相当額

- (h) the amount of deemed profit and loss equivalents; and  
リ 割引利率（法第二条第二十一項第四号の二に掲げる取引の場合を除く。）
- (i) the discount interest rate (excluding the case of the transaction specified in Article 2, paragraph (21), item (iv)-2 of the Act);
- 五 法第二条第二十一項第五号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第六号に掲げる取引に係るものについては、次に掲げる事項
- (v) with regard to a ledger on a transaction specified in Article 2, paragraph (21), item (v) of the Act (including Foreign Market Derivatives Transactions similar thereto) and a transaction specified in Article 2, paragraph (22), item (vi) of the Act, the following matters:
  - イ 銘柄
  - (a) the issues;
  - ロ 約定年月日
  - (b) the date of the contract;
  - ハ 相手方の氏名又は名称（法第二条第二十二項第六号に掲げる取引の場合に限る。）
  - (c) the counterparty's name (limited to the case of a transaction specified in Article 2, paragraph (22), item (vi) of the Act);
  - ニ 権利行使期間
  - (d) the exercise period;
  - ホ 当事者があらかじめ定めた事由（法第二条第二十一項第五号及び第二十二項第六号に掲げるいずれかの事由をいう。へにおいて同じ。）
  - (e) the event determined by the parties in advance (meaning any of the events specified in Article 2, paragraph (21), item (v) and Article 2, paragraph (22), item (vi) of the Act; the same applies in (f));
  - ヘ 当事者があらかじめ定めた事由が発生した場合に支払われることとなる金銭の額又はその計算方法
  - (f) the amount of money payable upon the occurrence of any event determined by the parties in advance, or the means of the calculation thereof;
  - ト 当事者間で移転することを約した金融商品、金融商品に係る権利又は金銭債権（金融商品であるもの及び金融商品に係る権利であるものを除く。）
  - (g) the Financial Instruments, the rights pertaining to the Financial Instruments, or monetary claims (such monetary claims exclude the claims which is the Financial Instruments or the rights pertaining thereto) which the parties had promised to transfer;
  - チ 新規、権利行使、転売又は買戻しの別
  - (h) information as to whether it is a new transaction, or a transaction for the exercise of rights, resale or buy-back; and
  - リ 対価の額

- (i) the amount of the consideration;
- 六 第二号から前号までに掲げる取引に類似する取引に係るものについては、次に掲げる事項
- (vi) with regard to a ledger on a transaction similar to those specified in items (ii) through (v), the following information:
    - イ 銘柄
    - (a) the issues;
    - ロ 約定年月日
    - (b) the date of the contract;
    - ハ 受渡年月日
    - (c) the delivery date;
    - ニ 相手方の氏名又は名称
    - (d) the name of the counterparty; and
    - ホ 第二号から前号までに掲げる事項に準ずる事項
    - (e) the matters equivalent to those specified in items (ii) through (v).
- 2 前項のトレーディング商品勘定元帳は、次に掲げるところにより作成しなければならない。
- (2) The trading products ledger set forth in the preceding paragraph must be prepared in accordance with the following:
- 一 商品有価証券等、オプション取引、先物取引及び先渡取引に係るものについては、銘柄ごとに取引の経過を個別に記載すること（有価証券の引受けに係るものについて別途記載事項を記載した明細表をもとに一括記入する場合を除く。）。
  - (i) with regard to the ledger on Trading Account Securities, etc., Option Transactions, Futures Transactions or Forward Transactions, the progress of each transaction is itemized by issue (excluding cases when information is to be collectively entered into a ledger on Underwriting of Securities, based on a separate statement containing the matters to be stated);
  - 二 前項第六号に掲げる取引については、取引の種類、取引に係る指標、期間等により適宜分類して記載すること。
  - (ii) that, with regard to the transaction specified in item (vi) of the preceding paragraph, the ledger is stated by appropriately categorizing the information by type of transaction, indicators for transaction or transaction period, etc.; and
  - 三 商品有価証券等については、現先取引を記入せず、第百五十七条第一項第十四号の現先取引勘定元帳に記載すること。
  - (iii) with regard to the Trading Account Securities, etc., information on a Gensaki Transaction is not included, and such information is stated in the ledger on Gensaki Transactions set forth in Article 157, paragraph (1), item (xiv).
- 3 前二項の規定にかかわらず、次の各号に掲げる事項については、当該各号に定めるところによることができる。

- (3) Notwithstanding the provisions of the preceding two paragraphs, the information listed in the following items may be stated in accordance with the manners set forth respectively therein:
- 一 第一項各号に掲げる事項のうち新規、解約又は転売の別及び決済金額 これらの事項については決済金額について別途区分経理することによって記載を省略すること。
  - (i) from among the matters specified in the items of paragraph (1), information as to whether the transaction is a new transaction, or a cancellation or resale, and the settlement amount: the statement of those matters may be omitted by setting up a separate account for such settlement amount;
  - 二 国債の入札前取引に係る第一項第一号イに掲げる事項 同号イに掲げる事項に代えて、国債の入札前取引である旨及び償還予定日を記載すること。
  - (ii) the matters specified in paragraph (1), item (i), (a) which pertain to a Pre-Auction Trading of Government Bonds: the fact that the transaction is a Pre-Auction Trading of Government Bonds and the scheduled redemption date may be specified in lieu of the matters specified in (a) of that item;
  - 三 第一項第一号ニ、第二号ト、第三号ホ、第四号ホ、第五号ハ及び第六号ニに掲げる事項 第一百条第一項第五号及び第六号の規定により契約締結時交付書面の交付を要しない相手方の場合であって、当該相手方と当該相手方の資産に係る運用指図者が異なるときは、運用指図者から受注し約定した売買取引について当該運用指図者を第一項各号の相手方とすること。この場合においては、その旨をトレーディング商品勘定元帳に記載しなければならない。
  - (iii) the matters specified in paragraph (1), item (i), (d), item (ii), (g), item (iii), (e), item (iv), (e), item (v), (c) and item (vi), (d): in cases when the counterparty is the one that a Document for Delivery Upon Conclusion of Contract is not required to be delivered to pursuant to the provisions of Article 110, paragraph (1), items (v) and (vi), and if the counterparty is different from the person authorized to give investment instructions pertaining to the counterparty's assets, the person authorized to give investment instructions may be treated as the counterparty specified in the items of paragraph (1), with regard to a purchase and sale transaction ordered by and concluded with such person authorized to give investment instructions. In such case, the aforementioned fact must be specified in the trading products ledger;
  - 四 第一項第三号に掲げる事項 同号に掲げる取引の自己取引を区分して第一百五十七条第一項第四号の取引日記帳を作成している場合においては、第一項第三号に掲げる事項を当該取引日記帳に記載することをもって、代えること。
  - (iv) the matters specified in paragraph (1), item (iii): in cases when the Financial Instruments Business Operator separates the transactions set forth in that item which fall under the category of principal transaction and prepares a transaction diary therefor as set forth in Article 157, paragraph

(1), item (iv), it may state the matters specified in paragraph (1), item (iii) into such transaction diary, in lieu of the trading products ledger;

五 第一項第三号りに掲げる事項、同項第四号チ及びりに掲げる事項、同項第六号ホに掲げる同項第三号りに準ずる事項並びに同項第六号ホに掲げる同項第四号チ及びりに準ずる事項 これらの事項については月末又は期末以外は記載を省略すること。

(v) the matters specified in paragraph (1), item (iii), (i); the matters specified in item (iv), (h) and (i) of that paragraph; the matters specified in item (vi), (e) of that paragraph which are equivalent to the matters specified in item (iii), (i) of that paragraph; and the matters specified in item (vi), (e) of that paragraph which are equivalent to the matters specified in item (iv), (h) and (i) of that paragraph: the statement of those matters may be omitted, except for the information as of the end of each month or as of the end of each business year.

(現先取引勘定元帳)

(Ledger on Gensaki Transactions)

第百六十八条 第一百五十七条第一項第十四号の現先取引勘定元帳には商品有価証券のうち現先取引に係るものについて、次に掲げる事項を記載しなければならない。

Article 168 (1) The following matters must be contained in a ledger on Gensaki Transactions as referred to in Article 157, paragraph (1), item (xiv), in connection with the Trading Account Securities which pertain to Gensaki Transactions:

一 受渡年月日

(i) the date of delivery;

二 約定年月日

(ii) the date of contract;

三 銘柄

(iii) the issues;

四 相手方の氏名又は名称

(iv) the name of the counterparty;

五 スタート又はエンドの別

(v) information as to whether it is a Transaction for Starting or Transaction for Ending;

六 借方又は貸方の区分

(vi) the classification for debit or credit;

七 数量、単価、経過利息、金額及び現先レート

(vii) the volumes, unit price, accrued interest, amount and Gensaki rate;

八 借方の残数量及び残金額

(viii) the outstanding volumes and outstanding amount included in the debit section;

九 貸方の残数量及び残金額

(ix) the outstanding volumes and the outstanding amount included in the credit section.

2 前項の現先取引勘定元帳の作成に当たっては、現先取引の経過を個別に記載しなければならない。

(2) In preparation of the ledger on Gensaki Transactions set forth in the preceding paragraph, the progress of Gensaki Transactions must be specified respectively for each transaction.

3 前二項の規定にかかわらず、第一項第八号及び第九号に掲げる事項については、月末又は期末以外は記載を省略することができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, a description of the matters specified in paragraph (1), items (viii) and (ix) may omitted, except for the relevant information as of the end of each month and as of the end of each business year.

(投資顧問契約又は投資一任契約の締結の代理又は媒介に係る取引記録)

(Transaction Records for Agency or Intermediary Service for Conclusion of Investment Advisory Contract or Discretionary Investment Contract)

第百六十九条 第百五十七条第一項第十六号ニの投資顧問契約又は投資一任契約の締結の代理又は媒介に係る取引記録には、法第二条第八項第十三号に掲げる行為に関し、次に掲げる事項を記載しなければならない。

Article 169 The following matters must be contained in a transaction records for an agency or intermediary service for the conclusion of an Investment Advisory Contract or a Discretionary Investment Contract as referred to in Article 157, paragraph (1), item (xvi), (d), in connection with the act specified in Article 2, paragraph (8), item (xiii) of the Act:

一 代理又は媒介を行った年月日

(i) the date when the agency or intermediary service was provided;

二 顧客の氏名又は名称

(ii) the customer's name;

三 代理又は媒介の別

(iii) information as to whether the type of service was intermediary or agency;

四 代理又は媒介の内容

(iv) the contents of the intermediary or agency service; and

五 代理又は媒介に関して受け取る手数料、報酬その他の対価の額

(v) the amount of the fees, remuneration or any other consideration receivable in connection with the agency or intermediary services.

(運用明細書)

(Investment Statements)

第七十条 第百五十七条第一項第十七号ハの運用明細書には、運用財産（投資信託及び投資法人に関する法律第三条第二号に規定する投資信託財産を除く。）の運用（運

用を行う権限の全部又は一部の委託を受けた者の運用を含む。)に関する次に掲げる事項を記載しなければならない。

Article 170 (1) The following matters relating to an investment (including an investment by a person that has been entrusted all or part of the authority to make an investment) of Investment Properties (excluding Investment Trust Property specified in Article 3, item (ii) of the Act on Investment Trust and Investment Corporations) must be contained in an investment statements as referred to in Article 157, paragraph (1), item (xvii), (c):

一 取引年月日

(i) the date of transaction;

二 取引の種類

(ii) the type of transaction;

三 銘柄

(iii) the issues;

四 売付け又は買付け (次のイからホまでに掲げる取引にあつては、それぞれイからホまでに定めるもの。次条において同じ。) の別

(iv) information as to whether the transaction was a sale or purchase transaction (in the case of a transaction specified in (a) through (e) below, the type of such transaction as set forth respectively therein; hereinafter the same applies in the following Article):

イ 法第二条第二十一項第二号に掲げる取引 (これに類似する外国市場デリバティブ取引を含む。) 及び同条第二十二項第二号に掲げる取引 現実数値が約定数値を上回った場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの

(a) a transaction specified in Article 2, paragraph (21), item (ii) of the Act (including Foreign Market Derivatives Transactions similar thereto) and a transaction specified in Article 2, paragraph (22), item (ii) of the Act: the party to be paying money or receiving money when the Actual Figure exceeds the Agreed Figure;

ロ 法第二条第二十一項第三号に掲げる取引 (これに類似する外国市場デリバティブ取引を含む。) 並びに同条第二十二項第三号及び第四号に掲げる取引 オプションを付与する立場の当事者となるもの又はオプションを取得する立場の当事者となるもの

(b) a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including Foreign Market Derivatives Transactions similar thereto), and a transaction specified in Article 2, paragraph (22), items (iii) and (iv) of the Act: the party to be granting Options or acquiring Options;

ハ 法第二条第二十一項第四号に掲げる取引 (これに類似する外国市場デリバティブ取引を含む。) 及び同条第二十二項第五号に掲げる取引 相手方と取り決めた金融商品の利率等又は金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの



- (c) a transaction specified in Article 2, paragraph (21), item (iv) of the Act (including Foreign Market Derivatives Transactions similar thereto), and a transaction specified in Article 2, paragraph (22), item (v) of the Act: the party to be paying money, or receiving money when the interest rate, etc. of the Financial Instruments or Financial Indicators as agreed with the counterparty increase in the agreed period; and
- ニ 法第二条第二十一項第四号の二に掲げる取引 相手方と取り決めた商品に係る金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの
- (d) a transaction specified in Article 2, paragraph (21), item (iv)-2 of the Act: a party becomes a money-paying or receiving party when a financial indicator for the instruments agreed with the counterparty rises in the agreed period;
- ホ 法第二条第二十一項第五号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同条第二十二項第六号に掲げる取引 当事者があらかじめ定めた事由（同条第二十一項第五号及び第二十二項第六号に掲げるいずれかの事由をいう。）が発生した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの
- (e) a transaction specified in Article 2, paragraph (21), item (v) of the Act (including Foreign Market Derivatives Transactions similar thereto), and a transaction specified in Article 2, paragraph (22), item (vi) of the Act: the party to be paying money, or receiving money when any event agreed by the parties in advance (meaning any of the events specified in Article 2, paragraph (21), item (v) and Article 2, paragraph (22), item (vi) of the Act) occurs;
- 五 数量（数量がない場合にあつては、件数又は数量に準ずるもの）
- (v) volumes (in cases when there is no volume, the number of transactions or any other information equivalent to volume);
- 六 約定価格
- (vi) the contract price;
- 七 取引の相手方の氏名又は名称
- (vii) the name of the counterparty to the transaction; and
- 八 他の者が運用財産の保管を行っているときは、その者の商号又は名称及びその者に対し運用の内容を連絡した年月日
- (viii) in cases when any other person keeps custody of the Investment Property, the trade name or name of such other person, and the day when such person was informed of the details of the investment.
- 2 前項の運用明細書は、運用財産ごとに作成しなければならない。
- (2) The investment statements set forth in the preceding paragraph must be prepared for each Investment Property.
- 3 高速取引行為に関する第一項の運用明細書については、第三百三十八条第七項（第

一号を除く。)の規定を準用する。この場合において、同項中「次に掲げるところにより」とあるのは、「高速取引行為に関するものであることが判別できるようにし、かつ、次に掲げるところにより」と読み替えるものとする。

(3) With regard to the investment statement under paragraph (1) which relates to the High-Speed Trading, the provisions of Article 338, paragraph (7) (excluding item (i)) apply mutatis mutandis. In this case, the term "in accordance with the following" in that paragraph is deemed to be replaced with "in a way to enable the identification as transactions relating to High-Speed Trading and in accordance with the following".

(発注伝票)

(Order Placement Forms)

第一百七十一条 第一百五十七条第一項第十七号ニの発注伝票には、運用財産の運用として行う取引及び金融商品取引法第二条に規定する定義に関する内閣府令第十六条第一項第二号に掲げる行為に関する次に掲げる事項を記載しなければならない。

Article 171 (1) In an order placement form referred to in Article 157, paragraph (1), item (xvii), (d), the following matters in connection with the transaction to be effected as the investment of the Investment Property and the act specified in Article 16, paragraph (1), item (ii) of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act:

一 運用財産又は金融商品取引法第二条に規定する定義に関する内閣府令第十六条第一項第二号に規定する運用に係る財産（以下「外国運用財産」という。）の名称その他の運用財産又は外国運用財産を特定するために必要な事項

(i) the name of the Investment Property, the name of the property pertaining to the investment specified in Article 16, paragraph (1), item (ii) of the "Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act" (hereinafter referred to as the "Foreign Investment Property"), or any other information necessary for the identification of the Investment Property or Foreign Investment Property;

二 取引の種類

(ii) the type of transaction;

三 銘柄

(iii) the issues;

四 売付け又は買付けの別

(iv) information as to whether the type of transaction is a sale or purchase transaction;

五 発注数量（数量がない場合にあつては、件数又は数量に準ずるもの）

(v) volumes of orders placed (in cases when there is no volume, the number of orders placed or any other information equivalent to volumes);

六 約定数量（数量がない場合にあつては、件数又は数量に準ずるもの）

(vi) agreed volumes (in cases when there is no volume, the number of agreed

- orders or any other information equivalent to volumes);
- 七 指値又は成行の別（指値の場合にあっては、その価格及び注文の有効期限（当該有効期限が当日中であるものを除く。）を含む。）
- (vii) information as to whether it is a limit order or a market order (in the case of a limit order, the price and valid period of the order (excluding an order of which valid period is the day such order is placed) are included);
- 八 発注日時（金融商品取引法第二条に規定する定義に関する内閣府令第十六条第一項第二号に掲げる行為を行う場合にあっては、発注日時及び受注日時）
- (viii) the date and time of the placement of the orders (in cases when an act specified in Article 16, paragraph (1), item (ii) of the "Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act" is to be conducted, the date and time of the placement of orders and the date and time of the receipt of orders);
- 九 約定日時
- (ix) the date and time of the contract;
- 十 約定価格
- (x) the contract price; and
- 十一 他の者が運用財産の保管を行っているときは、その者の商号又は名称
- (xi) in cases when any other person keeps custody of the Investment Property, the trade name or name of such person.
- 2 前項の発注伝票は、次に掲げるところにより作成しなければならない。
- (2) An order placement form set forth in the preceding paragraph must be prepared in accordance with the following:
- 一 発注時に作成すること。
- (i) that such form is prepared upon the placement of an order;
- 二 日付順につづり込んで保存すること。
- (ii) that such forms are filed and preserved in date order;
- 三 複数の運用財産（法第二条第八項第十四号に掲げる行為を行う業務に係る運用財産を除く。）について合同運用を行っている場合には、それぞれの運用財産ごとに約定数量を記載するとともに、その配分基準を記載すること。
- (iii) that, in cases when two or more Investment Properties (excluding the Investment Property pertaining to the business of conducting an act specified in Article 2, paragraph (8), item (xiv) of the Act) are jointly invested, the agreed volume for the respective Investment Properties as well as the criteria for the allocation is stated;
- 四 複数の運用財産又は外国運用財産に係る同一銘柄の注文を一括して金融商品取引業者に発注する場合（次項において「一括発注」という。）の発注伝票については、日付順につづり込んで保存すること。
- (iv) that, in cases when orders for the same issues pertaining to two or more Investment Properties or Foreign Investment Properties are to be placed to a Financial Instruments Business Operator in bulk (referred to as the "Bulk

Order Placement" in the following paragraph), the order placement forms therefor are filed and preserved in date order;

五 発注伝票を電磁的記録により作成する場合は、前各号に掲げるところによるほか、次に掲げるところにより作成すること。

(v) in cases when an order placement form is to be prepared by means of an Electronic or Magnetic Record, such records are prepared in accordance with the following, beyond what is set forth in the preceding items:

イ 前項各号（第六号及び第八号から第十号までを除く。）に掲げる事項は発注を行うときまでに、前項第八号に掲げる事項は発注時に、電子計算機へ入力すること。

(a) that the matters specified in the items of the preceding paragraph (excluding item (vi), and items (viii) through (x)) are entered on a computer prior to the placement of an order, and that the matters specified in item (viii) of the preceding paragraph are entered on a computer upon the placement of an order;

ロ 発注内容を電子計算機へ入力した日付及び時刻が自動的に記録されること。

(b) that the date and time when the details of the placed order were entered on a computer are automatically recorded.

3 前二項の規定にかかわらず、次の各号に掲げる事項については、当該各号に定めるところによることができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, the information listed in the following items may be stated in accordance with the manners set forth respectively therein:

一 一括発注に係る運用財産又は外国運用財産の名称その他の運用財産又は外国運用財産を特定するために必要な事項及び運用財産又は外国運用財産の保管を行っている者の商号又は名称 これらの事項については記載を省略すること。ただし、この場合においては、運用財産又は外国運用財産ごとに発注伝票の記載事項の内容を明らかにした書面を添付するものとする。

(i) the names of the Investment Property or Foreign Investment Property or any other matters necessary for the identification of the Investment Property or Foreign Investment Property pertaining to the Bulk Order Placement, and the trade name and name of a person that keeps custody of such Investment Property or Foreign Investment Property: the statement of those matters may omitted; provided, however, that in such cases, a document clarifying the contents of the matters to be stated in an order placement form with regard to each Investment Property or Foreign Investment Property is to be attached;

二 約定価格 同一日における同一銘柄の取引については、当該取引の単価の平均額を約定価格とすることについてあらかじめ発注先の金融商品取引業者との間で合意がある場合には、当該平均額で記載すること。

(ii) the contract price: in cases when there is any prior agreement with the

Financial Instruments Business Operator with which orders are placed that, with regard to a transaction of a same issue to be concluded on a same day, the average of the unit prices for such transaction is the contract price, such average amount may be stated;

三 約定時間 前号に定めるところにより約定価格を記載した場合においては、約定時間を省略すること。

(iii) the time of the contract: in cases when the contract price was stated pursuant to the preceding item, the statement of the contract time may be omitted;

四 同一日において価格が変動しない投資信託受益証券等に係るものの第一項各号に掲げる事項 当該各号に掲げる事項に代えて、銘柄、募集若しくは一部解約の別又は売買の別、発注数量、発注日及び約定日を記載すること。

(iv) the matters listed in the items of paragraph (1) which pertain to Investment Trust Beneficiary Certificates, etc. without price fluctuation on the same day: the issues, information as to whether the type of transaction is a public offering or a partial cancellation, information as to whether the type of transaction is a purchase or sale transaction, the volume of orders placed, the day when the orders were placed and the contract date may be specified in lieu of the matters specified in the relevant items;

五 前項第五号の規定により電磁的記録により作成されている事項 当該電磁的記録により作成されている事項を電子計算機の映像面へ表示し、又は書面へ出力する場合においては、一覧表により表示し、又は出力すること。

(v) information prepared by means of an Electronic or Magnetic Record pursuant to the provisions of item (v) of the preceding paragraph: in cases when such information prepared by means of an Electronic or Magnetic Record is to be displayed on the computer screen or to be printed out on paper, such information may be displayed or printed in the form of lists.

4 前三項の規定にかかわらず、運用財産の運用として行う取引に係る取引契約書（運用財産の名称その他の運用財産を特定するために必要な事項、契約年月日その他運用の内容を特定できる事項が記載されたものに限る。）をもって、第一項の発注伝票とすることができる。

(4) Notwithstanding the provisions of the preceding three paragraphs, a transaction contract pertaining to a transaction to be effected as an investment of the Investment Property (limited to a contract containing the name of the Investment Property or any other information necessary for the identification of the Investment Property, and the contract date and any other information necessary for the identification of the details of the investment) may be substituted for the order placement form set forth in paragraph (1).

5 高速取引行為に関する第一項の発注伝票については、第二項第二号、第四号及び第五号、第三項第五号並びに前項の規定は適用せず、第三百三十八条第六項及び第七項の規定を準用する。この場合において、同項中「次に掲げるところにより」とあるの

は、「高速取引行為に関するものであることが判別できるようにし、かつ、次に掲げるところにより」と読み替えるものとする。

- (5) With regard to the order forms under paragraph (1) which relates to the High-Speed Trading, the provisions of paragraph (2), items (ii), (iv) and (v), paragraph (3), item (v) and the preceding paragraph do not apply, and the provisions of Article 338, paragraphs (6) and (7) apply mutatis mutandis. In this case, the term "in accordance with the following" in those paragraphs is deemed to be replaced with "in a way to enable the identification as transactions relating to High-Speed Trading and in accordance with the following".

(事業報告書)

(Business Report)

第一百七十二条 法第四十六条の三第一項の規定により金融商品取引業者が提出する事業報告書は、別紙様式第十二号により作成しなければならない。

Article 172 (1) The Business Report to be submitted by a Financial Instruments Business Operator pursuant to the provisions of Article 46-3, paragraph (1) of the Act must be prepared in accordance with Appended Form No. 12.

2 金融商品取引業者は、前項の事業報告書を作成する場合には、一般に公正妥当と認められる企業会計の慣行に従うものとする。

- (2) When a Financial Instruments Business Operator prepares a Business Report set forth in the preceding paragraph, it is to be subject to corporate accounting standards generally accepted as fair and appropriate.

(業務又は財産の状況に関する報告)

(Report on Status of Business or Properties)

第一百七十三条 法第四十六条の三第二項の規定により金融商品取引業者は、次の各号に掲げる報告書（当該金融商品取引業者が外国法人である場合にあっては、第二号に掲げるものを除く。）を、当該各号に定める提出期限までに所管金融庁長官等に提出しなければならない。

Article 173 A Financial Instruments Business Operator must, pursuant to the provisions of Article 46-3, paragraph (2) of the Act, submit to the Commissioner of Financial Services Agency or Other Competent Official the reports listed in the following items (in cases when the Financial Instruments Business Operator is a foreign corporation, the report specified in item (ii) is excluded), no later than the time limits set forth respectively in the relevant item:

一 別紙様式第十三号により作成した関係会社に関する報告書 毎事業年度経過後四月以内

- (i) a report on the Associated Companies prepared in accordance with Appended Form No. 13: within four months after the end of each business year; and

二 別紙様式第十四号により作成した国際業務に関する報告書 毎事業年度経過後四月以内

(ii) a report on the international business prepared in accordance with Appended form No. 14: within four months after the end of each business year.

(説明書類の記載事項)

(Matters to Be Stated in Explanatory Documents)

第百七十四条 法第四十六条の四に規定する内閣府令で定めるものは、次に掲げる事項とする。

Article 174 The matters to be specified by Cabinet Office Order as referred to in Article 46-4 of the Act are as follows:

一 金融商品取引業者の概況及び組織に関する次に掲げる事項

(i) the following matters in relation to the profile and organizational structure of the Financial Instruments Business Operator:

イ 商号、登録年月日及び登録番号

(a) the trade name, the registration date, and the registration number;

ロ 沿革及び経営の組織

(b) the background, and the organizational structure for business operation;

ハ 株式の保有数の上位十位までの株主の氏名又は名称並びにその株式の保有数及び総株主等の議決権に占める当該株式に係る議決権の数の割合

(c) the name of the first to tenth-ranked shareholders based on the descending order of the numbers of shares held, the number of shares held by such shareholders, and the ratio of number of the voting rights pertaining to such shares to the Voting Rights Held by All the Shareholders, etc.;

ニ 法第二十九条の二第一項第三号から第十号までに掲げる事項

(d) the matters listed in Article 29-2, paragraph (1), items (iii) through (x) of the Act; and

ホ 法第三十七条の七第一項第一号ロ、第二号ロ、第三号ロ又は第四号ロに定める業務に関する苦情処理措置及び紛争解決措置の内容

(e) the contents of the Complaint Processing Measures and Dispute Resolution Measures concerning business specified in Article 37-7, paragraph (1), item (i), (b), item (ii), (b), item (iii), (b) or item (iv), (b) of the Act;

二 金融商品取引業者の業務の状況に関する次に掲げる事項

(ii) the following matters in relation to the status of the business of the Financial Instruments Business Operator;

イ 直近の事業年度における業務の概要

(a) an outline of the business carried out in the latest business year;

ロ 直近の三事業年度における業務の状況を示す指標として次に掲げる事項

- (b) the following matters, as indicators of the status of the business carried out in the latest three business years:
- (1) 営業収益及び純営業収益
  1. the operating profit and net operating profit;
    - (2) 経常利益又は経常損失
  2. the ordinary profit or ordinary loss;
    - (3) 当期純利益又は当期純損失
  3. the net profit for the current year or the net loss for the current year;
    - (4) 資本金の額及び発行済株式の総数（外国法人にあつては、資本金の額及び持込資本金の額）
  4. the amount of stated capital, and the total number of the issued shares (in the case of a foreign corporation, the amount of stated capital and the amount of brought-in capital);
    - (5) 受入手数料の内訳
  5. a breakdown of the fees received;
    - (6) トレーディング損益（損益計算書の科目のトレーディング損益をいう。）その他の自己取引に係る損益の内訳
  6. a breakdown of the trading profit or loss (meaning the trading profit or loss from among the items on the profit and loss statement), and the breakdown of the profit or loss from any other principal transactions;
    - (7) 株券の売買高（有価証券等清算取次ぎの委託高（有価証券等清算取次ぎの委託の取次ぎの取扱高を除く。）を含む。）及びその受託の取扱高（有価証券等清算取次ぎの受託高を除き、有価証券等清算取次ぎの委託の取次ぎの取扱高を含む。）
  7. the trading volume of share certificates (including the entrusted volume of Brokerage for Clearing of Securities, etc. (excluding the handling volume of brokerage for an entrustment of Brokerage for Clearing of Securities, etc.)) and the handling volume of the acceptance of the entrustment thereof (excluding the volume of accepted entrustment of Brokerage for Clearing of Securities, etc., but including the handling volume of brokerage for entrustment of the Brokerage for Clearing of Securities, etc.);
    - (8) 国債証券、社債券、株券及び投資信託の受益証券の引受高、売出高及び募集、売出し、私募又は特定投資家向け売付け勧誘等の取扱高
  8. the underwriting volume, the secondary distribution volume, and the dealing volume of public offering, secondary distribution, private placement or Solicitation for Selling, etc. Only for Professional Investors, in relation to national government bond securities, corporate bond certificates, share certificates and Beneficiary Certificates for Investment Trust;
  - (9) その他業務（法第三十五条第二項各号に掲げる業務又は同条第四項の承



認を受けた業務をいう。以下同じ。)の状況

9. the status of the other businesses (meaning the businesses listed in the items of Article 35, paragraph (2) of the Act, or the businesses approved under paragraph (4) of that Article; the same applies hereinafter);

(10) 各事業年度終了の日における自己資本規制比率

10. the Capital Adequacy Ratio as of the last day of each business year;  
and

(11) 各事業年度終了の日における使用人の総数及び外務員の総数

11. the total number of employees and Sales Representatives as of the last day of each business year;

三 金融商品取引業者の直近の二事業年度における財産の状況に関する事項として次に掲げるもの

(iii) the following matters in relation to the status of the properties of the Financial Instruments Business Operator for the latest two business years:

イ 貸借対照表(関連する注記を含む。)、損益計算書(関連する注記を含む。)  
及び株主資本等変動計算書(関連する注記を含む。)

(a) the balance sheet (including the notes in reference thereto), the profit and loss statement (including the notes in reference thereto) and the statement of changes in shareholders' equity, etc. (including the notes in reference thereto);

ロ 各事業年度終了の日における次に掲げる事項

(b) the following matters as of the last day of each business year:

(1) 借入金の主要な借入先及び借入金額

1. the major lenders of money, and the borrowed amount;

(2) 保有する有価証券(トレーディング商品(貸借対照表の科目のトレーディング商品をいう。(3)において同じ。))に属するものとして経理された有価証券を除く。)の取得価額、時価及び評価損益

2. the acquisition value, the market value and the loss or gain on valuation of the Securities held (excluding the Securities treated as falling under the categories of trading products for accounting purposes (meaning trading products from among the items of the balance sheet; the same applies in 3.)); and

(3) デリバティブ取引(トレーディング商品に属するものとして経理された取引を除く。)の契約価額、時価及び評価損益

3. the contract value, the market value and the loss or gain on valuation of the Derivative Transactions (excluding the transactions treated as falling under the category of trading products for purpose of accounting);

ハ イに掲げる書類について会社法第四百三十六条第二項の規定に基づき会計監査人の監査を受けている場合には、その旨

(c) in cases when the document specified in (a) has been audited by an accounting auditor pursuant to the provisions of Article 436, paragraph (2) of the Companies Act, to that effect; and

ニ イに掲げる書類について法第百九十三条の二の規定に基づき公認会計士又は監査法人の監査証明を受けている場合には、その旨

(d) in cases when an audit certification has been implemented by a certified public accountant or an auditing firm with regard to the documents specified in (a) pursuant to the provisions of Article 193-2 of the Act, to that effect;

四 金融商品取引業者の管理の状況に関する次に掲げる事項

(iv) the following matters in relation to the status of the management of the Financial Instruments Business Operator:

イ 内部管理の状況の概要

(a) an outline of the status of the internal management; and

ロ 法第四十三条の二から第四十三条の三までの規定により管理される金銭、有価証券その他の財産の種類ごとの数量若しくは金額及び管理の状況

(b) the quantity or amount of the money, Securities or other properties to be managed pursuant to the provisions of Article 43-2 through Article 43-3 of the Act itemized by the type thereof, as well as the status of the management thereof;

五 金融商品取引業者（法第五十七条の四の規定により当該事業年度に係る同条の説明書類を作成する特別金融商品取引業者を除く。）の連結財務諸表の用語、様式及び作成方法に関する規則第二条第三号に規定する子会社及び同条第七号に規定する関連会社（以下この号において「子会社等」という。）の状況に関する次に掲げる事項

(v) the following matters in relation to the status of subsidiary companies prescribed in Article 2, item (iii) of the Regulation on Terminology, Forms, and Preparation Means of Consolidated Financial Statements and its Affiliated Companies prescribed in item (vii) of that Article of the Financial Instruments Business Operator (excluding the Special Financial Instruments Business Operator that prepares the explanatory documents set forth in Article 57-4 of the Act pertaining to the business year pursuant to the provisions of that Article) (hereinafter collectively referred to as the "Subsidiary Company, etc." in this item):

イ 金融商品取引業者及びその子会社等の集団の構成

(a) the composition of the group of the Financial Instruments Business Operator and its Subsidiary Companies, etc.; and

ロ 子会社等の商号又は名称、本店又は主たる事務所の所在地、資本金の額、基金の総額又は出資の総額、事業の内容並びに金融商品取引業者及び他の子会社等が保有する議決権の数の合計及び当該子会社等の総株主等の議決権に占める当該保有する議決権の数の割合

(b) the trade name or name of the Subsidiary Company, etc., the location of its head office or principal office, its amount of stated capital, the aggregate amount of its funds or the total amount of its contribution and its business contents, as well as the total number of the voting rights held by the Financial Instruments Business Operator and other Subsidiary Companies, etc. and the ratio of the number of voting rights held to the Voting Rights Held by All the Shareholders, etc. of such Subsidiary Company, etc.

(説明書類の縦覧)

(Public Inspection of Explanatory Documents)

第一百七十四条の二 法第四十六条の四の規定により金融商品取引業者が説明書類をインターネットの利用その他の方法により公表する場合には、投資者が常に容易に閲覧することができるよう公表しなければならない。

Article 174-2 When a Financial Instruments Business Operator publicizes explanatory documents by the use of the internet and other means pursuant to Article 46-4 of the Act, it must do so in a way which allows easy access by investors any time.

(金融商品取引責任準備金)

(Financial Instruments Transaction Liability Reserve)

第一百七十五条 金融商品取引業者は、事業年度ごとに次の各号に掲げる金額のうちいずれか低い金額を法第四十六条の五第一項の規定による金融商品取引責任準備金として積み立てなければならない。

Article 175 (1) A Financial Instruments Business Operator must set aside for each business year either of the amounts specified in the following items, whichever is smaller, as the Financial Instruments Transaction Liability Reserve under Article 46-5, paragraph (1) of the Act:

一 次に掲げる金額の合計額

(i) the total of the following amounts:

イ 当該事業年度における売買等（有価証券の売買（取引所金融商品市場において行うものを除く。）、有価証券の売買の取次ぎ（有価証券等清算取次ぎを除く。）又は取引所金融商品市場における有価証券の売買の委託の取次ぎをいう。次号イにおいて同じ。）に係る株式の総売買金額の万分の〇・二に相当する金額

(a) the amount equivalent to 0.2 in 10,000 of the aggregate amount of purchase and sale of the shares, in regard to the Purchase and Sale, etc. (meaning the purchase and sale of Securities (excluding the purchase and sale conducted on the Financial Instruments Exchange Market), brokerage for the purchase and sale of Securities (excluding Brokerage for Clearing of Securities, etc.) or brokerage for entrustment of the purchase and sale of Securities on the Financial Instruments Exchange Market; the same

applies in (a) of the following item) conducted in the relevant business year;

ロ 当該事業年度において受託等（有価証券等清算取次ぎの受託及び清算執行会員等として行うものを除き、有価証券等清算取次ぎの委託の取次ぎの受託を含む。以下この項及び第百八十九条第一項において同じ。）をした株式に係る法第二条第二十一項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。又及び次号ヌを除き、以下この条において同じ。）の総取引契約金額の万分の〇・〇〇六に相当する金額

(b) the amount equivalent to 0.006 in 10,000 of the aggregate contract amount of the transaction specified in Article 2, paragraph (21), item (ii) of the Act (including Foreign Market Derivatives Transactions similar thereto; hereinafter the same applies in this Article excluding (j) of this item and (j) of the following item), in regard to the shares for which Acceptances of Entrustment, etc. (excluding acceptances of entrustment of Brokerage for Clearing of Securities, etc. and those made as the Clearance Executing Member, etc., but including acceptances of entrustment of brokerage for the entrustment of Brokerage for Clearing of Securities; hereinafter the same applies in this paragraph and Article 189, paragraph (1)) were made in the relevant business year;

ハ 当該事業年度において受託等をした株式に係る法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。ル及び次号ルを除き、以下この条において同じ。）の対価の額の合計額の万分の〇・三に相当する金額

(c) the amount equivalent to 0.3 in 10,000 of the total amount of the consideration for the transaction specified in Article 2, paragraph (21), item (iii) of the Act (including Foreign Market Derivatives Transactions similar thereto; hereinafter the same applies in this Article excluding (k) of this item and (k) of the following item), in regard to the shares for which the Acceptances of Entrustment, etc. were made in the relevant business year;

ニ 当該事業年度において受託等をした債券に係る法第二条第二十一項第一号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。リ及び次号リを除き、以下この条において同じ。）及び同項第二号に掲げる取引の総取引契約金額の万分の〇・〇〇一六に相当する金額

(d) the amount equivalent to 0.0016 in 10,000 of the aggregate contract amount of the transaction specified in Article 2, paragraph (21), item (i) of the Act (including Foreign Market Derivatives Transactions similar thereto; hereinafter the same applies in this Article excluding (i) of this item and (i) of the following item) and the transaction specified in item (ii) of that paragraph, in regard to the bond certificates for which the Acceptances of Entrustment, etc. were made in the relevant business year;

ホ 当該事業年度において受託等をした債券に係る法第二条第二十一項第三号に掲げる取引の対価の額の合計額の万分の〇・三に相当する金額

(e) the amount equivalent to 0.3 in 10,000 of the total amount of consideration for a transaction specified in Article 2, paragraph (21), item (iii) of the Act, in regard to the bond certificates for which the Acceptances of Entrustment, etc. were made in the relevant business year;

ヘ 当該事業年度において受託等をした通貨に係る法第二条第二十一項第一号に掲げる取引（同項第三号に掲げる取引によって当事者の一方に付与された権利が行使されたときに成立する同項第一号に掲げる取引を含む。リ並びに次号へ及びリにおいて同じ。）の取引高を取引所（金融商品市場又は外国金融商品市場を開設する者をいう。以下この条において同じ。）が取引単位として定める金額（同項第三号に掲げる取引に係る同項第一号に掲げる取引の場合にあっては、当事者の一方に付与された権利が行使されたときに成立する取引の取引単位として取引所が定める金額。リ並びに次号へ及びリにおいて同じ。）に乗じて算出した金額の万分の〇・〇〇九六に相当する金額

(f) the amount equivalent to 0.0096 in 10,000 of the amount calculated by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (i) of the Act (including a transaction specified in item (i) of that paragraph effected upon the exercise of the rights granted to one of the parties under the transaction specified in item (iii) of that paragraph; the same applies in (i) of this item and (f) and (i) of the following item), which pertained to the currency and for which Acceptances of Entrustment, etc. were made in the relevant business year, by the amount prescribed by the Exchange (meaning a party which establishes a Financial Instruments Market or Foreign Financial Instruments Market; hereinafter the same applies in this Article) as a unit of transaction (in the case of a transaction specified in item (i) of that paragraph which pertains to the transaction specified in item (iii) of that paragraph, the amount prescribed by the Exchange as the unit of transaction effected upon the exercise of the rights granted to one of the parties; the same applies in (i) of this item and (f) and (i) of the following item);

ト 当該事業年度において受託等をした預金契約に基づく債権の利率によって算出した金融指標に係る法第二条第二十一項第二号に掲げる取引（同項第三号に掲げる取引によって当事者の一方に付与された権利が行使されたときに成立する同項第二号に掲げる取引を含む。チ及びヌ並びに次号ト、チ及びヌにおいて同じ。）の取引高を取引所が取引単位として定める金額（同項第三号に掲げる取引に係る同項第二号に掲げる取引の場合にあっては、当事者の一方に付与された権利が行使されたときに成立する取引の取引単位として取引所が定める金額。チ及びヌ並びに次号ト、チ及びヌにおいて同じ。）に乗じて算出した金額の万分の〇・〇〇一二に相当する金額

(g) the amount equivalent to 0.0012 in 10,000 of the amount calculated by

multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (ii) of the Act (including a transaction specified in item (ii) of that paragraph effected upon the exercise of the rights granted to one of the parties under the transaction specified in item (iii) of that paragraph; the same applies in (h) and (j) of this item and (g), (h) and (j) of the following item), which pertained to the Financial Indicators calculated based on the interest rates of claims under the deposit contract and for which Acceptances of Entrustment, etc. were made in the relevant business year, by the amount prescribed by the Exchange as the unit of transaction (in the case of the transaction specified in item (ii) of that paragraph which pertains to the transaction specified in item (iii) of that paragraph, the amount prescribed by the Exchange as the unit of the transaction effected upon the exercise of the right granted to one of the parties; the same applies in (h) and (j) of this item and (g), (h) and (j) of the following item); and

チ 当該事業年度において受託等をした手形の割引率によって算出した金融指標に係る法第二条第二十一項第二号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の万分の〇・〇〇二四に相当する金額

(h) the amount equivalent to 0.0024 in 10,000 of the amount calculated by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (ii) of the Act, which pertained to the Financial Indicators calculated based upon the discount rate of negotiable instrument and for which Acceptances of Entrustment, etc. were made in the relevant business year, by the amount prescribed by the Exchange as the unit of transaction;

リ 当該事業年度において受託等をした商品に係る法第二条第二十一項第一号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の万分の〇・〇一に相当する金額

(i) the amount equivalent to 0.01 in 10,000 of the amount calculated by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (i) of the Act for the Commodities for which Acceptance of Entrustment, etc. was made in the relevant business year by the amount prescribed by the Exchange as the unit of transaction;

ヌ 当該事業年度において受託等をした商品に係る金融指標に係る法第二条第二十一項第二号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の万分の〇・〇一に相当する金額

(j) the amount equivalent to 0.01 in 10,000 of the amount calculated by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (ii) of the Act for financial indicators pertaining to the Commodities for which Acceptance of Entrustment, etc. was made in the relevant business year by the amount prescribed by the Exchange as

the unit of transaction;

ル 当該事業年度において受託等をした商品に係る法第二条第二十一項第三号に掲げる取引の対価の額の合計額の万分の〇・一に相当する金額

(k) the amount equivalent to 0.1 in 10,000 of the total amount of considerations for the transaction specified in Article 2, paragraph (21), item (iii) of the Act for the Commodities for which Acceptance of Entrustment, etc. was made in the relevant business year;

二 次のイからルまでに掲げる金額の合計額からヲに掲げる金額を控除した金額

(ii) the amount obtained by deducting the amount specified in (l) below from the total of the amounts specified in the following (a) through (k):

イ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち売買等に係る株式の総売買金額の最も高い事業年度における当該総売買金額の万分の〇・八に相当する金額

(a) the amount equivalent to 0.8 in 10,000 of the aggregate amount of the purchase and sale of shares pertaining to the Purchase and Sale, etc., in regard to the business year demonstrating the highest aggregate amount of the purchase and sale, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ロ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした株式に係る法第二条第二十一項第二号に掲げる取引の総取引契約金額の最も高い事業年度における当該総取引契約金額の万分の〇・〇二四に相当する金額

(b) the amount equivalent to 0.024 in 10,000 of the aggregate contract amount for the transaction specified in Article 2, paragraph (21), item (ii) of the Act which pertained to the shares and for which Acceptances of Entrustment, etc. were made, in regard to the business year demonstrating the highest aggregate contract amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ハ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした株式に係る法第二条第二十一項第三号に掲げる取引の対価の額の合計額の最も高い事業年度における当該合計額の万分の一・二に相当する金額

(c) the amount equivalent to 1.2 in 10,000 of the total amount of the consideration for the transaction specified in Article 2, paragraph (21), item (iii) of the Act which pertained to the shares and for which Acceptances of Entrustment, etc. were made, in regard to the business year demonstrating the highest total amount of the consideration, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ニ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち

ち受託等をした債券に係る法第二条第二十一項第一号及び第二号に掲げる取引の総取引契約金額の最も高い事業年度における当該総取引契約金額の万分の〇・〇〇六四に相当する金額

(d) the amount equivalent to 0.0064 in 10,000 of the aggregate contract amount for the transaction specified in Article 2, paragraph (21), items (i) and (ii) of the Act which pertained to the bond certificates and for which Acceptances of Entrustment, etc. were made, in regard to the business year demonstrating the highest aggregate contract amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ホ 当該事業年度及び当該事業年度開始の前日二年以内に開始した各事業年度のうち受託等をした債券に係る法第二条第二十一項第三号に掲げる取引の対価の額の合計額の最も高い事業年度における当該合計額の万分の一・二に相当する金額

(e) the amount equivalent to 1.2 in 10,000 of the total amount of the consideration for the transaction specified in Article 2, paragraph (21), item (iii) of the Act which pertained to the bond certificates and for which Acceptances of Entrustment, etc. were made, in regard to the business year demonstrating the highest total amount of the consideration, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ヘ 当該事業年度及び当該事業年度開始の前日二年以内に開始した各事業年度のうち受託等をした通貨に係る法第二条第二十一項第一号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の最も高い事業年度における当該金額の万分の〇・〇三八四に相当する金額

(f) the amount equivalent to 0.0384 in 10,000 of the amount obtained by multiplying the transaction volumes of the transactions specified in Article 2, paragraph (21), item (i) of the Act, which pertained to currency and for which Acceptances of Entrustment, etc. were made, by the amount prescribed by the Exchange as the transaction unit, in regard to the business year demonstrating the highest of such amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ト 当該事業年度及び当該事業年度開始の前日二年以内に開始した各事業年度のうち受託等をした預金契約に基づく債権の利率によって算出した金融指標に係る法第二条第二十一項第二号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の最も高い事業年度における当該金額の万分の〇・〇〇四八に相当する金額

(g) the amount equivalent to 0.0048 of in 10,000 of the amount obtained by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (ii) of the Act, which pertained to the Financial Indicators calculated based on the interest rates of the claim under a



deposit contract and for which Acceptances of Entrustment, etc. were made, by the amount prescribed by the Exchange as the transaction unit, in regard to the business year demonstrating the highest of such amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

チ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした手形の割引率によって算出した金融指標に係る法第二条第二十一項第二号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の最も高い事業年度における当該金額の万分の〇・〇〇九六に相当する金額

(h) the amount equivalent to 0.0096 of in 10,000 of the amount obtained by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (ii) of the Act, which pertained to the Financial Indicators calculated based on the discounting rate of negotiable instrument and for which Acceptances of Entrustment, etc. were made, by the amount prescribed by the Exchange as the transaction unit, in regard to the business year demonstrating the highest of such amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

リ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした商品に係る法第二条第二十一項第一号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の最も高い事業年度における当該金額の万分の〇・〇四に相当する金額

(i) the amount equivalent to 0.04 in 10,000 of the amount obtained by multiplying the transaction volumes of the transactions specified in Article 2, paragraph (21), item (i) of the Act, which pertained to Commodities and for which Acceptances of Entrustment, etc. were made, by the amount prescribed by the Exchange as the transaction unit, in regard to the business year demonstrating the highest of such amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ヌ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした商品に係る金融指標に係る法第二条第二十一項第二号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の最も高い事業年度における当該金額の万分の〇・〇四に相当する金額

(j) the amount equivalent to 0.04 in 10,000 of the amount obtained by multiplying the transaction volumes of the transactions specified in Article 2, paragraph (21), item (ii) of the Act, which pertained to the financial indicators relating to the Commodities and for which Acceptances of

Entrustment, etc. were made, by the amount prescribed by the Exchange as the transaction unit, in regard to the business year demonstrating the highest of such amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ル 当該事業年度及び当該事業年度開始の前二年以内に開始した各事業年度のうち受託等をした商品に係る法第二条第二十一項第三号に掲げる取引の対価の額の合計額の最も高い事業年度における当該合計額の万分の〇・四に相当する金額

(k) the amount equivalent to 0.4 in 10,000 of the total amount of the consideration for the transaction specified in Article 2, paragraph (21), item (iii) of the Act which pertained to the Commodities and for which Acceptances of Entrustment, etc. were made, in regard to the business year demonstrating the highest total amount of the consideration, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ヲ 既に積み立てられた金融商品取引責任準備金の金額（法第四十六条の五第二項の規定により使用された金額がある場合には、当該金額を控除した金額）

(l) the amount of the Financial Instruments Transaction Liability Reserve which has already been set aside (in cases when any portion of the amount has been used pursuant to the provisions of Article 46-5, paragraph (2) of the Act, the amount after the deduction of such amount).

2 法第四十六条の五第二項に規定する金融商品取引責任準備金を使用できる場合は、金融商品取引業者が、事業年度終了の日に既に積み立てられている金融商品取引責任準備金のうち前項第二号イからルまでに掲げる金額の合計額を超える部分に係る金額を取りくずす場合その他所管金融庁長官等の承認を受けた場合とする。

(2) Cases when the Financial Instruments Transaction Liability Reserve may be used as set forth in Article 46-5, paragraph (2) of the Act are cases when the Financial Instruments Business Operator withdraws the amount pertaining to the portion in excess of the total of the amounts listed in item (ii), (a) through (k) of the preceding paragraph, out of the Financial Instruments Transaction Liability Reserve already set aside as of the last day of the business year, or any other cases approved by the Commissioner of Financial Services Agency or Other Competent Official.

(自己資本)

(Equity Capital)

第一百七十六条 法第四十六条の六第一項に規定する資本金、準備金その他の内閣府令で定めるものは、次に掲げるものとする。

Article 176 (1) The stated capital, reserve and other amount to be specified by Cabinet Office Order as referred to in Article 46-6, paragraph (1) of the Act are as follows:

一 資本金

(i) the stated capital;

二 新株式申込証拠金

(ii) the payment for an application for new shares;

三 資本剰余金

(iii) the capital surplus;

四 利益剰余金（社外流出予定額（配当及び役員賞与の予定額をいう。）を除く。）

(iv) the earned surplus (excluding the Amount of Scheduled Disbursement (meaning the scheduled amount of dividend and officers' bonuses));

五 その他有価証券評価差額金（貸借対照表の純資産の部に計上されるその他有価証券（財務諸表等規則第八条第二十二項に規定するその他有価証券をいう。第七号イ及び次条第一項第一号において同じ。）の評価差額が負となる場合における当該評価差額をいう。）

(v) the Valuation Difference on Available-for-Sale Securities (meaning the valuation difference of the Available-for-Sale Securities (meaning the Available-for-Sale Securities set forth in Article 8, paragraph (22) of the Regulation on Financial Statements, etc.; the same applies in item (vii), (a) and Article 177, paragraph (1), item (i)) to be inserted in the section of net assets of the balance sheet, in cases when such valuation difference is a negative number);

六 自己株式

(vi) treasury shares;

七 次に掲げるものであって、その額（二に掲げるものにあつては基本的項目の額の五十パーセントに相当する額（ホにおいて「算入限度額」という。）を限度とし、ホに掲げるものにあつては基本的項目の額から控除資産の額を控除した額の二百パーセントに相当する額を限度とする。）の合計額が基本的項目の額に達するまでのもの

(vii) the following particulars whose total amount is less than the Amount of Basic Items (the ceiling of the amount specified in (d) below are the amount equivalent to 50 percent of the Amount of Basic Items (referred to as the "Threshold Amount" in (e)); and the ceiling of the amount specified in (e) is the amount equivalent to 200 percent of the Amount of Basic Items after deduction of the Amount of Deductible Assets):

イ その他有価証券評価差額金（貸借対照表の純資産の部に計上されるその他有価証券の評価差額が正となる場合における当該評価差額をいう。）その他前各号に掲げるもの以外の貸借対照表の純資産の部に計上されるもの

(a) the Valuation Difference on Available-for-Sale Securities (meaning the valuation difference of the available-for-sale securities to be inserted in the section of net assets of the balance sheet, in cases when such valuation difference is a positive number) and any item other than those listed in the preceding items, which are to be inserted in the section of net assets of the

balance sheet;

ロ 第十四条第一項各号に掲げるもの

(b) the particulars specified in the items of Article 14, paragraph (1);

ハ 一般貸倒引当金（流動資産に属する資産に係るものに限る。）

(c) the general loan-loss reserves (limited to the reserve pertaining to the assets belonging to the category of current assets);

ニ 長期劣後債務（残存期間が五年以内になったものにあつては、毎年、残存期間が五年になった時点における額の二十パーセントに相当する額を累積的に減価したものに限る。）

(d) the Long-Term Subordinated Debt (in the case of the Long-Term Subordinated Debt with a remaining term of five years or a shorter term, limited to the debt after reducing accumulatively each year the amount equivalent to 20 percent of the amount as of the time when the remaining term becomes five years); and

ホ 短期劣後債務（長期劣後債務（第三項各号に掲げる性質のすべてを有するものに限る。）のうち、算入限度額を超える額及びニに規定する減価したものの累計額の合計額に相当するものを含む。）

(e) the Short-Term Subordinated Debt (including the Long-Term Subordinated Debt (limited to the debt which have all of the natures specified in the items of paragraph (3)) which is equivalent to the total of the amount exceeding the Threshold Amount and the cumulative amount of the reduction as set forth in (d)).

2 前項第七号ニ及びホの「長期劣後債務」とは、劣後特約付借入金（元利金の支払について劣後の内容を有する特約が付された金銭の消費貸借による借入金をいう。以下同じ。）又は劣後特約付社債（元利金の支払について劣後の内容を有する特約が付された社債をいう。以下同じ。）であつて、次に掲げる性質のすべてを有するものをいう。

(2) The "Long-Term Subordinated Debt" as used in item (vii), (d) and (e) of the preceding paragraph means the Subordinated Borrowing (meaning the monetary loan for consumption with special provisions setting forth subordinated conditions on the principal and interest payment; the same applies hereinafter) or the Subordinated Corporate Bond (meaning corporate bonds with special provisions setting forth subordinated conditions on the payment of principal and interest; the same applies hereinafter) which have all of the natures specified in the following:

一 担保が付されていないこと。

(i) that no security interest has been created thereon;

二 契約時又は発行時における借入期間又は償還期間が五年を超えるものであること。

(ii) that the borrowing term or maturity determined as of the time of conclusion of the contract or as of the time of issuance exceeds five years;

三 期限前弁済又は期限前償還（以下この条において「期限前弁済等」という。）の

特約が付されている場合には、当該期限前弁済等が債務者である金融商品取引業者の任意によるものであり、かつ、当該金融商品取引業者が当該期限前弁済等を行うことについて所管金融庁長官等の承認を受けたときに限り、当該期限前弁済等を行うことができるものであること。

(iii) in cases when there are any special provisions on the accelerated payment or accelerated redemption (hereinafter referred to as the "Accelerated Payment, etc." in this Article), that such Accelerated Payment, etc. is made voluntarily by the Financial Instruments Business Operator which is the debtor, and that such Accelerated Payment, etc. may be made only if the Financial Instruments Business Operator has obtained approval therefor from the Commissioner of Financial Services Agency or Other Competent Official; and

四 金融商品取引業者がその利金の支払を行うことにより法第四十六条の六第二項の規定に違反することとなる場合には、当該利金の支払を行わない旨の特約が付されていること。

(iv) that there are special provisions setting forth that no interest payment is made in cases when such payment by the Financial Instruments Business Operator would result in a breach of the provisions Article 46-6, paragraph (2) of the Act.

3 第一項第七号ホの「短期劣後債務」とは、劣後特約付借入金又は劣後特約付社債であって、次に掲げる性質のすべてを有するものをいう。

(3) The "Short-Term Subordinated Debt" as used in paragraph (1), item (vii), (e) means the Subordinated Borrowing or the Subordinated Corporate Bonds, which have all of the natures specified in the following:

一 担保が付されていないこと。

(i) that no security interest has been created thereon;

二 契約時又は発行時における借入期間又は償還期間が二年以上のものであること。

(ii) that the borrowing term or maturity determined as of the time of concluding contract or as of the time of issuance is two years or longer;

三 期限前弁済等の特約が付されている場合には、当該期限前弁済等が債務者である金融商品取引業者の任意によるものであり、かつ、当該金融商品取引業者が当該期限前弁済等を行うことについて所管金融庁長官等の承認を受けたときに限り、当該期限前弁済等を行うことができるものであること。

(iii) in cases when there are any special provisions on the Accelerated Payment, etc., that such Accelerated Payment, etc. is made voluntarily by the Financial Instruments Business Operator which is the debtor, and that such Accelerated Payment, etc. may be made only if the Financial Instruments Business Operator has obtained approval therefor from the Commissioner of Financial Services Agency or Other Competent Official; and

四 金融商品取引業者がその元利金の支払を行うことにより法第四十六条の六第二項の規定に違反することとなる場合には、当該元利金の支払を行わない旨の特約が付

されていること。

(iv) that there are special provisions setting forth that no payment of principal or interest is made in cases when such payment by the Financial Instruments Business Operator would result in a breach of the provisions Article 46-6, paragraph (2) of the Act.

4 長期劣後債務（第二項に規定する長期劣後債務をいう。以下この条において同じ。）又は短期劣後債務（前項に規定する短期劣後債務をいう。以下この条において同じ。）について、次の各号に掲げる場合においては、当該各号に定める額を当該長期劣後債務の額又は当該短期劣後債務の額から控除しなければならない。

(4) In cases when any of the cases listed in the following items is applicable to any Long-Term Subordinated Debt (meaning the Long-Term Subordinated Debt prescribed in paragraph (2); hereinafter the same applies in this Article) or Short-Term Subordinated Debt (meaning the Short-Term Subordinated Debt prescribed in the preceding paragraph; hereinafter the same applies in this Article), the amounts set forth respectively therein must be deducted from the amount of such Long-Term Subordinated Debt or Short-Term Subordinated Debt:

一 劣後特約付借入金の借入先が子会社等である場合 当該劣後特約付借入金の額

(i) if the lender in the Subordinated Borrowing is the Subsidiary Company, etc.: the amount of such Subordinated Borrowing;

二 劣後特約付社債の所有者（信託財産をもって保有する者を含む。次号において同じ。）が自己又は子会社等である場合 当該劣後特約付社債の額

(ii) if the holder of the Subordinated Corporate Bonds (including a person holding Subordinated Corporate Bonds by means of trust properties; the same applies in the following item) is such Financial Instruments Business Operator itself or its Subsidiary Company, etc.: the amount of such Subordinated Corporate Bonds;

三 劣後特約付借入金の借入先又は劣後特約付社債の所有者に意図的に資金の提供を行っている場合 当該資金の額（当該資金の額が劣後特約付借入金の額及び劣後特約付社債の額の合計額を超える場合にあっては、当該合計額）

(iii) if the Financial Instruments Business Operator intentionally furnishes funds to a lender in the Subordinated Borrowing or a holder of the Subordinated Corporate Bonds: the amount of such funds (in cases when the amount of such funds exceeds the total of the amount of the Subordinated Borrowings and the amount of the Subordinated Corporate Bonds, such total amount).

5 第二項第三号又は第三項第三号の承認を受けようとする金融商品取引業者は、次に掲げる事項を記載した承認申請書に契約書の写し又はこれに準ずる書類を添付して、所管金融庁長官等に提出しなければならない。

(5) A Financial Instruments Business Operator which intends to obtain the approval under paragraph (2), item (iii) or paragraph (3), item (iii) must

submit a written application for approval stating the following particulars to the Commissioner of Financial Services Agency or Other Competent Official, attaching a copy of the contract or any other document equivalent thereto:

一 商号

(i) the trade name;

二 登録年月日及び登録番号

(ii) the registration date and the registration number;

三 期限前弁済等の額（外貨建てである場合にあっては、期限前弁済等の額及びその円換算額）

(iii) the amount of the Accelerated Payment, etc. (in case where it is foreign currency-denominated, the amount of such Accelerated Payment, etc. and such amount converted into yen);

四 現在及び期限前弁済等を行った後の長期劣後債務又は短期劣後債務の額（外貨建てである場合にあっては、長期劣後債務又は短期劣後債務の額及びその円換算額）

(iv) the current amount and the amount after the Accelerated Payment, etc. of the Long-Term Subordinated Debt or Short-Term Subordinated Debt (in case where it is foreign currency-denominated, the amount thereof and such amount converted into yen);

五 期限前弁済等を行う理由

(v) the reasons for making the Accelerated Payment, etc.;

六 期限前弁済等の予定日

(vi) the scheduled date of the Accelerated Payment, etc.;

七 十分な自己資本規制比率を維持するための資本調達その他の具体的措置の内容

(vii) the details of procurement of capital or other specific measures to be implemented so as to maintain a sufficient Capital Adequacy Ratio;

八 期限前弁済等を行った後の自己資本規制比率の推定値

(viii) the presumptive figure of the Capital Adequacy Ratio after implementation of the Accelerated Payment, etc.

6 所管金融庁長官等は、第二項第三号又は第三項第三号の承認をしようとするときは、長期劣後債務又は短期劣後債務が自己資本規制比率を一時的かつ意図的に向上させたものでないことを確認の上、次に掲げる基準のいずれかに適合するかどうかを審査しなければならない。

(6) In cases when the Commissioner of Financial Services Agency or Other Competent Official intends to grant an approval under paragraph (2), item (iii) or paragraph (3), item (iii), the commissioner or official must confirm that such Long-Term Subordinated Debt or Short-Term Subordinated Debt did not enhance the Capital Adequacy Ratio temporarily and deliberately, and must carry out an examination as to whether the applicant satisfies any of the following requirements:

一 期限前弁済等を行った後において金融商品取引業者が十分な自己資本規制比率を維持することができると見込まれること。

(i) the Financial Instruments Business Operator is expected to be able to maintain an adequate Capital Adequacy Ratio, even after implementation of the Accelerated Payment, etc.; and

二 期限前弁済等の額以上の額の資本調達を行うこと。

(ii) the Financial Instruments Business Operator will procure capital in an amount not less than the amount of the Accelerated Payment, etc.

7 第四項第一号及び第二号の「子会社等」とは、次に掲げる者をいう。

(7) The "Subsidiary Company, etc." as used in paragraph (4), items (i) and (ii) means the following parties:

一 金融商品取引業者の子会社（財務諸表等規則第八条第三項及び第七項の規定により当該金融商品取引業者の子会社とされる者をいう。次条第六項第二号において同じ。）

(i) the Subsidiary Company of the Financial Instruments Business Operator (meaning the party treated as the Financial Instruments Business Operator's subsidiary company under Article 8, paragraphs (3) and (7) of the Regulation on Financial Statements, etc.; the same applies in item (ii), paragraph (6) of the following Article); and

二 金融商品取引業者の関連会社（財務諸表等規則第八条第五項の規定により当該金融商品取引業者の関連会社とされる者をいう。次条第六項第三号において同じ。）

(ii) the Affiliated Company of the Financial Instruments Business Operator (meaning the party to be treated as the Financial Instruments Business Operator's Affiliated Company under Article 8, paragraph (5) of the Regulation on Financial Statements, etc.; the same applies in item (iii), paragraph (6) of the following Article).

8 前各項に規定するもののほか、基本的項目の額及び補完的項目の額の算出に関し必要な事項は、金融庁長官が定める。

(8) Beyond what is listed in the preceding paragraphs, the matters necessary for the calculation of the Amount of Basic Items and the Amount of Supplementary Items are specified by the Commissioner of the Financial Services Agency.

(控除すべき固定資産等)

(Fixed Assets to Be Deducted)

第百七十七条 法第四十六条の六第一項に規定する固定資産その他の内閣府令で定めるものは、貸借対照表の科目その他のもので次に掲げるものとする。

Article 177 (1) The fixed assets and any others to be specified by Cabinet Office Order as referred to in Article 46-6, paragraph (1) of the Act are the balance sheet items or any other items, as listed in the following:

一 固定資産（その他有価証券のうち、次に掲げるものを除く。）

(i) fixed assets (excluding the available-for-sale securities as listed in the following):

イ 金融商品取引所（これに類似するもので外国に所在するものを含む。）に上場



されている有価証券

(a) Securities listed on a Financial Instruments Exchange (including those similar thereto located in a foreign state);

ロ 法第六十七条の十一第一項の店頭売買有価証券登録原簿（これに類似するもので外国に備えられるものを含む。）に登録されている有価証券

(b) Securities registered in a Registry of Over-the-Counter Traded Securities as set forth in Article 67-11, paragraph (1) of the Act (including those similar thereto kept in a foreign state); and

ハ 国債証券

(c) national government bond securities;

二 繰延資産

(ii) deferred assets;

三 流動資産のうち、次に掲げるもの

(iii) current assets as listed in the following:

イ 預託金（顧客分別金信託、顧客区分管理信託、商品顧客区分管理信託、前条第一項第七号ロに掲げるものに係るもの及び商品先物取引法施行規則（平成十七年農林水産省・経済産業省令第三号）第九十八条第一項第二号の規定による預託金を除く。）

(a) deposits (excluding deposits pertaining to Customer Segregated Funds, Segregated Management Customer Trusts, Commodity Customer Segregated Funds, deposits pertaining to those specified in Article 176, paragraph (1), item (vii), (b) and the deposits under Article 98, paragraph (1), item (ii) of the Regulation for Enforcement of the Commodity Derivatives Act (Order of the Ministry of Agriculture, Forestry and Fisheries and the Ministry of Economy, Trade and Industry No. 3 of 2005));

ロ 顧客への立替金（期間が二週間未満のものを除く。）

(b) advances paid to customers (excluding advances of which term is less than two weeks);

ハ 関係会社（連結会社を除く。）に対する短期貸付金（金融機関（銀行、協同組織金融機関又は令第一条の九各号に掲げる金融機関をいう。以下ハにおいて同じ。）、信託会社又は金融商品取引業者へのコール資金の貸付け及び国内の金融機関又は金融商品取引業者が振り出した為替手形の購入に係るものを除く。）

(c) short-term loans made to an Associated Company (excluding a Consolidated Company) (excluding call loans to be extended to any Financial Institution (meaning a bank, Cooperative Structured Financial Institution, or a Financial Institution listed in any of the items of Article 1-9 of the Order; hereinafter the same applies in (c)), a Trust Company or a Financial Instruments Business Operator, and also excluding loans for purchasing bills of exchange drawn up by any domestic Financial Institution or Financial Instruments Business Operator);

ニ 前払金

(d) advance payments; and

ホ 前払費用

(e) prepaid expenses;

四 保有する有価証券（信託財産をもって保有する有価証券を含む。）のうち、次に掲げるもの（第一号に掲げるものを除く。）

(iv) the Securities held (including Securities held by means of trust properties) as listed in the following (excluding the Securities specified in item (i)):

イ 関係会社が発行した有価証券（連結会社が発行した社債、株式等の振替に関する法律第六十六条第一号に規定する短期社債、保険業法第六十一条の十第一項に規定する短期社債及び資産の流動化に関する法律第二条第八項に規定する特定短期社債に係るもの並びにコマーシャル・ペーパー（法第二条第一項第十五号に掲げる有価証券及び同項第十七号に掲げる有価証券で同項第十五号に掲げる有価証券の性質を有するものをいう。ロにおいて同じ。）、引受けにより取得したもので保有期間が六月を超えないもの並びに売買の状況にかかわらず意図的に関係会社への資金提供を目的とした保有でないことが明らかなものを除く。）

(a) Securities issued by an Associated Company (excluding the Securities pertaining to the short-term bonds prescribed in Article 66, item (i) of the Act on Transfer of Corporate Bonds, Shares, etc. the short-term bonds prescribed in Article 61-10, paragraph (1) of the Insurance Business Act and the Specified Short-term Corporate Bonds prescribed in Article 2, paragraph (8) of the Act on Securitization of Assets, which were issued by any Consolidated Company, and also excluding commercial papers (meaning the Securities specified in Article 2, paragraph (1), item (xv) of the Act, and the Securities specified in item (xvii) of that paragraph which have natures of the Securities specified in item (xv) of that paragraph; the same applies in (b)), the Securities acquired through Underwriting of which possession period does not exceed six months, and the Securities obviously not found to be held for the purpose of deliberately providing funds to Associated Companies, without regard to the status of the purchase and sale thereof);

ロ 他の会社又は第三者が発行したコマーシャル・ペーパー又は社債券（金融商品取引業者が当該他の会社から資本調達手段を受け入れている場合であって、当該金融商品取引業者が意図的に保有しているものに限る。）

(b) commercial papers or corporate bond certificates issued by another company or a third party (limited to cases when the Financial Instruments Business Operator accepts the means of procuring capital implemented by such other company and where such commercial papers or corporate bond certificates are held by the Financial Instruments Business Operator intentionally); and

ハ 法第二条第一項第六号から第九号までに掲げる有価証券若しくは新株予約権付社債券又は同項第十七号に掲げる有価証券でこれらの有価証券の性質を有するも

の（第一号イ及びロに掲げるもの並びに引受けにより取得したもので保有期間が六月を超えないものを除く。）

(c) the Securities or bonds with share options listed in Article 2, paragraph (1), items (vi) to (ix) of the Act, or the Securities specified in item (xvii) of that paragraph which have natures of those Securities (excluding the Securities specified in item (i), (a) and (b), and also excluding the Securities acquired through Underwriting for which period of possession does not exceed six months);

五 第三者のために担保に供されている資産（前各号に掲げるものを除く。）

(v) any asset provided as security for any third party (excluding the assets listed in the preceding items); and

六 次条第一項第一号に規定する保有する有価証券等（前各号に掲げるものを除く。）のうち、その価格の変動その他の理由により発生し得る危険が相当程度高いものとして金融庁長官が定めるもの

(vi) Securities held as prescribed in the provisions of paragraph (1), item (i) of the following Article (excluding those listed in the preceding items) that are specified by the Commissioner of the Financial Service Agency as those with considerably high risk of occurrence due to change in the price and other reasons.

2 前項第一号の固定資産のうち、金融商品取引業者が自己の債務の担保に供したものであって、次の各号に掲げるものについては、当該各号に定める額を当該固定資産の額から控除することができる。

(2) With regard to the fixed assets listed in the following items, from among the fixed assets set forth in item (i) of the preceding paragraph which have been provided as security by any Financial Instruments Business Operator for the purpose of securing its own obligations, the amounts set forth respectively therein may be deducted from the relevant fixed asset:

一 建物 当該建物を担保にした借入金の額又は当該建物の評価額のうちいずれか少ない額

(i) building: the amount of the borrowing secured by the building, or the appraisal value of the building, whichever is the smaller; and

二 土地 当該土地を担保にした借入金の額又は当該土地の評価額のうちいずれか少ない額

(ii) land: the amount of a borrowing secured by the land, or the appraisal value of the land, whichever is the smaller.

3 前項各号の借入金が二以上の資産を担保にしている借入金である場合には、当該担保となっている全ての資産について評価額の比により当該借入金を按分して第一項第一号の固定資産のみを担保にした借入金の額を算出しなければならない。

(3) In cases when any of the borrowings set forth in the items of the preceding paragraph is secured by two or more assets, the amount of the loans must be prorated in accordance with the appraisal value of all the assets on which

securities were created, and the amount of the borrowing secured only by the fixed assets set forth in paragraph (1), item (i) must be calculated.

4 第一項第三号ニに掲げる前払金のうち、仕入に係る消費税の前払金であつて、その額がその他の預り金に計上した売上に係る消費税の額に達するまでのものについては、その額を当該前払金の額から控除することができる。

(4) The advance payments of the consumption tax related to a purchase if the amount is less than the amount of the consumption tax related to sales counted as other deposits may be deducted from the amount of the advance payments set forth in paragraph (1), item (iii), (d).

5 次の各号に掲げるものについては、その額から当該各号に定める額を控除することができる。

(5) With regard to the items listed in the following, the amounts set forth respectively therein may be deducted from the amount of such items:

一 第一項第三号ハに規定する短期貸付金 当該短期貸付金の貸付先から預託を受けている担保金その他の資産の評価額

(i) the short-term loan prescribed in paragraph (1), item (iii), (c): the appraisal value of the collateral money or other assets deposited by the borrower of such short-term loans;

二 第一項第四号イに規定する関係会社が発行した有価証券 当該有価証券に担保として付されている担保金その他の資産の評価額

(ii) the Securities issued by the Associated Company set forth in paragraph (1), item (iv), (a): the appraisal value of the collateral money or other assets provided as security for the Securities; and

三 第一項第五号に規定する第三者のために担保に供されている資産 当該第三者から預託を受けている担保金その他の資産の評価額

(iii) the assets provided as security for the third party as set forth in paragraph (1), item (v): the appraisal value of the collateral money or other assets deposited by such third party.

6 第一項第三号ハ及び第四号イの「関係会社」とは、次に掲げる者をいう。

(6) The "Associated Company" referred to in paragraph (1), item (iii), (c) and item (iv), (a) of that paragraph means the following parties:

一 金融商品取引業者の親会社（財務諸表等規則第八条第三項の規定により当該金融商品取引業者の親会社とされる者をいう。第四号及び第五号において同じ。）

(i) the Parent Company of the Financial Instruments Business Operator (meaning the party treated as the Parent Company of the Financial Instruments Business Operator under Article 8, paragraph (3) of the Regulation on Financial Statements, etc.; the same applies in items (iv) and (v));

二 金融商品取引業者の子会社

(ii) the Subsidiary Company of the Financial Instruments Business Operator;

三 金融商品取引業者の関連会社

(iii) the Affiliated Company of the Financial Instruments Business Operator;

四 金融商品取引業者の親会社の子会社（財務諸表等規則第八条第三項及び第七項の規定により当該親会社の子会社とされる者（当該金融商品取引業者及び前二号に掲げる者を除く。）をいう。）

(iv) the Subsidiary Company of the Parent Company of the Financial Instruments Business Operator (meaning the party treated as the subsidiary company of the Parent Company under Article 8, paragraphs (3) and (7) of the Regulation on Financial Statements, etc. (excluding such Financial Instruments Business Operator and the parties specified in the preceding two items)); and

五 金融商品取引業者の親会社の関連会社（財務諸表等規則第八条第五項の規定により当該親会社の関連会社とされる者（第三号に掲げる者を除く。）をいう。）

(v) the Affiliated Company of the Parent Company of the Financial Instruments Business Operator (meaning the party treated as the Affiliated Company of the Parent Company under Article 8, paragraph (5) of the Regulation on Financial Statements, etc. (excluding the party specified in item (iii))).

7 第一項第三号ハ及び第四号イの「連結会社」とは、次に掲げる者をいう。

(7) The term any "Consolidated Company" as referred to in paragraph (1), item (iii), (c) and item (iv), (a) of that paragraph means the following parties:

一 金融商品取引業者（連結財務諸表提出会社（連結財務諸表の用語、様式及び作成方法に関する規則第二条第一号に規定する連結財務諸表提出会社又は外国におけるこれに相当する者をいう。次号において同じ。）に限る。）の連結子会社（同条第四号に規定する連結子会社又は外国におけるこれに相当する者をいう。次号において同じ。）

(i) the Consolidated Subsidiary Company (meaning the Consolidated Subsidiary Company set forth in Article 2, item (iv) of the Regulation on Terminology, Forms, and Preparation Means of Consolidated Financial Statements or any foreign party equivalent thereto; the same applies in the following item) of the Financial Instruments Business Operator (limited to the Company Submitting Consolidated Financial Statements (meaning the Company Submitting Consolidated Financial Statements prescribed in Article 2, item (i) of that Regulation or any foreign party equivalent thereto; the same applies in the following item)); or

二 金融商品取引業者を連結子会社とする連結財務諸表提出会社及びその連結子会社（当該金融商品取引業者及び前号に掲げる者を除く。）

(ii) the Company Submitting Consolidated Financial Statements which has the Financial Instruments Business Operator as its Consolidated Subsidiary Company, and Consolidated Subsidiary Company thereof (excluding the Financial Instruments Business Operator and the party specified in the preceding item).

8 前各項に規定するもののほか、第二項各号、第三項及び第五項各号の評価額の計算その他控除資産の額の算出に関し必要な事項は、金融庁長官が定める。

(8) Beyond what is listed in the preceding paragraphs, the matters necessary for the calculation of the appraisal values set forth in the items of paragraph (2), paragraph (3) and the items of paragraph (5) and any other matters required for the calculation of the Amount of Deductible Assets are prescribed by the Commissioner of the Financial Services Agency.

(リスク相当額)

(Value of Loss Risk Equivalent)

第百七十八条 法第四十六条の六第一項に規定する保有する有価証券の価格の変動その他の理由により発生し得る危険に対応する額として内閣府令で定めるものは、次に掲げるものとする。

Article 178 (1) The amount to be specified by Cabinet Office Order as the amount equivalent to any possible risks which may accrue due to the fluctuation of prices of the Securities held or other reasons, as referred to in Article 46-6, paragraph (1) of the Act, is as follows:

一 市場リスク相当額（保有する有価証券等（有価証券その他の資産及び取引をいう。）の価格の変動その他の理由により発生し得る危険に相当する額として金融庁長官が定めるところにより算出した額をいう。以下同じ。）

(i) the Market Risk Equivalent (meaning the amount equivalent to possible risks which may accrue due to the fluctuations in the prices of the Securities, etc. (meaning the Securities and other assets and transactions) held or other reasons as calculated in accordance with the formula prescribed by the Commissioner of the Financial Services Agency; the same applies hereinafter);

二 取引先リスク相当額（取引の相手方の契約不履行その他の理由により発生し得る危険に相当する額として金融庁長官が定めるところにより算出した額をいう。以下同じ。）

(ii) the Counterparty Risk Equivalent (meaning the amount equivalent to possible risks which may accrue due to the default in performance of contracts by the counterparties to transactions or any other reason as calculated in accordance with the formula prescribed by the Commissioner of the Financial Services Agency; the same applies hereinafter); and

三 基礎的リスク相当額（事務処理の誤りその他日常的な業務の遂行上発生し得る危険に相当する額として金融庁長官が定めるところにより算出した額をいう。以下同じ。）

(iii) the Basic Risk Equivalent (meaning the amount equivalent to possible risks which may accrue in the course of executing ordinary business, such as errors in business handling, as calculated in accordance with the formula prescribed by the Commissioner of the Financial Services Agency; the same

applies hereinafter).

2 金融商品取引業者は、業務の態様に応じて合理的な方法により、市場リスク相当額及び取引先リスク相当額を、営業日ごとに把握するものとする。

(2) A Financial Instruments Business Operator is to, as may be necessary depending on the nature of its business and in accordance with a reasonable means, calculate the Market Risk Equivalent and the Counterparty Risk Equivalent each business day.

(自己資本規制比率の届出)

(Notification of Capital Adequacy Ratio)

第百七十九条 法第四十六条の六第一項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 179 (1) The cases to be specified by Cabinet Office Order as referred to in Article 46-6, paragraph (1) of the Act are as follows:

一 自己資本規制比率が百四十パーセントを下回った場合

(i) if the Capital Adequacy Ratio falls below 140 percent; or

二 自己資本規制比率が百四十パーセント以上に回復した場合

(ii) if the Capital Adequacy Ratio is restored to 140 percent or more.

2 金融商品取引業者は、法第四十六条の六第一項の規定に基づき、毎月末の自己資本規制比率を、翌月二十日までに所管金融庁長官等に届け出なければならない。

(2) A Financial Instruments Business Operator must, pursuant to the provisions of Article 46-6, paragraph (1) of the Act, notify the Commissioner of Financial Services Agency or Other Competent Official of the Capital Adequacy Ratio as of the end of each month, no later than twentieth day of the following month.

3 第一項第一号に該当することとなった金融商品取引業者は、法第四十六条の六第一項の規定に基づき、直ちに、その旨を金融庁長官に届け出、かつ、営業日ごとに、別紙様式第十五号により自己資本規制比率に関する届出書を作成し、遅滞なく、これを所管金融庁長官等に提出しなければならない。

(3) A Financial Instruments Business Operator which falls under paragraph (1), item (i) must, pursuant to the provisions of Article 46-6, paragraph (1) of the Act, immediately notify to that effect to the Commissioner of the Financial Services Agency, and must prepare a written notification of the Capital Adequacy Ratio for each business day in accordance with Appended Form No. 15 and submit it to the Commissioner of Financial Services Agency or Other Competent Official without delay.

4 前項に規定する届出書には、次の各号に掲げる区分に応じ、当該各号に定める書類を添付しなければならない。

(4) In filing the written notification prescribed in the preceding paragraph, the documents listed in the following items must be attached, in accordance with the categories set forth respectively therein:

一 自己資本規制比率が百四十パーセントを下回った場合（次号に掲げる場合を除

く。) 自己資本規制比率の状況を維持するために自らとるべき具体的措置に関する計画書

(i) if the Capital Adequacy Ratio comes to fall below 140 percent (excluding the case specified in the following item): the plan on concrete measures to be taken by such Financial Instruments Business Operator for the purpose of maintaining the status of the Capital Adequacy Ratio; and

二 自己資本規制比率が百二十パーセントを下回った場合 自己資本規制比率の状況を回復させるために自らとるべき具体的措置に関する計画書

(ii) if the Capital Adequacy Ratio comes to fall below 120 percent: the plan on concrete measures to be taken by such Financial Instruments Business Operator for the purpose of restoring the status of the Capital Adequacy Ratio.

5 第一項第二号に該当することとなった金融商品取引業者は、法第四十六条の六第一項の規定に基づき、遅滞なく、その旨を所管金融庁長官等に届け出なければならない。

(5) A Financial Instruments Business Operator which falls under paragraph (1), item (ii) must, pursuant to the provisions of Article 46-6, paragraph (1) of the Act, notify to that effect to the Commissioner of Financial Services Agency or Other Competent Official without delay.

6 金融商品取引業者は、毎営業日ごとに、自己資本規制比率の状況を適切に把握しなければならない。

(6) A Financial Instruments Business Operator must calculate the status of its Capital Adequacy Ratio for each business day in an appropriate manner.

(自己資本規制比率の縦覧)

(Public Inspection of Capital Adequacy Ratio)

第八十条 法第四十六条の六第三項に規定する内閣府令で定める各期間は、事業年度の末日を変更する場合における変更後の最初の事業年度をその開始の日以後三月ごとに区分した各期間（最後に三月未満の期間を生じたときは、その三月未満の期間）とする。

Article 180 (1) The periods to be specified by Cabinet Office Order as referred to in Article 46-6, paragraph (3) of the Act are each of the three-month periods after the day of the commencement of the first business year after the change of the last day of the business year (or a period less than three months, in cases when the last period is less than three month).

2 金融商品取引業者は、法第四十六条の六第三項の規定により書面を作成するときは、次に掲げる事項を記載しなければならない。

(2) In cases when a Financial Instruments Business Operator prepares a document pursuant to the provisions of Article 46-6, paragraph (3) of the Act, it must contain the following matters in such document:

一 固定化されていない自己資本の額

(i) the Amount of Non-fixed Equity Capital;



二 市場リスク相当額、取引先リスク相当額及び基礎的リスク相当額並びにこれらの合計額

(ii) the Market Risk Equivalent, the Counterparty Risk Equivalent and the Basic Risk Equivalent, as well as the total amount thereof; and

三 自己資本規制比率

(iii) the Capital Adequacy Ratio.

3 補完的項目の額に、劣後債務（第百七十六条第一項第七号ニ及びホに掲げるものをいう。以下この項において同じ。）の額がある場合には、次に掲げる事項を前項に規定する書面に注記しなければならない。

(3) In cases when the amount of Subordinated Debt (meaning the Subordinated Debt set forth in Article 176, paragraph (1), item (vii), (d) and (e); hereinafter the same applies in this paragraph) is included in the Amount of Supplementary Items, the following matters must be noted in the document prescribed in the preceding paragraph:

一 当該劣後債務の金額

(i) the amount of such Subordinated Debt;

二 当該劣後債務の契約日又は発行日

(ii) the date of contract or date of the issuance of such Subordinated Debt; and

三 当該劣後債務の弁済期日又は償還期日

(iii) the due date or the maturity date of such Subordinated Debt.

## 第二款 第一種金融商品取引業を行わない金融商品取引業者

### Subsection 2 Financial Instruments Business Operators Not Engaged in Type-I Financial Instruments Business

（業務に関する帳簿書類）

(Books and Documents Related to Business)

第百八十一条 法第四十七条の規定により金融商品取引業者（第一種金融商品取引業を行う者を除く。以下この款において同じ。）が作成すべき帳簿書類は、次に掲げるものとする。

Article 181 (1) The books and documents to be prepared by a Financial Instruments Business Operator (excluding an operator engaged in a Type-I Financial Instruments Business; hereinafter the same applies in this Subsection) pursuant to the provisions of Article 47 of the Act are as follows:

一 第百五十七条第一項第一号及び第二号（同号ハを除く。）に掲げる帳簿書類

(i) the books and documents specified in Article 157, paragraph (1), items (i) and (ii) (excluding (c) of that item);

二 第二種金融商品取引業を行う者であるときは、次に掲げる帳簿書類

(ii) in cases when the Financial Instruments Business Operator is engaged in a Type-II Financial Instruments Business, the following books and documents:

イ 第百五十七条第一項第三号から第九号までに掲げる帳簿書類

- (a) the books and documents listed in Article 157, paragraph (1), items (iii) through (ix); and
    - ロ 特定有価証券等管理行為に係る分別管理の状況の記録
  - (b) a record on the status of the separate management pertaining to the Act of Management of Specified Securities, etc.;
  - 三 投資助言・代理業を行う者であるときは、第百五十七条第一項第十六号に掲げる帳簿書類
  - (iii) in cases when the Financial Instruments Business Operator is engaged in an Investment Advisory and Agency Business, the books and documents specified in Article 157, paragraph (1), item (xvi);
  - 四 投資運用業を行う者であるときは、第百五十七条第一項第十七号に掲げる帳簿書類
  - (iv) in cases when the Financial Instruments Business Operator is engaged in an Investment Management Business, the books and documents specified in Article 157, paragraph (1), item (xvii); and
  - 五 電子募集取扱業務を行う者であるときは、次に掲げるもの
  - (v) in cases of a person conducting Electronic Public Offering Services, the following records:
    - イ 第七十条の二第二項第三号に規定する措置に基づく審査に係る記録
    - (a) records of examination under the measures provided in Article 70-2, paragraph (2), item (iii); and
    - ロ 第百四十六条の二第一項の規定により電子計算機の映像面に表示されたものの記録
    - (b) records of information displayed on a screen of a computer pursuant to Article 146-2, paragraph (1).
- 2 前項第二号の規定にかかわらず、外国の法令に準拠して設立された法人又は外国に住所を有する個人である金融商品取引業者（第二種金融商品取引業を行う者であって、国内において金融商品取引業のうち取引所取引業務（法第六十条第一項に規定する取引所取引業務をいい、国内にある者を相手方として行うものを除く。以下この項において同じ。）以外のものを行わない者に限る。）は、取引所取引業務については、外国の法令に基づいて作成される書類であって同号イに掲げる帳簿書類（取引所取引業務に係るものに限る。）に類するもの（以下この項において「外国帳簿書類」といい、外国帳簿書類が外国語で作成される場合にあっては、次に掲げる書類（次項において「外国帳簿書類等」という。））をもって、同号イに掲げる帳簿書類（取引所取引業務に係るものに限る。）に代えることができる。
- (2) Notwithstanding the provisions of item (ii) of the preceding paragraph, a Type-II Financial Instruments Business Operator which is a corporation incorporated under the laws and regulations of a foreign state or an individual domiciled in a foreign state (limited to a person engaged in Type-II Financial Instruments Business that does not carry out any Financial Instruments Business other than a Transaction-at-Exchange Operation (meaning the

Transaction-at-Exchange Operation prescribed in Article 60, paragraph (1) of the Act, and excluding the operation to be conducted for persons in Japan as the counterparties; hereinafter the same applies in this paragraph) in Japan) may, with regard to the Transaction-at-Exchange Operation, substitute the documents prepared under the laws and regulations of the foreign state which are similar to the books and documents (limited to the books and documents pertaining to the Transaction-at-Exchange Operation) specified in (a) of that item (such document is hereinafter referred to as the "Foreign Books and Documents" in this paragraph; and in cases when the Foreign Books and Documents have been prepared in any foreign language, the following documents (referred to as the "Foreign Books and Documents, etc." in the following paragraph)) for the books and documents specified in (a) of that item (limited to the books and documents pertaining to the Transaction-at-Exchange Operation):

一 外国帳簿書類

(i) the Foreign Books and Documents; and

二 外国帳簿書類の様式の訳文

(ii) a Japanese translation of the forms of the Foreign Books and Documents.

- 3 第一項第一号、第三号（第百五十七条第一項第十六号ハに掲げる帳簿書類に限る。）及び第五号ロに掲げる帳簿書類は、その作成の日（第一項第一号（同条第一項第二号に掲げる帳簿書類に限る。）に掲げる帳簿書類にあつては、その効力を失った日）から五年間、第一項第二号（同条第一項第三号から第三号の四までに掲げる帳簿書類に限る。）に掲げる帳簿書類及びこれに類する外国帳簿書類等並びに第一項第四号（同条第一項第十七号ニに掲げる帳簿書類に限る。）に掲げる帳簿書類は、その作成の日から七年間、第一項第二号（同条第一項第三号から第三号の四までに掲げる帳簿書類を除く。）に掲げる帳簿書類及びこれに類する外国帳簿書類等並びに第一項第三号（同条第一項第十六号ハに掲げる帳簿書類を除く。）、第四号（同条第一項第十七号ニに掲げる帳簿書類を除く。）及び第五号イに掲げる帳簿書類は、その作成の日（同条第一項第十六号イ及び第十七号イに掲げる帳簿書類にあつては、その契約その他の法律行為に係る業務の終了の日）から十年間保存しなければならない。

- (3) The books and documents specified in paragraph (1), items (i) and (iii) (limited to the books and documents specified in Article 157, paragraph (1), item (xvi), (c) and paragraph (1), item (v), (b) must be kept for five years from the day of the preparation thereof (in the case of the book specified in paragraph (1), item (i) (limited to that specified in item (ii), paragraph (1) of that Article), from the day when it ceases to be effective); the books and documents specified in paragraph (1), item (ii) (limited to those specified in paragraph (1), items (iii) through (iii)-4 of that Article), the Foreign Books and Documents similar thereto, and the books and documents specified in paragraph (1), item (iv) (limited to those specified in Article 157, paragraph (1), item (xvii), (d) must be kept for seven years from the day of the preparation

thereof; and the books and documents specified in paragraph (1), item (ii) (excluding those specified in paragraph (1), items (iii) through (iii)-4 of that Article), the Foreign Books and Documents similar thereto, and the books and documents specified in paragraph (1), item (iii) (excluding those specified in Article 157, paragraph (1), item (xvi), (c)), paragraph (1), item (iv) (excluding those specified in Article 157, paragraph (1), item (xvii), (d)) and item (v), (a) must be kept for ten years from the day of the preparation thereof (in the case of the books and documents specified in Article 157, paragraph (1), item (xvi), (a) and Article 157, paragraph (1), item (xvii), (a), from the day of the termination of the business under the contract or any other juridical act).

4 第一項各号（第三号を除く。）に掲げる帳簿書類は、国内において保存しなければならない。ただし、当該帳簿書類が外国に設けた営業所又は事務所において作成された場合において、その作成後遅滞なく国内においてその写しを保存しているとき、又は当該帳簿書類が電磁的記録をもって作成され、かつ、国内に設けた営業所若しくは事務所において当該電磁的記録に記録された事項を表示したものを遅滞なく閲覧することができる状態に置いているときは、この限りでない。

(4) The books and documents specified in the items of paragraph (1) (excluding item (iii)) must be kept in Japan; provided, however, that this does not apply to cases when the books and documents are prepared in a business office or other office established in a foreign state and if the copies thereof are kept in Japan without delay after the preparation thereof, or if the books and documents are prepared by means of an electronic or magnetic records and a document indicating matters recorded in the electronic or magnetic records is made available for inspection without delay at a business office or other office established in Japan.

(事業報告書)

(Business Report)

第百八十二条 法第四十七条の二の規定により金融商品取引業者が提出する事業報告書は、別紙様式第十二号により作成しなければならない。

Article 182 (1) A Business Report to be submitted by a Financial Instruments Business Operator pursuant to the provisions of Article 47-2 of the Act must be prepared in accordance with Appended Form No. 12.

2 金融商品取引業者（会社に限る。）は、前項の事業報告書を作成する場合には、一般に公正妥当と認められる企業会計の慣行に従うものとする。

(2) When a Financial Instruments Business Operator (limited to a company) prepares a Business Report set forth in the preceding paragraph, it is to be subject to corporate accounting standards generally accepted as fair and appropriate.

3 金融商品取引業者（会社を除く。）は、第一項の事業報告書を作成する場合には、一般に公正妥当と認められる会計の慣行に従うものとする。

- (3) When a Financial Instruments Business Operator (excluding a company) prepares a Business Report set forth in paragraph (1), it is to be subject to the accounting standards generally accepted as fair and appropriate.

(説明書類の縦覧)

(Public Inspection of Explanatory Documents)

第百八十三条 法第四十七条の三の規定により金融商品取引業者は、別紙様式第十五号の二により作成した説明書類又は前条第一項の事業報告書の写しを全ての営業所若しくは事務所に備え置く方法その他の方法により法第四十七条の三の説明書類を公衆の縦覧に供し、又はインターネットの利用その他の方法により、投資者が常に容易に閲覧することができるよう公表しなければならない。

Article 183 (1) A Financial Instruments Business Operator must, pursuant to the provisions of Article 47-3 of the Act, make available for public inspection the explanatory document set forth in that Article, by means such as keeping explanatory documents prepared in accordance with Appended Form No. 15-2 or the copies of the Business Report set forth in paragraph (1) of the preceding Article at all of its business offices or any other offices, or publicize them by the use of the internet or other means in a way which allows easy access by investors any time..

2 法第四十七条の三に規定する内閣府令で定めるものは、別紙様式第十五号の二又は前条第一項の事業報告書に記載されている事項とする。

(2) The matters to be specified by Cabinet Office Order as referred to in Article 47-3 of the Act are the matters contained in the Business Report set forth in Appended Form No. 15-2 or paragraph (1) of the preceding Article.

### 第三款 登録金融機関

#### Subsection 3 Registered Financial Institutions

(業務に関する帳簿書類)

(Books and Documents Related to Business)

第百八十四条 法第四十八条の規定により登録金融機関が作成すべき帳簿書類は、次に掲げるものとする。

Article 184 (1) The books and documents to be prepared by a Registered Financial Institution pursuant to the provisions of Article 48 of the Act are as follows:

一 第百五十七条第一項第一号、第二号（同号ハを除く。）及び第十五号の二に掲げる帳簿書類

(i) the books and documents specified in Article 157, paragraph (1), items (i) and (ii) (excluding (c) of that item) and item (xv)-2;

二 登録金融機関業務のうち、金融商品仲介業務、投資助言・代理業及び投資運用業以外のものについては、第百五十七条第一項第三号から第十一号まで、第十三号及

び第十四号に掲げる帳簿書類

(ii) with regard to a Registered Financial Institution Business other than Financial Instruments Intermediary Service Operations, Investment Advisory and Agency Business and an Investment Management Business, the books and documents listed in Article 157, paragraph (1), items (iii) through (xi), (xiii) and (xiv);

三 金融商品仲介業務については、次に掲げるもの

(iii) with regard to Financial Instruments Intermediary Service Operations, the following books and documents:

イ 金融商品仲介補助簿

(a) a subsidiary book on the financial instruments intermediary service; and

ロ 金融商品仲介預り明細簿

(b) a book on the description of the custody related to financial instruments intermediary service;

四 投資助言・代理業を行う者であるときは、第百五十七条第一項第十六号に掲げる帳簿書類

(iv) in the case of a Registered Financial Institution engaged in an Investment Advisory and Agency Business, the book and document specified in Article 157, paragraph (1), item (xvi); and

五 投資運用業を行う者であるときは、第百五十七条第一項第十七号に掲げる帳簿書類

(v) in the case of a Registered Financial Institution engaged in an Investment Management Business, the book and document specified in Article 157, paragraph (1), item (xvii);

六 電子募集取扱業務を行う者であるときは、次に掲げるもの

(vi) in cases of a person conducting Electronic Public Offering Services, the following records:

イ 第七十条の二第二項第三号に規定する措置に基づく審査に係る記録

(a) records of examination under the measures provided in Article 70-2, paragraph (2), item (iii);

ロ 第百四十六条の二第一項の規定により電子計算機の映像面に表示されたものの記録

(b) records of information displayed on a screen of a computer pursuant to Article 146-2, paragraph (1).

2 前項第一号、第四号（第百五十七条第一項第十六号ハに掲げる帳簿書類に限る。）及び第六号ロに掲げる帳簿書類は、その作成の日（前項第一号（同条第一項第二号に掲げる帳簿書類に限る。）に掲げる帳簿書類にあつては、その効力を失った日）から五年間、前項第二号（同条第一項第三号から第三号の四までに掲げる帳簿書類に限る。）、第三号イ及び第五号（同条第一項第十七号ニに掲げる帳簿書類に限る。）に掲げる帳簿書類は、その作成の日から七年間、前項第二号（同条第一項第三号から第三号の四までに掲げる帳簿書類を除く。）、第三号ロ、第四号（同条第一項第十六号

ハに掲げる帳簿書類を除く。）、第五号（同条第一項第十七号ニに掲げる帳簿書類を除く。）及び第六号イに掲げる帳簿書類は、その作成の日（同条第一項第十六号イ及び第十七号イに掲げる帳簿書類にあっては、その契約その他の法律行為に係る業務の終了の日）から十年間保存しなければならない。

(2) The books and documents specified in items (i) and (iv) of the preceding paragraph (limited to the books and documents specified in Article 157, paragraph (1), item (xvi), (c) and item (vi), (b) of the preceding paragraph must be kept for five years from the day of the preparation thereof (in the case of the book specified in item (i) of that paragraph (limited to that specified in Article 157, paragraph (1), item (ii)), from the day when it ceases to be effective); the books and documents specified in item (ii) of the preceding paragraph (limited to those specified in Article 157, paragraph (1), items (iii) through (iii)-4), the books and documents specified in item (iii), (a) and (v) of the preceding paragraph (limited to those specified in Article 157, paragraph (1), item (xvii), (d)) must be kept for seven years from the day of the preparation thereof; and the books and documents specified in item (ii) of the preceding paragraph (excluding those specified in Article 157, paragraph (1), items (iii) through (iii)-4), item (iii), (b) and, item (iv) of the preceding paragraph (excluding those specified in Article 157, paragraph (1), item (xvi), (c) and item (v) of the preceding paragraph (excluding those specified in Article 157, paragraph (1), item (xvii), (d) and item (vi), (a) of the preceding paragraph must be kept for ten years from the day of the preparation thereof (in the case of the books and documents specified in Article 157, paragraph (1), item (xvi), (a) and item (xvii), (a), from the day of the termination of the business under the contract or any other juridical act).

（金融商品仲介補助簿）

(Subsidiary Book on Financial Instruments Intermediary Services)

第百八十五条 前条第一項第三号イの金融商品仲介補助簿には、次に掲げる事項を記載しなければならない。

Article 185 (1) The following matters must be stated in a subsidiary book on the financial instruments intermediary services set forth in Article 184, paragraph (1), item (iii), (a):

一 委託金融商品取引業者の自己又は委託の別

(i) information as to whether the Entrusting Financial Instruments Business Operator itself is dealing or it is a transaction based on entrustment by the customer;

二 顧客の氏名又は名称

(ii) the customer's name;

三 取引の種類

(iii) the type of transaction;

四 銘柄

(iv) the issues;

五 売付け又は買付けの別

(v) information as to whether the type of transaction is a sale or purchase;

六 申込みを受けた数量（数量がない場合にあっては、件数又は数量に準ずるもの。第三項第一号において同じ。）

(vi) volumes for which application was made (in cases when there is no volume, the number of transactions or any other information equivalent to volume; the same applies in paragraph (3), item (i));

七 約定数量（数量がない場合にあっては、件数又は数量に準ずるもの。第三項第一号において同じ。）

(vii) the agreed volumes (in cases when there is no volume, the number of transactions or any other information equivalent to volume; the same applies in paragraph (3), item (i));

八 指値又は成行の別（指値の場合にあっては、その価格及び注文の有効期限（当該有効期限が当日中であるものを除く。）を含む。）

(viii) information as to whether it is a limit order or a market order (in the case of a limit order, the price and valid period of the order (excluding an order whose valid period is the day of such order) are included);

九 申込みを受けた日時

(ix) the date and time of the receipt of applications;

十 約定日時

(x) the date and time of the contract; and

十一 約定価格

(xi) the contract price.

2 前項の金融商品仲介補助簿は、次に掲げるところにより作成しなければならない。

(2) A subsidiary book on the financial instruments intermediary service set forth in the preceding paragraph must be prepared in accordance with the following:

一 原則として顧客から取引の申込みを受けたときに作成すること。

(i) that such book is, in principle, prepared upon the receipt of an application for a transaction from a customer;

二 委託金融商品取引業者が二以上ある場合は、委託金融商品取引業者ごとに作成すること。

(ii) that, in cases when the Registered Financial Institution has two or more Entrusting Financial Instruments Business Operators, such book is prepared for each of such Entrusting Financial Instruments Business Operators;

三 日付順に記載して保存すること。

(iii) that such books are prepared and preserved in date order;

四 約定されなかったものに係る記載部分についても保存すること。

(iv) that the portion of the statements referring to the transactions not contracted is also preserved;



五 取引の内容に係る部分については、登録金融機関が知り得た事項について記載すること。

(v) that, in the portion pertaining to the details of the transaction, information which has come to the knowledge of the Registered Financial Institution is stated;

六 金融商品仲介補助簿を電磁的記録により作成する場合は、前各号に掲げるところによるほか、次に掲げるところにより作成すること。

(vi) in cases when a subsidiary book on a financial instruments intermediary service is to be prepared by means of an Electronic or Magnetic Record, such records are prepared in accordance with the following, beyond what is set forth in the items of the preceding paragraph:

イ 前項各号（第七号、第十号及び第十一号を除く。）に掲げる事項は、申込みを受けたときに電子計算機へ入力すること。

(a) that the information specified in the items of the preceding paragraph (excluding items (vii), (x) and (xi)) is entered on a computer upon receipt of an application; and

ロ 申込み内容を電子計算機へ入力した日付及び時刻が自動的に記録されること。

(b) that the date and time when the details of the customer's applications were entered on a computer are automatically recorded;

七 注文・清算分離行為が行われた取引に係る注文である場合には、その旨を表示すること。

(vii) that, in the case of an order for a transaction for which a Give-up was effected, such fact is stated;

八 注文・清算分離行為が行われた取引については、注文執行会員等を委託金融商品取引業者とする登録金融機関は、新規又は決済の別及び新規、権利行使、転売又は買戻しの別の記載を要しない。

(viii) in the case of a transaction for which a Give-up was effected, a Registered Financial Institution whose Entrusting Financial Instruments Business Operator, etc. is the Order Executing Member, etc. need not state information as to whether it is a new transaction or a settlement transaction, and information as to whether it is a new transaction or a transaction for the exercise of rights, a resale or buy-back;

九 注文・清算分離行為が行われた取引については、清算執行会員等を委託金融商品取引業者とする登録金融機関は、作成することを要しない。

(ix) with regard to a transaction for which a Give-up was effected, the Registered Financial Institution whose Entrusting Financial Instruments Business Operator, etc. is a Clearance Executing Member, etc. need not prepare the subsidiary book.

3 前二項の規定にかかわらず、次の各号に掲げる事項については、当該各号に定めるところによることができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, the matters

listed in the following items may be stated in accordance with the manners set forth respectively therein:

一 同一日において価格が変動しない投資信託受益証券等に係る第一項各号に掲げる事項 当該各号に掲げる事項に代えて、顧客の氏名又は名称、銘柄、売付け又は買付けの別、申込みを受けた数量、約定数量、申込みを受けた日及び約定日を記載すること。

(i) the matters specified in the items of paragraph (1) with regard to Investment Trust Beneficiary Certificates, etc. without price fluctuation on the same day: the customer's name, issues, information as to whether it is sale or purchase transaction, volume for which the application was received, contracted volumes, date of receipt of application and contract date may be specified in lieu of the matters set forth in the relevant items;

二 第一項第三号に掲げる事項（第百五十八条第一項第三号ニ（２）、ホ（３）及びト（２）に掲げる事項に限る。） 金融商品取引所の定める規則により注文時にこれらの事項を指示することが不要とされているものについては、記載を省略すること。

(ii) the matters specified in paragraph (1), item (iii) (limited to the matters specified in Article 158, paragraph (1), item (iii), (d), 2., (e), 3. and (g), 2.): a statement of any of those matters not required to be instructed at the time of the order pursuant to the rules of the Financial Instruments Exchange may be omitted;

三 前項第六号の規定により電磁的記録により作成されている事項 当該電磁的記録により作成されている事項を電子計算機の映像面へ表示し、又は書面へ出力する場合においては、一覧表により表示し、又は出力すること。

(iii) information prepared by means of an Electronic or Magnetic Record pursuant to the provisions of item (vi) of the preceding paragraph: in cases when such information prepared by means of an Electronic or Magnetic Record is to be displayed on a the computer screen or to be printed out on paper, such information may be displayed or printed in the form of lists.

（金融商品仲介預り明細簿）

(Book on the Description of Custody Related to Financial Instruments Intermediary Services)

第百八十六条 第百八十四条第一項第三号ロの金融商品仲介預り明細簿には、顧客より受け入れた金融商品仲介業務に係る金銭及び有価証券について、次に掲げる事項を記載しなければならない。

Article 186 (1) In a book on a description of the custody related to financial Instruments intermediary service set forth in Article 184, paragraph (1), item (iii), (b), the following matters in relation to the money and Securities pertaining to the Financial Instruments Intermediary Service Operations deposited by a customer must be stated:

- 一 顧客の氏名又は名称
  - (i) the customer's name;
  - 二 入出金及び入出庫年月日
  - (ii) the date of deposit and the date of withdrawal of such money and Securities;
  - 三 金額
  - (iii) the amount;
  - 四 銘柄
  - (iv) the issues;
  - 五 数量
  - (v) the volumes;
  - 六 入出金及び入出庫先の氏名又は名称
  - (vi) the name of the party with which the money or Securities are deposited, and the party from which the money or Securities are withdrawn;
  - 七 残高
  - (vii) the outstanding amount;
  - 八 有価証券の記号又は番号
  - (viii) the codes or numbers of the Securities; and
  - 九 名義人の氏名又は名称
  - (ix) the names of the holders.
- 2 前項の金融商品仲介預り明細簿は、次に掲げるところにより作成しなければならない。
- (2) A book on description of the custody related to financial instruments intermediary service must be prepared in accordance with the following:
- 一 顧客別に区分して作成すること。
  - (i) that the book is itemized by each customer;
  - 二 注文・清算分離行為が行われた取引に係る金額については、清算執行会員等を委託金融商品取引業者とする登録金融機関が顧客から直接受領した金額を記載すること。
  - (ii) with regard to the amount pertaining to the transaction for which a Give-up was effected, that the amount received directly from the customer by the Registered Financial Institution whose Entrusting Financial Instruments Business Operator is a Clearance Executing Member, etc. is stated; and
  - 三 注文・清算分離行為が行われた取引については、注文執行会員等を委託金融商品取引業者とする登録金融機関は、作成することを要しない。ただし、顧客から直接金銭を受領した場合には、顧客の氏名又は名称、入出金年月日、金額、入出金先の氏名又は名称及び金銭の残高を記載すること。
  - (iii) with regard to a transaction for which a Give-up was effected, the Registered Financial Institution whose Entrusting Financial Instruments Business Operator is an Ordering Member, etc. need not prepare such book; provided, however, that in cases when such Registered Financial Institution

has received money directly from the customer, the customer's name, the date of deposit or withdrawal, the amount, the name of depository and the outstanding balance of the money are stated.

3 前二項の規定にかかわらず、金融商品仲介預り明細簿の作成に当たっては、次の各号に定めるところによることができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, a book on description of the custody related to financial instruments intermediary service may be prepared in accordance with the following:

一 入庫された有価証券について、当日残高がない場合は、記号、番号及び名義人の氏名又は名称の記載を省略すること。

(i) with regard to the Securities which have been deposited, if there is no balance for the relevant date, the statement of the code, number and the holder's name may be omitted;

二 業として預金又は貯金の受入れをすることができる登録金融機関において、預金又は貯金の受入れ又は払戻しに係る記録が整備されている場合には、入出金年月日、金額、入出金先の氏名又は名称及び残高の記載を省略すること。

(ii) in cases when the Registered Financial Institution which may accept deposits or savings in the course of its trade has organized the records pertaining to making a deposit or a refund of the deposit or savings, the statement giving the date of making such deposit or withdrawal, the amount, the name of the depository and the outstanding balance may be omitted;

三 有価証券の入出庫に係る記録が他の業務に係る帳簿等により整備されている場合には、入出庫年月日、銘柄、数量、入出庫先の氏名又は名称、残高、記号、番号及び名義人の氏名又は名称の記載を省略すること。

(iii) in cases when the records on the deposit and withdrawal of Securities have been organized by means of books, documents, etc. pertaining to any other business, the statement of date of the deposit or withdrawal, issue, volume, the name of the depository, the outstanding balance, code, number and the holder's name may be omitted.

(事業報告書)

(Business Reports)

第百八十七条 法第四十八条の二第一項の規定により登録金融機関が提出する事業報告書は、別紙様式第十六号により作成しなければならない。

Article 187 A Business Report to be submitted by a Registered Financial Institution pursuant to the provisions of Article 48-2, paragraph (1) of the Act must be prepared in accordance with Appended Form No. 16.

(業務又は財産の状況に関する報告)

(Report on the Status of Business or Properties)

第百八十八条 法第四十八条の二第二項の規定により登録金融機関は、次の各号に掲げ

る報告書を、当該各号に定める提出期限までに所管金融庁長官等に提出しなければならない。

**Article 188** A Registered Financial Institution must, pursuant to the provisions of Article 48-2, paragraph (2) of the Act, submit to the Commissioner of Financial Services Agency or Other Competent Official the reports listed in the following items, no later than the time limit set forth respectively in the relevant items:

一 別紙様式第十三号により作成した関係会社に関する報告書 毎事業年度経過後四月以内

(i) a report on the Associated Company prepared in accordance with Appended Form No. 13: within four months after the end of each business year; and

二 別紙様式第十七号により作成した業務又は財産の状況に関する報告書 毎月ものを翌月二十日まで

(ii) a report on the status of the business or properties prepared in accordance with Appended Form No. 17: a monthly report is submitted no later than the twentieth day of the following month.

(金融商品取引責任準備金)

(Financial Instruments Transaction Liability Reserve)

第百八十九条 登録金融機関は、事業年度ごとに次の各号に掲げる金額のうちいずれか低い金額を法第四十八条の三第一項の規定による金融商品取引責任準備金として積み立てなければならない。

**Article 189** (1) A Registered Financial Institution must set aside for each business year either of the amounts specified in the following items, whichever is smaller, as the Financial Instruments Transaction Liability Reserve under Article 48-3, paragraph (1) of the Act:

一 次に掲げる金額の合計額

(i) the total of the following amounts:

イ 当該事業年度において受託等をした債券に係る法第二条第二十一項第一号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。へ及び次号へを除き、以下この条において同じ。）及び同項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。ト及び次号トを除き、以下この条において同じ。）の総取引契約金額の万分の〇・〇〇一六に相当する金額

(a) the amount equivalent to 0.0016 in 10,000 of the aggregate contract amount for the transaction specified in Article 2, paragraph (21), item (i) of the Act (including Foreign Market Derivatives Transactions similar thereto; hereinafter the same applies in this Article excluding (f) of this item and (f) of the following item) and the transaction specified in item (ii) of that paragraph (including Foreign Market Derivatives Transactions similar thereto; hereinafter the same applies in this Article excluding (g) of this item and (g) of the following item), in regard to the bond certificates

for which the Acceptances of Entrustment, etc. were made in the relevant business year;

ロ 当該事業年度において受託等をした債券に係る法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。チ及び次号チを除き、以下この条において同じ。）の対価の額の合計額の万分の〇・三に相当する金額

(b) the amount equivalent to 0.3 in 10,000 of the total amount of consideration for a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including Foreign Market Derivatives Transactions similar thereto; hereinafter the same applies in this Article excluding (h) of this item and (h) of the following item), in regard to the bond certificates for which the Acceptances of Entrustment, etc. were made in the relevant business year;

ハ 当該事業年度において受託等をした通貨に係る法第二条第二十一項第一号に掲げる取引（同項第三号に掲げる取引によって当事者の一方に付与された権利が行使されたときに成立する同項第一号に掲げる取引を含む。ヘ並びに次号ハ及びヘにおいて同じ。）の取引高を取引所（金融商品市場又は外国金融商品市場を開設する者をいう。以下この条において同じ。）が取引単位として定める金額（同項第三号に掲げる取引に係る同項第一号に掲げる取引等の場合は当事者の一方に付与された権利が行使されたときに成立する取引の取引単位として取引所が定める金額。ヘ並びに次号ハ及びヘにおいて同じ。）に乗じて算出した金額の万分の〇・〇〇九六に相当する金額

(c) the amount equivalent to 0.0096 in 10,000 of the amount calculated by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (i) of the Act (including a transaction specified in item (i) of that paragraph effected upon the exercise of the rights granted to one of the parties under the transaction specified in item (iii) of that paragraph; the same applies in (f) of this item and (c) and (f) of the following item), which pertained to the currency and for which Acceptances of Entrustment, etc. were made in the relevant business year, by the amount prescribed by the Exchange (meaning a party which establishes a Financial Instruments Market or Foreign Financial Instruments Market; hereinafter the same applies in this Article) as the unit of transaction (in the case of a transaction, etc. specified in item (i) of that paragraph which pertains to the transaction specified in item (iii) of that paragraph, the amount prescribed by the Exchange as the unit of transaction effected upon the exercise of the rights granted to one party; the same applies in (f) of this item and (c) and (f) of the following item);

ニ 当該事業年度において受託等をした預金契約に基づく債権の利率によって算出した金融指標に係る法第二条第二十一項第二号に掲げる取引等（同項第三号に掲げる取引によって当事者の一方に付与された権利が行使されたときに成立する同

項第二号に掲げる取引を含む。ホ及びト並びに次号ニ、ホ及びトにおいて同じ。)の取引高を取引所が取引単位として定める金額(同項第三号に掲げる取引に係る同項第二号に掲げる取引等の場合は当事者の一方に付与された権利が行使されたときに成立する取引の取引単位として取引所が定める金額。ホ及びト並びに次号ニ、ホ及びトにおいて同じ。)に乗じて算出した金額の万分の〇・〇〇一二に相当する金額

(d) the amount equivalent to 0.0012 in 10,000 of the amount calculated by multiplying the transaction volumes of the transaction, etc. specified in Article 2, paragraph (21), item (ii) of the Act (including a transaction specified in item (ii) of that paragraph effected upon the exercise of the rights granted to one of the parties under the transaction specified in item (iii) of that paragraph; the same applies (e) and (f) of this item and (d), (e) and (g) of the following item), which pertained to the Financial Indicators calculated based on the interest rates of claims under the deposit contract and for which Acceptances of Entrustment, etc. were made in the relevant business year, by the amount prescribed by the Exchange as the unit of transaction (in the case of the transaction, etc. specified in item (ii) of that paragraph which pertains to the transaction specified in item (iii) of that paragraph, the amount specified by the Exchange as the unit of the transaction effected upon exercise of the right granted to one party; the same applies in (e) and (f) of this item and (d), (e) and (g) of the following item);

ホ 当該事業年度において受託等をした手形の割引率によって算出した金融指標に係る法第二条第二十一項第二号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の万分の〇・〇〇二四に相当する金額

(e) the amount equivalent to 0.0024 in 10,000 of the amount calculated by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (ii) of the Act, which pertained to the Financial Indicators calculated based upon the discount rate of negotiable instruments and for which Acceptances of Entrustment, etc. were made in the relevant business year, by the amount prescribed by the Exchange as the unit of transaction;

へ 当該事業年度において受託等をした商品に係る法第二条第二十一項第一号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の万分の〇・〇一に相当する金額

(f) the amount equivalent to 0.01 in 10,000 of the amount calculated by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (i) of the Act for the Commodities for which Acceptance of Entrustment, etc. was made in the relevant business year by the amount prescribed by the Exchange as the unit of transaction;

ト 当該事業年度において受託等をした商品に係る金融指標に係る法第二条第二十

一項第二号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の万分の〇・〇一に相当する金額

(g) the amount equivalent to 0.01 in 10,000 of the amount calculated by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (ii) of the Act for financial indicators pertaining to the Commodities for which Acceptance of Entrustment, etc. was made in the relevant business year by the amount prescribed by the Exchange as the unit of transaction; and

チ 当該事業年度において受託等をした商品に係る法第二条第二十一項第三号に掲げる取引の対価の額の合計額の万分の〇・一に相当する金額

(h) the amount equivalent to 0.1 in 10,000 of the total amount of considerations for the transaction specified in Article 2, paragraph (21), item (iii) of the Act for the Commodities for which Acceptance of Entrustment, etc. was made in the relevant business year;

二 次のイからチまでに掲げる金額の合計額からりに掲げる金額を控除した金額

(ii) the amount obtained by deducting the amount specified in (i) below from the total of the amount specified in the following (a) through (h):

イ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした債券に係る法第二条第二十一項第一号及び第二号に掲げる取引の総取引契約金額の最も高い事業年度における当該総取引契約金額の万分の〇・〇〇六四に相当する金額

(a) the amount equivalent to 0.0064 in 10,000 of the aggregate contract amount for the transactions specified in Article 2, paragraph (21), items (i) and (ii) of the Act which pertained to the bond certificates and for which Acceptances of Entrustment, etc. were made, in regard to the business year demonstrating the highest aggregate contract amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ロ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした債券に係る法第二条第二十一項第三号に掲げる取引の対価の額の合計額の最も高い事業年度における当該合計額の万分の一・二に相当する金額

(b) the amount equivalent to 1.2 in 10,000 of the total amount of the consideration for the transaction specified in Article 2, paragraph (21), item (iii) of the Act which pertained to the bond certificates and for which Acceptances of Entrustment, etc. were made, in regard to the business year demonstrating the highest total amount of consideration, from among the relevant business year and each business year commencing within two years prior to the day of commencement of such relevant business year;

ハ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした通貨に係る法第二条第二十一項第一号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の最も高い事業年度にお



ける当該金額の万分の〇・〇三八四に相当する金額

(c) the amount equivalent to 0.0384 in 10,000 of the amount obtained by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (i) of the Act, which pertained to currency and for which Acceptances of Entrustment, etc. were made, by the amount prescribed by the Exchange as the transaction unit, in regard to the business year demonstrating the highest of such amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ニ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした預金契約に基づく債権の利率によって算出した金融指標に係る法第二条第二十一項第二号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の最も高い事業年度における当該金額の万分の〇・〇四八に相当する金額

(d) the amount equivalent to 0.0048 in 10,000 of the amount obtained by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (ii) of the Act, which pertained to the Financial Indicators calculated based on the interest rates of the claim under the deposit contract and for which Acceptances of Entrustment, etc. were made, by the amount prescribed by the Exchange as the transaction unit, in regard to the business year demonstrating the highest of such amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ホ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした手形の割引率によって算出した金融指標に係る法第二条第二十一項第二号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の最も高い事業年度における当該金額の万分の〇・〇〇九六に相当する金額

(e) the amount equivalent to 0.0096 of in 10,000 of the amount obtained by multiplying the transaction volumes of the transaction specified in Article 2, paragraph (21), item (ii) of the Act, which pertained to the Financial Indicators calculated based on the discounting rate of negotiable instrument and for which Acceptances of Entrustment, etc. were made, by the amount prescribed by the Exchange as the transaction unit, in regard to the business year demonstrating the highest of such amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year; and

ヘ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした商品に係る法第二条第二十一項第一号に掲げる取引の取引高を取

引所が取引単位として定める金額に乗じて算出した金額の最も高い事業年度における当該金額の万分の〇・〇四に相当する金額

(f) the amount equivalent to 0.04 in 10,000 of the amount obtained by multiplying the transaction volumes of the transactions specified in Article 2, paragraph (21), item (i) of the Act, which pertained to Commodities and for which Acceptances of Entrustment, etc. were made, by the amount prescribed by the Exchange as the transaction unit, in regard to the business year demonstrating the highest of such amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

ト 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした商品に係る金融指標に係る法第二条第二十一項第二号に掲げる取引の取引高を取引所が取引単位として定める金額に乗じて算出した金額の最も高い事業年度における当該金額の万分の〇・〇四に相当する金額

(g) the amount equivalent to 0.04 in 10,000 of the amount obtained by multiplying the transaction volumes of the transactions specified in Article 2, paragraph (21), item (ii) of the Act, which pertained to the financial indicators relating to the Commodities and for which Acceptances of Entrustment, etc. were made, by the amount prescribed by the Exchange as the transaction unit, in regard to the business year demonstrating the highest of such amount, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

チ 当該事業年度及び当該事業年度開始の日前二年以内に開始した各事業年度のうち受託等をした商品に係る法第二条第二十一項第三号に掲げる取引の対価の額の合計額の最も高い事業年度における当該合計額の万分の〇・四に相当する金額

(h) the amount equivalent to 0.4 in 10,000 of the total amount of the consideration for the transaction specified in Article 2, paragraph (21), item (iii) of the Act which pertained to the Commodities and for which Acceptances of Entrustment, etc. were made, in regard to the business year demonstrating the highest total amount of the consideration, from among the relevant business year and each business year commencing within two years prior to the day of the commencement of such relevant business year;

リ 既に積み立てられた金融商品取引責任準備金の金額（法第四十八条の三第二項の規定により使用された金額がある場合には、当該金額を控除した金額）

(i) the amount of the Financial Instruments Transaction Liability Reserve which already has been set aside (in cases when any portion of the amount has been used pursuant to the provisions of Article 48-3, paragraph (2) of the Act, the amount after the deduction of such amount).

2 法第四十八条の三第二項に規定する金融商品取引責任準備金を使用できる場合は、登録金融機関が、事業年度終了の日に既に積み立てられている金融商品取引責任準備

金のうち前項第二号イからチまでに掲げる金額の合計額を超える部分に係る金額を取りくずす場合その他所管金融庁長官等の承認を受けた場合とする。

- (2) Cases when the Financial Instruments Transaction Liability Reserve may be used as set forth in Article 48-3, paragraph (2) of the Act are cases when the Registered Financial Institution withdraws the amount pertaining to the portion in excess of the total of the amounts listed in item (ii), (a) through (h) of the preceding paragraph, out of the Financial Instruments Transaction Liability Reserve already set aside as of the last day of the business year, or any other cases approved by the Commissioner of Financial Services Agency or Other Competent Official.

#### 第四款 外国法人等に対する特例

##### Subsection 4 Special Rules for Foreign Corporations

(説明書類の縦覧期限の承認の手続等)

(Procedures for Obtaining Approval on the Period of Public Inspection of Explanatory Documents)

第百九十条 外国法人又は外国に住所を有する個人である金融商品取引業者（以下この条において「外国法人等である金融商品取引業者」という。）は、令第十六条の十七ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を所管金融庁長官等に提出しなければならない。

Article 190 (1) In cases when any Financial Instruments Business Operator which is a foreign corporation or an individual domiciled in a foreign state (hereinafter referred to as the "Financial Instruments Business Operator which is Foreign Corporation, etc." in this Article) intends to obtain an approval under the proviso to Article 16-17 of the Order, it must submit to the Commissioner of Financial Services Agency or Other Competent Official a written application for approval stating the following particulars:

一 商号、名称又は氏名

(i) the trade name or name;

二 登録年月日及び登録番号

(ii) the registration date and the registration number;

三 説明書類の縦覧に関し当該承認を受けようとする期間

(iii) the period for public inspection of Explanatory Documents for which the approval is sought;

四 説明書類に係る事業年度終了の日

(iv) the last day of the business year pertaining to the Explanatory Documents;  
and

五 説明書類の縦覧に関し当該承認を必要とする理由

(v) the reasons for which approval is sought in relation to public inspection of the Explanatory Documents.

- 2 前項の承認申請書には、次に掲げる書類を添付しなければならない。
- (2) The following documents must be attached to the written application for approval set forth in the preceding paragraph:
- 一 定款又はこれに代わる書面
  - (i) the articles of incorporation, or any other document in lieu thereof;
  - 二 当該承認申請書に記載された外国法人等である金融商品取引業者の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面
  - (ii) a document evidencing that the representative of the Financial Instruments Business Operator which is a Foreign Corporation, etc. as stated in the written application for approval is a person that has been duly authorized to submit such written application for approval; and
  - 三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文
  - (iii) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to laws and regulations or practices as set forth in the written application for approval, as well as copies of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.
- 3 所管金融庁長官等は、第一項の承認の申請があった場合において、外国法人等である金融商品取引業者が、その本国の法令又は慣行により、その事業年度経過後四月を経過した日から説明書類を備え置き、公衆の縦覧に供することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後四月以内（直前事業年度に係る説明書類の縦覧に関して当該承認を受けている場合にあっては、当該承認を受けた期間内）の日である場合にあっては、その直前事業年度）から当該申請に係る第一項第五号に規定する理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る説明書類について、承認をするものとする。
- (3) In cases when the application for approval set forth in paragraph (1) was filed, and if it is found that impossible for a Financial Instruments Business Operator which is a Foreign Corporation, etc. to keep the Explanatory Documents and make them available for public inspection from the day on which four months have elapsed from the end of the business year due to the laws and regulations or practices of its own state, the Commissioner of Financial Services Agency or Other Competent Official is to grant an approval with regard to the Explanatory Documents covering the business year containing the day of the filing of such application (in cases when such day falls within four months from the commencement of the business year (in cases when the approval has been granted with regard to inspection of Explanatory Documents covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year)

through the business year immediately preceding the business year containing the day when the reason specified in paragraph (1), item (v) for which the application was filed would be extinguished or changed.

- 4 前項の承認は、同項の外国法人等である金融商品取引業者が毎事業年度経過後四月以内に次に掲げる事項を記載した書類を所管金融庁長官等に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval set forth in the preceding paragraph is to be granted on the condition that the Financial Instruments Business Operator which is a Foreign Corporation, etc. set forth in that paragraph submits to the Commissioner of Financial Services Agency or Other Competent Official the documents stating the following particulars within four months after the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to that stated in any document already submitted within five years prior to the submission of those documents, the statement of such matters may be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) that the reasons for application for which approval was sought have not been extinguished or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert referring to the matters specified in the preceding item, as well as the copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(事業報告書の提出期限の承認の手続等)

(Procedures for Obtaining Approval on Time Limit for Submission of Business Report)

第百九十一条 外国法人若しくは外国に住所を有する個人である金融商品取引業者又は外国法人である登録金融機関（以下この条において「外国法人等である金融商品取引業者等」という。）は、令第十六条の十八ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を所管金融庁長官等に提出しなければならない。

Article 191 (1) In cases when any Financial Instruments Business Operator which is a foreign corporation or an individual domiciled in a foreign state, or a Registered Financial Institution which is a foreign corporation (hereinafter referred to as the "Financial Instruments Business Operator, etc. which is Foreign Corporation, etc." in this Article) intends to obtain an approval under the proviso to Article 16-18 of the Order, it must submit to the Commissioner of Financial Services Agency or Other Competent Official a written application

for approval stating the following particulars:

一 商号、名称又は氏名

(i) the trade name or name;

二 登録年月日及び登録番号

(ii) the registration date and the registration number;

三 事業報告書の提出に関し当該承認を受けようとする期間

(iii) the period for which the approval is sought in relation to the submission of the Business Report;

四 事業報告書に係る事業年度終了の日

(iv) the last day of the business year pertaining to the Business Report; and

五 事業報告書の提出に関し当該承認を必要とする理由

(v) the reasons for seeking the approval with regard to the submission of the Business Report.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された外国法人等である金融商品取引業者等の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) a document evidencing that the representative of the Financial Instruments Business Operator, etc. which is Foreign Corporation, etc. as stated in the written application for approval is a person that has been duly authorized to submit such written application for approval; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to laws and regulations or practices as set forth in the written application for approval, as well as copies of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

3 所管金融庁長官等は、第一項の承認の申請があつた場合において、外国法人等である金融商品取引業者等が、その本国の法令又は慣行により、その事業年度経過後三月以内に事業報告書を提出することができないと認められるときは、当該申請のあつた日の属する事業年度（その日が事業年度開始後三月以内（直前事業年度に係る事業報告書の提出に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前事業年度）から当該申請に係る第一項第五号に規定する理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る事業報告書について、承認をするものとする。

(3) In cases when the application for approval set forth in paragraph (1) was filed,

and if it is found that impossible for a Financial Instruments Business Operator, etc. which is Foreign Corporation, etc. to submit the Business Report within three months after the end of the business year due to the laws and regulations or practices of its own state, the Commissioner of Financial Services Agency or Other Competent Official is to grant an approval with regard to the Business Report covering the business year containing the day of the filing of such application (in cases when such day falls within three months from the commencement of the business year (in cases when the approval has been granted with regard to the submission of a Business Report covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) through the business year immediately preceding the business year containing the day when the reason specified in paragraph (1), item (v) for which the application was filed would be extinguished or changed.

4 前項の承認は、同項の外国法人等である金融商品取引業者等が毎事業年度経過後三月以内に次に掲げる事項を記載した書類を所管金融庁長官等に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval set forth in the preceding paragraph is to be granted on the condition that the Financial Instruments Business Operator, etc. which is a Foreign Corporation, etc. as set forth in that paragraph submits to the Commissioner of Financial Services Agency or Other Competent Official the documents stating the following particulars within three months after the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to that stated in any document already submitted within five years prior to the submission of those documents, the statement of such matters may be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) that the reasons for application for which approval was sought have not been extinguished or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert referring to the matters specified in the preceding item, as well as the copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(その他の書類等の提出期限の承認の手続等)

(Procedures for Obtaining Approval on Time Limit for Submission of Other Documents)

第百九十二条 金融商品取引業者（第一種金融商品取引業を行う外国法人に限る。以下この款において同じ。）は、令第十六条の十九ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を所管金融庁長官等に提出しなければならない。

Article 192 (1) In cases when a Financial Instruments Business Operator (limited to a foreign corporation engaged in Type-I Financial Instruments Business; hereinafter the same applies in this Subsection) intends to obtain an approval under the proviso to Article 16-19 of the Order, it must submit to the Commissioner of Financial Services Agency or Other Competent Official a written application for approval stating the following particulars:

一 商号

(i) the trade name;

二 登録年月日及び登録番号

(ii) the registration date and the registration number;

三 その他の書類等（法第四十九条の三第一項の書類及び書面又は第百九十五条に規定する報告書をいう。以下この条において同じ。）の提出に関し当該承認を受けようとする期間

(iii) the period for the submission of Other Documents, etc. (meaning the documents specified in Article 49-3, paragraph (1) of the Act or the report specified in Article 195 of this Cabinet Office Order; hereinafter the same applies in this Article) for which the approval is sought;

四 その他の書類等に係る事業年度終了の日

(iv) the last day of the business year pertaining to the Other Documents, etc.;

and

五 その他の書類等の提出に関し当該承認を必要とする理由

(v) the reasons for seeking the approval with regard to the submission of the Other Documents, etc.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to a written application for approval set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された金融商品取引業者の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) a document evidencing that the representative of the Financial Instruments Business Operator as stated in the written application for approval is a person that has been duly authorized to submit such written application for approval; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文



(iii) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to laws and regulations or practices as set forth in the written application for approval, as well as copies of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

3 所管金融庁長官等は、第一項の承認の申請があった場合において、当該金融商品取引業者が、その本国の法令又は慣行により、その事業年度経過後三月以内にその他の書類等を提出することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後三月以内（直前事業年度に係るその他の書類等の提出に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前事業年度）から当該申請に係る同項第五号に規定する理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係るその他の書類等について、承認をするものとする。

(3) In cases when the application for approval set forth in paragraph (1) has been filed, and if it is found that impossible for a Financial Instruments Business Operator to submit the Other Documents, etc. within three months after the end of the business year due to the laws and regulations or practices of its own state, the Commissioner of Financial Services Agency or Other Competent Official is to grant an approval with regard to the Other Documents, etc. covering the business year containing the day of the filing of such application (in cases when such day falls within three months after the commencement of the business year (in cases when the approval has been granted with regard to the submission of the Other Documents, etc. covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) through the business year immediately preceding the business year containing the day when the reason specified in paragraph (1), item (v) for which the application was filed would be extinguished or changed.

4 前項の承認は、同項の金融商品取引業者が毎事業年度経過後三月以内に次に掲げる事項を記載した書類を所管金融庁長官等に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval set forth in the preceding paragraph is to be granted on the condition that the Financial Instruments Business Operator set forth in that paragraph submits to the Commissioner of Financial Services Agency or Other Competent Official the documents stating the following particulars within three months after the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to that stated in any document already submitted within five years prior to the submission of those documents, the statement of such matters may

be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) that the reasons for application for which approval was sought have not been extinguished or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert referring to the matters specified in the preceding item, as well as the copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(自己資本規制比率に関する特例)

(Special Rules on Capital Adequacy Ratio)

第百九十三条 法第四十九条第二項の規定により法第四十六条の六第一項の規定を読み替えて適用する場合における第百七十六条第一項及び第百七十七条第一項の規定の適用については、第百七十六条第一項中「資本金、準備金」とあるのは「持込資本金、国内の営業所又は事務所において積み立てられた準備金」と、同項第一号中「資本金」とあるのは「持込資本金」と、同項第三号中「資本剰余金」とあるのは「国内の営業所又は事務所において積み立てられた準備金」と、同項第五号及び第七号イ並びに第百七十七条第一項中「貸借対照表」とあるのは「国内の営業所又は事務所における貸借対照表」と、同項中「固定資産その他の」とあるのは「国内の営業所又は事務所における固定資産その他の」とする。

Article 193 With regard to the application of the provisions of Article 176, paragraph (1) and Article 177, paragraph (1) of this Cabinet Office Order in cases when the provisions of Article 46-6, paragraph (1) of the Act are to be applied pursuant to the provisions of Article 49, paragraph (2) of the Act following the deemed replacement of terms, the term "The stated, capital, reserve" in Article 176, paragraph (1) is deemed to be replaced with "The brought-in capital, reserves set aside at the business office or any other office in Japan", the term "the stated capital" in item (i) of that paragraph is deemed to be replaced with "the brought-in capital", the term "capital surplus" in item (iii) of that paragraph is deemed to be replaced with "the reserve which has been set aside at the business office or any other office in Japan", the term "balance sheet" in item (v) and item (vii), (a) of that paragraph and Article 177, paragraph (1) is deemed to be replaced with "balance sheet of the business office or any other office in Japan", and the term "fixed asset and any other" in Article 177, paragraph (1) is deemed to be replaced with "fixed asset of business office or office in Japan or any other".

(その他の書類等の提出等)

(Submission of Other Documents)

第百九十四条 法第四十九条の三第一項に規定する財務計算に関する書類は、利益金の処分又は損失金の処理に関する事項を記載した書類とする。

Article 194 (1) The documents on financial calculation as referred to in Article 49-3, paragraph (1) of the Act are the document specifying the matters related to the disposition of profit or the treatment of loss.

2 法第四十九条の三第一項に規定する業務の概要を記載した書面は、法第四十九条第一項において読み替えて適用する法第四十六条の三第一項の事業報告書に準じて作成しなければならない。ただし、金融商品取引業者の本国の法令又は慣行に基づき、業務の概要に関して株主その他の者の縦覧に供するために作成した書面がある場合には、これに代えることができる。

(2) The document summarizing the business as referred to in Article 49-3, paragraph (1) of the Act must be prepared in the same manner as the Business Report set forth in Article 46-3, paragraph (1) of the Act as applied pursuant to Article 49, paragraph (1) of the Act following the deemed replacement of terms; provided, however, that in cases when there is any document giving a summary of the business prepared for the purpose of inspection by the shareholders or any other persons pursuant to the laws, regulations or practices of the Financial Instruments Business Operator's own state, such document may be substituted for the aforementioned document.

第百九十五条 法第四十九条の三第二項の規定により金融商品取引業者は、事業年度ごとに、別紙様式第十三号に準じて作成した関係会社に関する報告書を、毎事業年度経過後令第十六条の十九に規定する期間内に、所管金融庁長官等に提出しなければならない。

Article 195 A Financial Instruments Business Operator must, pursuant to the provisions of Article 49-3, paragraph (2) of the Act, submit to the Commissioner of Financial Services Agency or Other Competent Official a report on the Associated Company prepared for each business year in the same manner as Appended Form No. 13, within the period specified by Article 16-19 of the Order from the end of each business year.

(損失準備金)

(Reserve for Losses)

第百九十六条 法第四十九条の四第一項の規定により金融商品取引業者は、事業年度ごとに、同項の損失準備金を積み立てなければならない。

Article 196 (1) A Financial Instruments Business Operator must, pursuant to the provisions of Article 49-4, paragraph (1) of the Act, set aside the reserve for the loss set forth in that paragraph, for each business year.

2 法第四十九条の四第一項に規定する内閣府令で定める率は、十分の一とする。

(2) The ratio to be specified by Cabinet Office Order as referred to in Article 49-4, paragraph (1) of the Act is ten percent.

(資産の国内保有)

**(Retention of Assets Within Japan)**

第百九十七条 法第四十九条の五の規定により金融商品取引業者が国内において保有すべき資産は、次に掲げる資産でなければならない。

**Article 197 The assets to be retained by the Financial Instruments Business Operator in Japan pursuant to the provisions of Article 49-5 of the Act must be those which fall under any of the following categories:**

一 現金及び国内の金融機関に対する預貯金

(i) the cash, and deposits or savings set up at any domestic financial institution;

二 次に掲げる有価証券（ハからホまでに掲げるものにあつては、国内における有価証券の募集若しくは売出し又は特定投資家向け取得勧誘若しくは特定投資家向け売付け勧誘等に係るものに限る。）

(ii) the following Securities (with regard to the Securities specified in (c) through (e) below, limited to those pertaining to a Public Offering or Secondary Distribution of Securities conducted in Japan, or a Solicitation for Acquisition Only for Professional Investors or Solicitation for Selling, etc. Only for Professional Investors made in Japan):

イ 法第二条第一項第一号から第三号までに掲げる有価証券

(a) the Securities listed in Article 2, paragraph (1), items (i) through (iii) of the Act;

ロ 法第二条第一項第九号に掲げる有価証券（国内の金融商品取引所に上場され、又は法第六十七条の十一第一項に規定する店頭売買有価証券登録原簿に登録されているものに限る。）

(b) the Securities specified in Article 2, paragraph (1), item (ix) of the Act (limited to those listed on the Financial Instruments Exchange in Japan, or those registered in the Registry of Over-the-Counter Traded Securities prescribed in Article 67-11, paragraph (1) of the Act);

ハ 法第二条第一項第五号又は第十五号に掲げる有価証券（ロに掲げる有価証券を発行する株式会社が発行するものに限る。）

(c) the Securities specified in Article 2, paragraph (1), item (v) or (xv) of the Act (limited to those issued by a stock company which issues the Securities specified in (b));

ニ 法第二条第一項第六号、第七号又は第十号から第十二号までに掲げる有価証券

(d) the Securities listed in Article 2, paragraph (1), items (vi), (vii), or (x) through (xii) of the Act;

ホ 法第二条第一項第十七号に掲げる有価証券のうち、同項第一号又は第二号に掲げる有価証券の性質を有するもの

(e) the Securities specified in Article 2, paragraph (1), item (xvii) of the Act which has the natures of Securities specified in item (i) or (ii) of that

paragraph;

三 国内にある者に対する貸付金、立替金その他の債権で国内において確実な担保を受け入れているもの

(iii) a loan claim, reimbursement claim or any other claim held against a person in Japan, for which the Financial Instruments Business Operator has been provided with reliable security in Japan;

四 有形固定資産

(iv) tangible fixed assets;

五 金融商品取引所又は金融商品取引業協会に対する預け金

(v) money deposited with a Financial Instruments Exchange or a Financial Instruments Firms Association;

六 国内にある者に対する差入保証金

(vi) a security deposit deposited with a person in Japan; and

七 その他金融庁長官が適当と認める資産

(vii) any other assets as may be deemed appropriate by the Commissioner of the Financial Services Agency.

#### 第四節 監督

#### Section 4 Supervision

(議決権の過半数の取得等に関し届出を要する法人)

(Corporation Required to File Notification of Acquisition of the Majority of Voting Rights)

第百九十八条 法第五十条第一項第四号に規定する内閣府令で定める法人は、次に掲げるものとする。

Article 198 (1) The corporations to be specified by Cabinet Office Order as referred to in Article 50, paragraph (1), item (iv) of the Act are as follows:

一 外国の持株会社（銀行、協同組織金融機関若しくは令第一条の九各号に掲げる金融機関若しくは金融商品取引業者（有価証券関連業を行う者に限る。）又は外国においてこれらの者が行う業務と同種類の業務を行う法人の過半数の議決権を保有する法人をいう。次項において同じ。）

(i) a foreign Holding Company (meaning a corporation holding the majority of the voting rights in a bank, Cooperative Structured Financial Institution, financial institution listed in the items of Article 1-9 of the Order or Financial Instruments Business Operator (limited to an operator engaged in a Securities-Related Business), or the majority of voting rights in a corporation engaged in the same type of businesses as those of the aforementioned persons in a foreign state; the same applies in the following paragraph); and

二 専ら当該金融商品取引業者の業務の遂行のための業務を行っている法人

(ii) a corporation solely engaged in business related to business execution of

the Financial Instruments Business Operator's affairs.

2 前項第一号において、外国の持株会社の過半数の議決権を保有する法人も外国の持株会社とみなす。

(2) For the purpose of item (i) of the preceding paragraph, a corporation holding the majority of the voting rights in a foreign Holding Company is also deemed to be a foreign Holding Company.

(金融商品取引業者が休止等の届出を行う場合)

(Case Where a Financial Instruments Business Operator Is Required to File Notification on Suspension of Business)

第百九十九条 金融商品取引業者にあつては、法第五十条第一項第八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 199 With regard to a Financial Instruments Business Operator, the cases to be specified by Cabinet Office Order as referred to in Article 50, paragraph (1), item (viii) of the Act are as follows:

一 法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）若しくはハ、第三号（重要な使用人に係る部分を除く。）又は第四号（二に係る部分を除く。）に該当することとなった場合

(i) if the Financial Instruments Business Operator has come to fall under any of Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act), (c) of that item, item (iii) of that paragraph (excluding the part pertaining to Major Employees) or item (iv) of that paragraph (excluding the part pertaining to (d));

二 役員又は重要な使用人が法第二十九条の四第一項第二号イからリまでのいずれかに該当することとなった事実を知った場合

(ii) if the Financial Instruments Business Operator becomes aware that any of its Officers or Major Employees has come to fall under Article 29-4, paragraph (1), item (ii), (a) through (i) of the Act;

三 他の法人その他の団体が、親法人等又は子法人等に該当し、又は該当しないこととなった場合

(iii) if another corporation or organization has come to fall under the category of the Parent Corporation, etc. or the Subsidiary Corporation, etc.; or where such other corporation or organization no longer falls under such category;

四 他の法人その他の団体が、持株会社に該当し、又は該当しないこととなった場合

(iv) if another corporation or organization has come to fall under the category of Holding Company; or where such other corporation or organization no longer falls under such category;

五 破産手続開始、再生手続開始又は更生手続開始の申立てが行われた事実を知った場合（外国法人にあつては、本店の所在する国において当該国の法令に基づき同種類の申立てが行われた事実を知った場合を含む。）

(v) if the Financial Instruments Business Operator has become aware that a petition for commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, or commencement of reorganization proceedings has been filed (in the case of a foreign corporation, including cases when it has become aware that the same type of petition has been filed in the state where its head office is located, pursuant to the laws and regulations of that state);

六 定款を変更した場合

(vi) if the Financial Instruments Business Operator has effected any change to its articles of incorporation;

七 役職員（役職員が法人であるときは、その職務を行うべき社員を含む。以下同じ。）に法令等に反する行為（金融商品取引業又はこれに付随する業務以外の業務に係るものにあつては、当該金融商品取引業者の業務の運営又は財産の状況に重大な影響を及ぼすおそれのあるものに限る。以下この号、次号並びに第十一号ホ及びへにおいて「事故等」という。）があつたことを知つた場合（事故等が第百十八条第一号イからニまで若しくは第二号イ若しくはロに掲げる行為又は同号ハに掲げる行為（法令に違反する行為を除く。）であつて、過失による場合を除く。次号において同じ。）

(vii) if the Financial Instruments Business Operator has become aware that any of its officers or employees (in cases when the officer or employee is a corporation, including executive members thereof; the same applies hereinafter) has committed any act in breach of the Laws and Regulations, etc. (with regard to any act pertaining to a business other than the Financial Instruments Business or a business incidental thereto, limited to an act which may have a material impact on the Financial Instruments Business Operator's business operation or the status of its property; hereinafter referred to as the "Problematic Conduct, etc." in this item, the following item, and item (xi), (e) and (f) (the above does not include cases when the Problematic Conduct, etc. falls under the act specified in Article 118, item (i), (a) through (d) or Article 118, item (ii), (a) or (b), or the act specified in (c) of that item (excluding the act in breach of laws and regulations), and where such act was caused through negligence; the same applies in the following item);

八 前号の事故等の詳細が判明した場合

(viii) if the details of the Problematic Conduct, etc. set forth in the preceding item were revealed;

九 訴訟若しくは調停（金融商品取引業又はこれに付随する業務以外の業務に係るものにあつては、当該金融商品取引業者の業務の運営又は財産の状況に重大な影響を及ぼすおそれがあるものに限る。）の当事者となつた場合又は当該訴訟若しくは調停が終結した場合

(ix) if the Financial Instruments Business Operator has become a party to any

action or conciliation (with regard to any action or conciliation relevant to a business other than the Financial Instruments Business or a business incidental thereto, limited to that which may have a material impact on the Financial Instruments Business Operator's business operations or the status of its property), or where such action or conciliation has been concluded;

十 外国法人又は外国に住所を有する個人にあつては、法に相当する外国の法令に基づく行政官庁の不利益処分を受けた場合（法第二十九条の四第一項第一号イに該当する場合を除く。）

(x) if the Financial Instruments Business Operator is a foreign corporation or an individual domiciled in a foreign state, and where such Financial Instruments Business Operator has been subject to any adverse disposition rendered by an administrative agency under the laws and regulations of the foreign state equivalent to the Act (excluding cases when such Financial Instruments Business Operator falls under Article 29-4, paragraph (1), item (i), (a) of the Act);

十一 第一種金融商品取引業又は投資運用業を行う者にあつては、次に掲げる場合

(xi) in cases when the Financial Instruments Business Operator is engaged in a Type-I Financial Instruments Business or an Investment Management Business, the following cases:

イ 法第二十九条の四第一項第五号イ又はロに該当することとなった場合

(a) if the Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (v), (a) or (b) of the Act;

ロ 純財産額が資本金の額に満たなくなつた場合（イに該当する場合を除く。）

(b) if the Net Assets of the Financial Instruments Business Operator has become less than the amount of the stated capital (excluding the case falling under (a));

ハ 主要株主が法第二十九条の四第一項第五号ニ（１）若しくは（２）又はホ（１）から（３）までのいずれかに該当することとなつた事実を知つた場合（外国法人にあつては、主要株主に準ずる者が同号への確認が行われていない者に該当することとなつた事実を知つた場合）

(c) if the Financial Instruments Business Operator has become aware that any of its Major Shareholders has come to fall under any of Article 29-4, paragraph (1), item (v), (d), 1. or 2. or (e), 1. through 3. of the Act (in the case of a foreign corporation, if the Financial Instruments Business Operator has become aware that any person equivalent to the Major Shareholder has come to fall under the person that the confirmation set forth in (f) of that item is not implemented for);

ニ 自己を所属金融商品取引業者等とする金融商品仲介業者が訴訟若しくは調停（金融商品仲介業に係るものに限る。）の当事者となつたことを知つた場合又は当該訴訟若しくは調停が終結したことを知つた場合

(d) if the Financial Instruments Business Operator has become aware that a



Financial Instruments Intermediary Service Provider whose Entrusting Financial Instruments Business Operator, etc. is itself has become a party to any action or conciliation (limited to that pertaining to a Financial Instruments Intermediary Service), or if the Financial Instruments Business Operator has become aware that such action or conciliation has been concluded;

ホ 自己を所属金融商品取引業者等とする金融商品仲介業者又はその役職員に事故等があったことを知った場合（事故等が第百十八条第一号イからニまで若しくは第二号イ若しくはロに掲げる行為又は同号ハに掲げる行為（法令に違反する行為を除く。）であって、過失による場合を除く。へにおいて同じ。）

(e) if the Financial Instruments Business Operator has become aware that the Financial Instruments Intermediary Service Provider whose Entrusting Financial Instruments Business Operator, etc. is itself, or any officer or employee of such Financial Instruments Intermediary Service Provider has committed any Problematic Conduct, etc. (excluding cases when the Problematic Conduct, etc. falls under the act specified in Article 118, item (i), (a) through (d) or Article 118, item (ii), (a) or (b), or in (c) of that item (excluding the act in breach of laws and regulations), and where such act was caused through negligence; the same applies in (f));

へ ホの事故等の詳細が判明した場合

(f) if the details of the Problematic Conduct, etc. set forth in (e) were revealed;

ト 金融商品仲介業者に法第二条第十一項各号に掲げる行為に係る業務の委託を行った場合又は当該委託を行わなくなった場合

(g) if the Financial Instruments Business Operator has entrusted a Financial Instruments Intermediary Service Provider to conduct business related to the acts listed in the items of Article 2, paragraph (11) of the Act, or where it has ceased such entrustment; and

チ 外国において駐在員事務所を設置又は廃止した場合

(h) if the Financial Instruments Business Operator has established or abolished its representative office in a foreign state;

十二 第一種金融商品取引業を行う者（第一種少額電子募集取扱業者を除く。）にあつては、次に掲げる場合

(xii) in cases when the Financial Instruments Business Operator is engaged in a Type-I Financial Instruments Business (excluding a Type-I Small-Amount Electronic Public Offering Service Provider), the following cases:

イ 劣後特約付借入金を借り入れた場合又は劣後特約付社債を発行した場合

(a) if the Financial Instruments Business Operator has made a Subordinated Borrowing or has issued Subordinated Corporate Bonds; and

ロ 劣後特約付借入金について期限前弁済をした場合又は劣後特約付社債について期限前償還をした場合（期限のないものについて弁済又は償還をした場合を含

む。)

(b) if the Financial Instruments Business Operator has made an accelerated payment of the Subordinated Borrowing, or where it has made an accelerated redemption of Subordinated Corporate Bonds (including in the case of payment or redemption with regard to a loan or bonds without a fixed due date);

十三 特別金融商品取引業者にあつては、次に掲げる場合（イ又はロに掲げる場合にあつては、第七号又は第八号に該当する場合を除く。）

(xiii) in cases of a Special Financial Instruments Business Operator, the following cases (in cases listed in (a) or (b), excluding cases corresponding to item (vii) or (viii)):

イ 特別金融商品取引業者又はその子法人等（法第五十七条の二第九項に規定する子法人等をいう。以下この号、第二百一条第二十四号、第二百二条第十八号及び次節において同じ。）の役職員に法令等（外国の法令等を含む。）に反する行為（金融商品取引業又はこれに付随する業務以外の業務に係るものにあつては、当該特別金融商品取引業者の業務の運営又は当該特別金融商品取引業者及びその子法人等の財産の状況に重大な影響を及ぼすおそれのあるものに限る。以下この号において「事故等」という。）があつたことを知つた場合（事故等が第百十八条第一号イからニまで若しくは第二号イ若しくはロに掲げる行為又は同号ハに掲げる行為（法令に違反する行為を除く。）であつて過失による場合及び事故等について子法人等が法令の規定により金融庁長官等に対し届出その他の手続をしなければならぬとされている場合を除く。ロにおいて同じ。）

(a) in cases when a Special Financial Instruments Business Operator has become aware that any Officer or Employee of the Special Financial Instruments Business Operator or its Subsidiary Corporation, etc. (meaning the Subsidiary Corporation, etc. prescribed in Article 57-2, paragraph (9) of the Act; hereinafter the same applies in this item, Article 201, item (xxiv), Article 202, item (xviii), and the following Section) has violated (in cases of those pertaining to business other than Financial Instruments Business or incidental operations thereto, limited to management of operations of the Special Financial Instruments Business Operator or those that have a critical impact on the status of properties of the Special Financial Instruments Business Operator and its Subsidiary Corporation, etc.; hereinafter referred to as "Problematic Conduct, etc." in this item) laws and regulations, etc. (including foreign laws and regulations, etc.) (excluding cases when Problematic Conduct, etc. is the act listed in Article 118, item (i), (a) through (d) or item (ii), (a) or (b), or the act listed in (c) of that item (excluding and act in breach of laws and regulations) that are caused due to negligence and cases when it is stipulated that the Subsidiary Corporation, etc. must submit a notice with regard to the Problematic Conduct, etc. to the Commissioner Financial

Services Agency, etc. or take other procedures pursuant to the provisions of the laws and regulations; the same applies in (b));

ロ イの事故等の詳細が判明した場合

(b) in cases when the details of the Problematic Conduct, etc. set forth in (a) are found out;

ハ 子法人等が劣後特約付借入金を借り入れたことを知った場合又は劣後特約付社債を発行したことを知った場合（劣後特約付借入金又は劣後特約付社債について子法人等が法令の規定により金融庁長官等に対し届出その他の手続をしなければならないとされている場合を除く。ニにおいて同じ。）

(c) in cases when a Special Financial Instruments Business Operator has become aware that the Subsidiary Corporation, etc. has borrowed Subordinated Borrowing or has issued Subordinated Corporate Bonds (excluding cases when the Subsidiary Corporation, etc. must submit a notice to the Commissioner Financial Services Agency, etc. or take other procedures pursuant to the provisions of the laws and regulations, with regard to the Subordinated Borrowing or Subordinated Corporate Bonds; the same applies in (d)); and

ニ 子法人等が劣後特約付借入金について期限前弁済をしたことを知った場合又は劣後特約付社債について期限前償還をしたことを知った場合（期限のないものについて弁済又は償還をしたことを知った場合を含む。）

(d) in cases when a Special Financial Instruments Business Operator has become aware that the Subsidiary Corporation, etc. has made an accelerated payment of the Subordinated Borrowing or that it has made an accelerated redemption of Subordinated Corporate Bonds (including cases when a Special Financial Instruments Business Operator has become aware that payment or redemption with regard to a loan or bonds without a fixed due date has been made);

十四 金融商品取引業として高速取引行為に係る業務を開始した場合

(xiv) cases when the business pertaining to High-Speed Trading commenced as part of the Financial Instruments Business; and

十五 第二種金融商品取引業として高速取引行為を行う者（第一種金融商品取引業又は投資運用業を行う者を除く。）にあつては、法第六十六条の五十三第六号ロ又は第七号に該当することとなった場合

(xv) with regard to a person conducting the High-Speed Trading as part of the Type-II Financial Instruments Business (excluding a person conducting Type-I Financial Instruments Business or Investment Management Business), cases when such person falls under Article 66-53, item (vi), (b) or item (vii).

（登録金融機関が休止等の届出を行う場合）

(Case in Which a Registered Financial Institution Is Required to File a

Notification on Suspension of Business)

第二百条 登録金融機関にあっては、法第五十条第一項第八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 200 With regard to a Registered Financial Institution, the cases to be specified by Cabinet Office Order as referred to in Article 50, paragraph (1), item (viii) of the Act are as follows:

一 法第三十三条の五第一項第一号（法に相当する外国の法令の規定に係る部分に限る。）又は第二号に該当することとなった場合

(i) if the Registered Financial Institution has come to fall under any of Article 33-5, paragraph (1), item (i) of the Act (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act), or item (ii) of that paragraph;

二 破産手続開始、再生手続開始又は更生手続開始の申立てが行われた事実を知った場合（外国法人にあっては、本店の所在する国において当該国の法令に基づき同種類の申立てが行われた事実を知った場合を含む。）

(ii) if the Registered Financial Institution has become aware that a petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, or commencement of reorganization proceedings has been filed (in the case of a foreign corporation, including cases when it has become aware that the same type of petition has been filed in the state where its head office is located, pursuant to the laws and regulations of that state);

三 定款を変更した場合

(iii) if the Registered Financial Institution has effected any change to its articles of incorporation;

四 他の法人その他の団体が、親法人等若しくは子法人等に該当し、又は該当しないこととなった場合

(iv) if another corporation or organization has come to fall under the category of the Parent Corporation, etc. or the Subsidiary Corporation, etc.; or where such other corporation or organization no longer falls under such category;

五 他の法人その他の団体が、持株会社に該当し、又は該当しないこととなった場合

(v) if another corporation or organization has come to fall under the category of Holding Company; or where such other corporation or organization no longer falls under such category;

六 役職員又は自己を所属金融商品取引業者等とする金融商品仲介業者若しくはその役職員に登録金融機関業務に関し法令等に反する行為（以下この条において「事故等」という。）があったことを知った場合（事故等が第百十八条第一号イからニまで若しくは第二号イ若しくはロに掲げる行為又は同号ハに掲げる行為（法令に違反する行為を除く。）であって、過失による場合を除く。次号において同じ。）

(vi) if the Registered Financial Institution has become aware that any of its officers or employees, the Financial Instruments Intermediary Service

Provider whose Entrusting Financial Instruments Business Operator is such Registered Financial Institution itself, or any officer or employee of such Financial Instruments Intermediary Service Provider has committed any act in breach of the Laws and Regulations in the course of Registered Financial Institution Business (hereinafter referred to as the "Problematic Conduct, etc." in this Article) (the above does not include cases when the Problematic Conduct, etc. falls under the act specified in Article 118, item (i), (a) through (d) or Article 118, item (ii), (a) or (b), or in (c) of that item (excluding the act in breach of laws and regulations), and where such act was caused through negligence; the same applies in the following item);

七 前号の事故等の詳細が判明した場合

(vii) if the details of the Problematic Conduct, etc. set forth in the preceding item were revealed;

八 登録金融機関業務に関し訴訟若しくは調停の当事者となった場合又は当該訴訟若しくは調停が終結した場合

(viii) if the Registered Financial Institution has become a party to any action or conciliation in connection with its Registered Financial Institution Business, or where such action or conciliation has been concluded;

九 自己を所属金融商品取引業者等とする金融商品仲介業者が訴訟若しくは調停（金融商品仲介業に係るものに限る。）の当事者となったことを知った場合又は当該訴訟若しくは調停が終結したことを知った場合

(ix) if the Registered Financial Institution has become aware that a Financial Instruments Intermediary Service Provider whose Entrusting Financial Instruments Business Operator itself has become a party to any action or conciliation (limited to an action or conciliation relevant to a Financial Instruments Intermediary Service), or where it has become aware that such action or conciliation has been concluded;

十 金融商品仲介業者に法第二条第十一項各号に掲げる行為に係る業務の委託を行った場合又は当該委託を行わなくなった場合

(x) if the Registered Financial Institution has entrusted any Financial Instruments Intermediary Service Provider to conduct business related to the acts listed in the items of Article 2, paragraph (11) of the Act, or where it has ceased such entrustment;

十一 登録金融機関業務として高速取引行為に係る業務を開始した場合

(xi) cases when the business pertaining to High-Speed Trading commenced as part of the Registered Financial Institution Business.

(届出書に記載すべき事項)

(Matters to Be Stated in Written Notifications)

第二百一条 法第五十条第一項の規定により届出を行う金融商品取引業者等は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を所管金融庁

長官等に提出しなければならない。

Article 201 A Financial Instruments Business Operator, etc. which intends to file a notification under Article 50, paragraph (1) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification stating the matters prescribed in the following items, in accordance with the categories of the cases respectively set forth therein:

一 法第五十条第一項第一号に該当する場合 次に掲げる事項

(i) the case falling under Article 50, paragraph (1), item (i) of the Act: the following matters:

イ 業務を休止し、又は再開した営業所又は事務所の名称

(a) the name of the business office or any other office which has suspended or resumed business; and

ロ 休止の期間又は再開の年月日及び休止又は再開の理由

(b) the suspension terms or date of resumption, and the reasons for the suspension or resumption;

二 法第五十条第一項第二号に該当する場合 次に掲げる事項

(ii) the case falling under Article 50, paragraph (1), item (ii) of the Act: the following matters:

イ 廃止した業務の種類

(a) the type of discontinued business; and

ロ 廃止の年月日及び理由

(b) the date of and reasons for the discontinuation;

三 法第五十条第一項第三号に該当する場合 次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに掲げる事項

(iii) the case falling under Article 50, paragraph (1), item (iii) of the Act: the matters listed in (a) through (c), in accordance with the categories of the cases respectively set forth therein:

イ 他の法人と合併した場合にあっては、次に掲げる事項

(a) in the case of a merger with another corporation, the following matters:

(1) 合併の相手方の商号又は名称

1. the trade name or name of the other party to the merger;

(2) 合併の年月日及び理由

2. the date of and reasons for the merger;

(3) 合併の方法

3. the means of implementing the merger;

ロ 分割により他の法人の事業の全部又は一部を承継した場合にあっては、次に掲げる事項

(b) in the case of the succession of all or part of the business of any other corporation through a split, the following matters:

(1) 分割の相手方の商号又は名称

1. the trade name or name of the other party to the split;

- (2) 分割の年月日及び理由
- 2. the date of and reasons for the split; and
- (3) 承継した事業の内容
- 3. the contents of the business succeeded to;
- ハ 他の法人から事業の全部又は一部を譲り受けた場合にあつては、次に掲げる事項
- (c) in cases of acquiring all or part of the business from any other corporation, the following matters:
  - (1) 譲受けの相手方の商号又は名称
  - 1. the trade name or name of the transferor;
  - (2) 譲り受けた年月日及び理由
  - 2. the date of and reasons for the acquisition; and
  - (3) 譲り受けた事業の内容
  - 3. the contents of the acquired business;
- 四 法第五十条第一項第四号に該当する場合 次に掲げる事項
- (iv) the case falling under Article 50, paragraph (1), item (iv) of the Act: the following matters:
  - イ 総株主等の議決権の過半数を取得し、又は保有した相手方の商号又は名称
  - (a) the trade name or name of the party, the majority of whose Voting Rights Held by All Shareholders, etc. has been acquired or held by the Financial Instruments Business Operator; and
  - ロ 総株主等の議決権の過半数を取得し、又は保有した年月日及び理由
  - (b) the date of and reasons for the acquisition or holding of the majority of Voting Rights Held by All Shareholders, etc.;
- 五 法第五十条第一項第五号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに掲げる事項
- (v) the case falling under Article 50, paragraph (1), item (v) of the Act: the matters specified in (a) and (b), in accordance with the categories of the cases respectively set forth therein:
  - イ その総株主等の議決権の過半数を保有している銀行等（法第五十条第一項第四号に規定する銀行等をいう。ロ及び次条第四号において同じ。）についてその議決権の過半数を保有しないこととなった場合にあつては、次に掲げる事項
  - (a) in cases when, in connection with the Bank, etc. (meaning the Bank, etc. prescribed in Article 50, paragraph (1), item (iv) of the Act; the same applies in (b) below and Article 202, item (iv)), which holds a majority of the Voting Rights Held by All Shareholders, etc., such Financial Instruments Business Operator has ceased to hold such majority of voting rights, the following matters:
    - (1) 総株主等の議決権の過半数を保有しなくなった相手方の商号又は名称
    - 1. the trade name or name of the party, the majority of whose Voting Rights Held by All Shareholders, etc. is no longer held by the Financial

**Instruments Business Operator;**

(2) 総株主等の議決権の過半数を保有しなくなった年月日及び理由

**2. the date of and reason for ceasing to hold a majority of the Voting Rights Held by All Shareholders, etc.;**

ロ その総株主等の議決権の過半数を保有している銀行等について当該銀行等が合併し、解散し、又は業務の全部を廃止した場合にあっては、次に掲げる事項

**(b) in cases when the Bank, etc., which holds a majority of the Voting Rights Held by All Shareholders, etc., has effected a merger, dissolved, or discontinued all of its business, the following matters:**

(1) 合併、解散又は廃止の決議の内容

**1. the details of the resolution of the merger, dissolution or discontinuation;**

(2) 合併、解散又は廃止の年月日及び理由

**2. the date of and reasons for the merger, dissolution or discontinuation; and**

(3) 合併の場合はその相手方及びその方法

**3. in the case of a merger, the other party thereto and means thereof;**

六 法第五十条第一項第六号に該当する場合 次に掲げる事項

**(vi) the case falling under Article 50, paragraph (1), item (vi) of the Act: the following matters:**

イ 他の一の法人その他の団体の商号又は名称

**(a) the trade name or name of the other corporation or other organization;**

ロ 保有される議決権の数及び総株主等の議決権に占める当該議決権の数の割合

**(b) the number of voting rights to be held by other corporation or organization, and the proportion of such voting rights to the Voting Rights Held by All Shareholders, etc.; and**

ハ 保有されることとなった年月日

**(c) the day when the other corporation or other organization comes to hold such voting rights;**

七 法第五十条第一項第七号に該当する場合 破産手続開始、再生手続開始又は更生手続開始の申立てを行った年月日及び理由

**(vii) the case falling under Article 50, paragraph (1), item (vii) of the Act: the date of and reasons for filing the petition of the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings;**

八 第百九十九条第一号又は前条第一号に該当する場合 次のイからへまでに掲げる場合の区分に応じ、当該イからへまでに掲げる事項

**(viii) the case falling under Article 199, item (i) or Article 200, item (i): the matters listed in (a) through (f), in accordance with the category of cases set forth respectively therein:**

イ 金融商品取引業者が法第二十九条の四第一項第一号イ（法に相当する外国の法



令の規定に係る部分に限る。)に該当することとなった場合又は登録金融機関が法第三十三条の五第一項第一号(法に相当する外国の法令の規定に係る部分に限る。)に該当することとなった場合にあっては、次に掲げる事項

(a) in cases when the Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act), or if the Registered Financial Institution has come to fall under Article 33-5, paragraph (1), item (i) of the Act (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act), the following matters:

(1) 法に相当する外国の法令の規定により当該金融商品取引業者等が当該外国において受けている同種類の登録若しくは許可(当該登録又は許可に類する認可その他の行政処分を含む。第二百二十一条第二号及び第二百三十二条の五第二号を除き、以下「登録等」という。)又は法に相当する外国の法令の規定により当該金融商品取引業者等が当該外国において行った法第六十三条第二項若しくは第六十三条の三第一項の規定による届出と同種類の届出の内容

1. the details of the registration or permission (including an authorization or any other administrative dispositions similar to such registration or permission; hereinafter referred to as the "Registration, etc." except in Article 221, item (ii) and Article 232-5, item (ii) of the same kind granted to the Financial Instruments Business Operator, etc. in a foreign state under the laws and regulations of such state equivalent to the Act or a notification of the same type as the notification under Article 63, paragraph (2) or Article 63-3, paragraph (1) of the Act made by the Financial Instruments Business Operator, etc. in the foreign state pursuant to the laws and regulations of the foreign state equivalent to the Act;

(2) 当該登録等又は届出の年月日

2. the date of the Registration or notification, etc.;

(3) 当該登録等を取り消され、又は当該届出に係る業務の廃止を命ぜられた年月日及び理由

3. the date of rescission of the Registration, etc. or order of discontinuation of business pertaining to the notification and the reasons therefor; and

(4) 当該登録等を取り消され、又は当該届出に係る業務の廃止を命ぜられた業務の内容

4. the details of the business for which the Registration, etc. or order of discontinuation of business pertaining to the notification was rescinded;

ロ 金融商品取引業者が法第二十九条の四第一項第一号ハに該当することとなった場合又は登録金融機関が法第三十三条の五第一項第二号に該当することとなった

場合にあつては、次に掲げる事項

(b) in cases when the Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (i), (c) of the Act, or if the Registered Financial Institution has come to fall under Article 33-5, paragraph (1), item (ii) of the Act, the following matters:

(1) 違反した法令の規定

1. the provisions of the laws and regulations which were violated; and

(2) 刑の確定した年月日及び罰金の額

2. the date when the punishment became final and binding, and the amount of the fine imposed;

ハ 金融商品取引業者が法第二十九条の四第一項第三号（重要な使用人に係る部分を除く。）に該当することとなった場合にあつては、次に掲げる事項

(c) in cases when the Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (iii) of the Act (excluding the part pertaining to Major Employees), the following matters:

(1) 該当することとなった者の氏名

1. the name of the person that has come to fall under that provision;

(2) 当該者が法第二十九条の四第一項第二号イに該当することとなった場合にあつては、後見開始の審判又は保佐開始の審判を受けた年月日

2. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, the day when such person became subject to the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

(3) 当該者が法第二十九条の四第一項第二号ロに該当することとなった場合にあつては、破産手続開始の決定を受けた年月日

3. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when such person became subject to the order for the commencement of bankruptcy proceedings;

(4) 当該者が法第二十九条の四第一項第二号ハ又はリに該当することとなった場合にあつては、刑の確定した年月日及び刑の種類

4. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the punishment became final and binding, and the type of punishment;

(5) 当該者が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合にあつては、取り消され、又は命ぜられた年月日及び理由

5. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons therefor; and

(6) 当該者が法第二十九条の四第一項第二号ヘ又はトに該当することとなった場合にあつては、行政手続法（平成五年法律第八十八号）第十五条の規定による通知があつた年月日及びその理由並びに法第五十条の二第一項、第六

十条の七（法第六十条の十四第二項において準用する場合を含む。以下この条において同じ。） 、第六十三条の二第二項、第三項（法第六十三条の三第二項において準用する場合を含む。以下この条において同じ。）若しくは第四項、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由

6. in cases when the person falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act (Act No. 88 of 1993), and the date of and reason for the notification under Article 50-2, paragraph (1) of the Act, Article 60-7 of the Act (including cases when it is applied mutandis pursuant to Article 60-14, paragraph (2) of the Act; hereinafter the same applies in this Article), Article 63-2, paragraph (2) of the Act, Article 63-2, paragraph (3) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act; hereinafter the same applies in this Article), Article 63-2, paragraph (4) of the Act, Article 66-19, paragraph (1) of the Act, Article 66-40, paragraph (1) of the Act or Article 66-61, paragraph (1) of the Act;

(7) 当該者が法第二十九条の四第一項第二号チに該当することとなった場合にあっては、解任又は解職を命ぜられた年月日及び理由

7. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act, the date when a dismissal or removal was ordered and the reasons therefor;

ニ 金融商品取引業者が法第二十九条の四第一項第四号イに該当することとなった場合にあっては、資本金の額又は出資の総額が令第十五条の七第一項に規定する金額に満たなくなった年月日及び理由

- (d) in cases when any Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (iv), (a) of the Act, the day when the amount of the stated capital or the total amount of investment became less than the amount set forth in Article 15-7, paragraph (1) of the Order, and the reason therefor;

ホ 金融商品取引業者が法第二十九条の四第一項第四号ロに該当することとなった場合にあっては、国内に営業所又は事務所を有しない者となった年月日

- (e) in cases when a Financial Instruments Business Operator falls under Article 29-4, paragraph (1), item (iv), (b) of the Act, the day when such person falls under a person without a business office or other office in Japan;

ヘ 金融商品取引業者が法第二十九条の四第一項第四号ハに該当することとなった場合にあっては、国内における代表者（当該外国法人が第一種金融商品取引業、第二種金融商品取引業又は投資運用業を行うため国内に設ける全ての営業所又は事務所の業務を担当するものに限る。）を定めていない者に該当した年月日

(f) in cases when a Financial Instruments Business Operator falls under Article 29-4, paragraph (1), item (iv), (c) of the Act, the day when such person falls under a person without a representative person in Japan (limited to a representative in charge of business of all business offices and other offices established in Japan by the foreign corporation for conducting the Type-I Financial Instruments Business, Type-II Financial Instruments Business or Investment Management Business);

九 第九十九條第二号に該当する場合 次に掲げる事項

(ix) the cases falling under Article 199, item (ii): the following matters:

イ 法第二十九條の四第一項第二号イからリまでのいずれかに該当することとなった役員又は重要な使用人の氏名又は名称

(a) the name of the Officer or Major Employees that has come to fall under any of Article 29-4, paragraph (1), item (ii), (a) through (i) of the Act;

ロ 当該役員又は重要な使用人が法第二十九條の四第一項第二号イに該当することとなった場合にあつては、後見開始の審判又は保佐開始の審判を受けた年月日

(b) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, the date when the Officer or Major Employee became subject to an ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

ハ 当該役員又は重要な使用人が法第二十九條の四第一項第二号ロに該当することとなった場合にあつては、破産手続開始の決定を受けた年月日

(c) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when the Officer or Major Employee became subject to the order for the commencement of bankruptcy proceedings;

ニ 当該役員又は重要な使用人が法第二十九條の四第一項第二号ハ又はリに該当することとなった場合にあつては、刑の確定した年月日及び刑の種類

(d) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the punishment became final and binding, and the type of punishment;

ホ 当該役員又は重要な使用人が法第二十九條の四第一項第二号ニ又はホに該当することとなった場合にあつては、取り消され、又は命ぜられた年月日及び理由

(e) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons therefor;

ヘ 当該役員又は重要な使用人が法第二十九條の四第一項第二号ヘ又はトに該当することとなった場合にあつては、行政手続法第十五條の規定による通知があつた年月日及びその理由並びに法第五十條の二第一項、第六十條の七、第六十三條の二第二項から第四項まで、第六十六條の十九第一項、第六十六條の四十第一項又は第六十六條の六十一第一項の規定による届出をした年月日及びその理由

- (f) in cases when the Officer or Major Employee falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act and the date of and reason for the notification under Article 50-2, paragraph (1), Article 60-7, Article 63-2, paragraphs (2) through (4), Article 66-19, paragraph (1), Article 66-40, paragraph (1) or Article 66-61, paragraph (1) of the Act;
- ト 当該役員又は重要な使用人が法第二十九条の四第一項第二号チに該当することとなった場合にあっては、解任又は解職を命ぜられた年月日及び理由
- (g) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act, the date when a dismissal or removal was ordered and the reasons therefor;
- 十 第百九十九条第三号又は前条第四号に該当する場合 次に掲げる事項
- (x) the cases falling under Article 199, item (iii) or Article 200, item (iv): the following matters:
- イ 該当することとなった又は該当しなくなった親法人等又は子法人等の商号又は名称
- (a) the trade name or name of the Parent Corporation, etc. or Subsidiary Corporation, etc. which has come to fall under such category, or which no longer falls under such category; and
- ロ 親法人等又は子法人等に該当し、又は該当しなくなった年月日
- (b) the day when another corporation or organization came to fall under the category of the Parent Corporation, etc. or Subsidiary Corporation, etc., or no longer falls under such category;
- 十一 第百九十九条第四号又は前条第五号に該当する場合 次に掲げる事項
- (xi) the cases falling under Article 199, item (iv) or Article 200, item (v): the following matters:
- イ 該当することとなった又は該当しなくなった持株会社の商号
- (a) the trade name of the Holding Company which has come to fall under such category, or which no longer falls under such category; and
- ロ 持株会社に該当し、又は該当しなくなった年月日
- (b) the day when another corporation or organization came to fall under the category of Holding Company, or no longer falls under such category;
- 十二 第百九十九条第五号又は前条第二号に該当する場合 次に掲げる事項
- (xii) the cases falling under Article 199, item (v) or Article 200, item (ii): the following matters:
- イ 破産手続開始、再生手続開始又は更生手続開始の申立てが行われた年月日及び理由
- (a) the day when the petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings was filed, and the reasons therefor; and

- ロ 破産手続開始、再生手続開始又は更生手続開始の申立てを行った者の商号、名称又は氏名
- (b) the trade name or name of the person having filed the petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings;
- 十三 第百九十九条第六号又は前条第三号に該当する場合 次に掲げる事項
- (xiii) the cases falling under Article 199, item (vi) or Article 200, item (iii): the following matters:
- イ 変更の内容及び理由
- (a) the details of and reasons for the change; and
- ロ 変更の年月日
- (b) the date when such change took place;
- 十四 第百九十九条第七号、第十一号若しくは第十三号イ又は前条第六号に該当する場合 次に掲げる事項
- (xiv) the cases falling under Article 199, item (vii), item (xi), (e), or item (xiii), (a), or Article 200, item (vi): the following matters:
- イ 事故等（第百九十九条第七号若しくは第十三号イ又は前条第六号に規定する事故等をいう。以下この号及び次号において同じ。）が発生した営業所又は事務所の名称（金融商品仲介業者に事故等があった場合には、当該金融商品仲介業者の商号、名称又は氏名及び当該事故等が発生した営業所又は事務所の名称）
- (a) the name of the business office or any other office if the Problematic Conduct, etc. (meaning the Problematic Conduct, etc. prescribed in Article 199, item (vii), item (xiii), (a), or the Problematic Conduct, etc. prescribed in Article 200, item (vi); hereinafter the same applies in this item and the following item) had taken place (in the case of the Problematic Conduct, etc. of a Financial Instruments Intermediary Service Provider, the trade name or name of such Financial Instruments Intermediary Service Provider as well as the name of the business office or any other office where such Problematic Conduct, etc. had taken place);
- ロ 事故等を惹起した役職員又は金融商品仲介業者若しくはその役職員の氏名又は名称及び役職名
- (b) the name and position of the officer or employee that caused the Problematic Conduct, etc., or the name and position of the Financial Instruments Intermediary Service Provider or its officers or employees that caused the Problematic Conduct, etc.; and
- ハ 事故等の概要
- (c) an outline of the Problematic Conduct, etc.;
- 十五 第百九十九条第八号、第十一号へ若しくは第十三号ロ又は前条第七号に該当する場合 次に掲げる事項
- (xv) the cases falling under Article 199, item (viii), item (xi), (f), item (xiii), (b), or Article 200, item (vii): the following matters:

イ 事故等が発生した営業所又は事務所の名称（金融商品仲介業者に事故等があった場合には、当該金融商品仲介業者の商号、名称又は氏名及び当該事故等が発生した営業所又は事務所の名称）

(a) the name of the business office or any other office if the Problematic Conduct, etc. had taken place (in the case of any Problematic Conduct, etc. of a Financial Instruments Intermediary Service Provider, the trade name or name of such Financial Instruments Intermediary Service Provider as well as the name of the business office or any other office where such Problematic Conduct, etc. had taken place);

ロ 事故等を惹起した役職員又は金融商品仲介業者若しくはその役職員の氏名又は名称及び役職名

(b) the name and position of the officer or employee that caused the Problematic Conduct, etc., or the name and position of the Financial Instruments Intermediary Service Provider or its officer or employee that caused the Problematic Conduct, etc.;

ハ 事故等の詳細

(c) the details of the Problematic Conduct, etc.; and

ニ 社内処分を行った場合はその内容

(d) in cases when any internal disposition was implemented, the details thereof;

十六 第百九十九条第九号又は前条第八号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに掲げる事項

(xvi) the cases falling under Article 199, item (ix) or Article 200, item (viii): the matters specified in (a) and (b) below, in accordance with the categories of the cases set forth respectively therein:

イ 訴訟又は調停の当事者となった場合にあっては、次に掲げる事項

(a) in the case of becoming a party to any action or conciliation, the following matters:

(1) 訴訟又は調停の当事者の氏名又は名称及び住所

1. the name and address of the parties to the action or conciliation;

(2) 訴訟の提起又は調停の申立てが行われた年月日

2. the day when the action or conciliation was filed;

(3) 管轄裁判所名

3. the name of the court with jurisdiction; and

(4) 事件の内容

4. the details of the case;

ロ 訴訟又は調停が終結した場合にあっては、次に掲げる事項

(b) in cases when the action or conciliation has been concluded, the following matters:

(1) 訴訟又は調停の当事者の氏名又は名称及び住所

1. the name and address of the parties to the action or conciliation;

- (2) 訴訟又は調停が終結した年月日
- 2. the day when the action or conciliation was concluded; and
- (3) 判決又は和解の内容
- 3. the details of the judgment or settlement;

十七 第百九十九条第十号に該当する場合 次に掲げる事項

(xvii) the cases falling under Article 199, item (x): the following matters:

- イ 不利益処分の内容
- (a) the details of the adverse disposition; and
- ロ 不利益処分を受けた年月日及び理由
- (b) the date when the Financial Instruments Business Operator, etc. became subject to the adverse disposition and reasons therefor;

十八 第百九十九条第十一号イに該当する場合 次に掲げる事項

(xviii) the cases falling under Article 199, item (xi), (a): the following matters:

- イ 法第二十九条の四第一項第五号イに該当することとなった場合にあっては、同号イに規定する株式会社でなくなった年月日及び理由
- (a) in the cases falling under Article 29-4, paragraph (1), item (v), (a) of the Act, the day when the Financial Instruments Business Operator, etc. ceased to be the stock company prescribed in (a) of that item, and the reasons therefor; and
- ロ 法第二十九条の四第一項第五号ロに該当することとなった場合にあっては、純財産額が令第十五条の九第一項に定める金額に満たなくなった年月日及び理由
- (b) in the cases falling under Article 29-4, paragraph (1), item (v), (a) of the Act, the day when the Net Assets became less than the amount specified in Article 15-9, paragraph (1) of the Order, and the reasons therefor;

十九 第百九十九条第十一号ロに該当する場合 純財産額が資本金の額に満たなくなった年月日及び理由

(xix) the cases falling under Article 199, item (xi), (b): the day when the Net Assets became less than the amount of the stated capital, and the reasons therefor;

二十 第百九十九条第十一号ハに該当する場合 次のイからハマまでに掲げる場合の区分に応じ、当該イからハマまでに掲げる事項

(xx) the cases falling under Article 199, item (xi), (c): the matters specified in (a) through (c) below, in accordance with the categories of the cases respectively set forth therein:

- イ 主要株主が法第二十九条の四第一項第五号ニに該当することとなった事実を知った場合にあっては、次に掲げる事項
- (a) in cases when the Financial Instruments Business Operator, etc. has become aware that any of its Major Shareholders has come to fall under Article 29-4, paragraph (1), item (v), (d) of the Act, the following matters:
  - (1) 該当することとなった主要株主の氏名
  - 1. the name of the Major Shareholder which has come to fall under such



provision;

- (2) 当該主要株主が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の審判若しくは保佐開始の審判又はこれらに類似する外国の法令上の手続を受けた年月日
2. in cases when the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, the day when such Major Shareholder became subject to the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the day when any procedure similar thereto under the laws and regulations of a foreign state similar was conducted;
- (3) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定を受けた年月日
3. in cases when the Major Shareholder, or a statutory agent of the adult ward, a statutory agent of the person under curatorship or a statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when the Major Shareholder or such statutory agent became subject to the order for the commencement of bankruptcy proceedings;
- (4) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号ハ又はハに該当することとなった場合にあっては、刑の確定した年月日及び刑の種類
4. in cases when the Major Shareholder, or a statutory agent of the adult ward, a statutory agent of the person under curatorship or a statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the punishment became final and binding, and the type of punishment;
- (5) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合にあっては、取り消され、又は命ぜられた年月日及び理由
5. in cases when the Major Shareholder, or a statutory agent of the adult ward, a statutory agent of the person under curatorship or a statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons therefor; and

(6) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号へ又はトに該当することとなった場合にあっては、行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七、第六十三条の二第二項から第四項まで、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由

6. in cases when the Major Shareholder, or a statutory agent of the adult ward, a statutory agent of the person under curatorship or a statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act and the date of and reason for the notification under Article 50-2, paragraph (1), Article 60-7, Article 63-2, paragraphs (2) through (4), Article 66-19, paragraph (1), Article 66-40, paragraph (1) or Article 66-61, paragraph (1) of the Act;

(7) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号チに該当することとなった場合にあっては、解任又は解職を命ぜられた年月日及び理由

7. in cases when the Major Shareholder, or a statutory agent of the adult ward, a statutory agent of the person under curatorship or a statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act, the day when dismissal or removal was ordered and the reasons therefor;

ロ 主要株主が法第二十九条の四第一項第五号ホに該当することとなった事実を知った場合にあっては、次に掲げる事項

(b) in cases when the Financial Instruments Business Operator has become aware that any of its Major Shareholders has come to fall under Article 29-4, paragraph (1), item (v), (e) of the Act, the following matters:

(1) 該当することとなった主要株主の商号又は名称

1. the trade name or name of the Major Shareholder which has come to fall under such provision;

(2) 当該主要株主が法第二十九条の四第一項第一号イに該当する場合にあっては、当該主要株主が受けている登録等の内容及び年月日並びに当該登録等を取り消された年月日、理由及び業務の内容及び当該主要株主が行った法第六十三条第二項若しくは第六十三条の三第一項の規定による届出の内容及び年月日並びに当該届出に係る業務の廃止を命ぜられた年月日、理由及び業務の内容

2. in cases when the Major Shareholder falls under Article 29-4, paragraph (1), item (i), (a) of the Act, the details and date of the Registration, etc. granted to such Major Shareholder, and the date of and reasons for the rescission of such registration, etc., and the contents of the business for which the registration, etc. was rescinded, or the content of the notification under Article 63, paragraph (2) or Article 63-3, paragraph (1) of the Act made by the Major Shareholder, and the date of and reason for the order of discontinuation of business for which the notification was made and the content of the business;
  - (3) 当該主要株主が法第二十九条の四第一項第一号ロに該当する場合にあっては、行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七、第六十三条の二第二項若しくは第三項、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由
3. in cases when the Major Shareholder falls under Article 29-4, paragraph (1), item (i), (b) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act and the date of and reason for the notification under Article 50-2, paragraph (1), Article 60-7, Article 63-2, paragraph (2) or (3), Article 66-19, paragraph (1), Article 66-40, paragraph (1) or Article 66-61, paragraph (1) of the Act;
  - (4) 当該主要株主が法第二十九条の四第一項第一号ハに該当する場合にあっては、違反した法令の規定、刑の確定した年月日及び罰金の額
4. in cases when the Major Shareholder falls under Article 29-4, paragraph (1), item (i), (c) of the Act, the provisions of the laws and regulations violated, the day when the punishment became final and binding, and the amount of the fine imposed;
  - (5) 当該主要株主が法第二十九条の四第一項第五号ホ（3）に該当することとなった場合にあっては、同項第二号イからリまでのいずれかに該当することとなった法人を代表する役員の名又は名称
5. in cases when the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (v), (e), 3. of the Act, the name of the Officer representing the corporation which has come to fall under any of item (ii), (a) to (i) of that paragraph;
  - (6) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の審判又は保佐開始の審判を受けた年月日
6. in cases when the Officer representing the corporation which is the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, the day when the Officer became subject to an ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

- (7) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定を受けた年月日
7. in cases when the Officer representing the corporation which is the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when the Officer became subject to an order for the commencement of bankruptcy proceedings;
- (8) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ハ又はホに該当することとなった場合にあっては、刑の確定した年月日及び刑の種類
8. in cases when the Officer representing the corporation which is the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the punishment became final and binding, and the type of punishment;
- (9) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合にあっては、取り消され、又は命ぜられた年月日及び理由
9. in cases when the Officer representing the corporation which is the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons therefor;
- (10) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ヘ又はトに該当することとなった場合にあっては、行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七、第六十三条の二第二項から第四項まで、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由
10. in cases when the Officer representing the corporation which is the Major Shareholder falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act and the date of and reason for the notification under Article 50-2, paragraph (1), Article 60-7, Article 63-2, paragraphs (2) through (4), Article 66-19, paragraph (1), Article 66-40, paragraph (1) or Article 66-61, paragraph (1) of the Act; and
- (11) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号チに該当することとなった場合にあっては、解任又は解職を命ぜられた年月日及び理由
11. in cases when the Officer representing the corporation which is the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act, the date when the dismissal or removal was ordered, and the reasons therefor;

ハ 外国法人に係る主要株主に準ずる者が法第二十九条の四第一項第五号へに該当することとなった事実を知った場合にあっては、次に掲げる事項

(c) in cases when the Financial Instruments Business Operator has become aware that any of the persons equivalent to its Major Shareholders pertaining to a foreign corporation has come to fall under Article 29-4, paragraph (1), item (v), (f) of the Act, the following matters:

(1) 該当することとなった主要株主に準ずる者の商号、名称又は氏名

1. the trade name or name of the person equivalent to the Major Shareholder that has come to fall under such provision; and

(2) 当該主要株主について行われていた確認の内容及び確認が行われていないことを知った年月日及び理由

2. the details of the confirmation concerning the Major Shareholder which had already been completed, and the day when the Financial Instruments Business Operator became aware that the confirmation had not been completed and the reason therefor;

二十一 第百九十九条第十一号ニ又は前条第九号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに掲げる事項

(xxi) the cases falling under Article 199, item (xi), (d) or Article 200, item (ix): the matters specified in (a) and (b) below, in accordance with the categories of the cases respectively set forth therein:

イ 金融商品仲介業者が訴訟又は調停の当事者となったことを知った場合にあっては、次に掲げる事項

(a) in cases when the Financial Instruments Business Operator has become aware that the Financial Instruments Intermediary Service Provider has become a party to any action or conciliation, the following matters:

(1) 当該金融商品仲介業者の商号、名称又は氏名

1. the trade name or name of the Financial Instruments Intermediary Service Provider;

(2) 訴訟又は調停の当事者の氏名又は名称及び住所

2. the names and addresses of the parties to the action or conciliation;

(3) 訴訟の提起又は調停の申立てが行われた年月日

3. the day when the action or conciliation was filed;

(4) 管轄裁判所名

4. the name of the court with jurisdiction; and

(5) 事件の内容

5. the details of the case;

ロ 金融商品仲介業者が当事者となった訴訟又は調停が終結したことを知った場合にあっては、次に掲げる事項

(b) in cases when the Financial Instruments Business Operator has become aware that the action or conciliation, to which the Financial Instruments Intermediary Service Provider was the party, has been concluded, the

following matters:

- (1) 当該金融商品仲介業者の商号、名称又は氏名
1. the trade name or name of the Financial Instruments Intermediary Service Provider;
- (2) 訴訟又は調停の当事者の氏名又は名称及び住所
2. the name and address of the parties to the action or conciliation;
- (3) 訴訟又は調停が終了した年月日
3. the day when the action or conciliation was concluded; and
- (4) 判決又は和解の内容
4. the details of the judgment or settlement;

二十二 第百九十九条第十一号ト又は前条第十号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに掲げる事項

(xxii) the cases of falling under Article 199, item (xi), (g) or Article 200, item (x): the matters specified in (a) and (b) below, in accordance with the categories of the cases respectively set forth therein:

イ 金融商品仲介業者に業務の委託を行った場合にあつては、次に掲げる事項

(a) in cases when the Financial Instruments Business Operator has entrusted business to any Financial Instruments Intermediary Service Provider, the following matters:

- (1) 当該金融商品仲介業者の商号、名称又は氏名
1. the trade name or name of the Financial Instruments Intermediary Service Provider; and
- (2) 当該金融商品仲介業者の本店等の所在地
2. the location of the Head Office, etc. of the Financial Instruments Intermediary Service Provider;

ロ 金融商品仲介業者に業務の委託を行わなくなった場合にあつては、次に掲げる事項

(b) in cases when the Financial Instruments Business Operator, etc. has ceased the entrustment of business to any Financial Instruments Intermediary Service Provider, the following matters:

- (1) 当該金融商品仲介業者の商号、名称又は氏名
1. the trade name or name of the Financial Instruments Intermediary Service Provider; and
- (2) 業務の委託を行わなくなった理由
2. the reasons for ceasing the entrustment of business;

二十三 第百九十九条第十一号チに該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに掲げる事項

(xxiii) the cases falling under Article 199, item (xi), (h): the matters specified in (a) and (b) below, in accordance with the categories of the cases set forth respectively therein:

イ 駐在員事務所を設置した場合にあつては、次に掲げる事項

(a) in cases when the Financial Instruments Business Operator has established any representative office, the following matters:

- (1) 当該駐在員事務所の名称及び所在地
- 1. the name and location of the representative office;
- (2) 設置の年月日及び理由
- 2. the date of and reasons for the establishment of such office;
- (3) 当該駐在員事務所の組織及び人員配置
- 3. the organizational system and positions of the personnel of such representative office; and
- (4) 現地における手続の概要
- 4. the outline of the procedures required in the relevant foreign state;

ロ 駐在員事務所を廃止した場合にあっては、次に掲げる事項

(b) in cases when the Financial Instruments Business Operator has abolished any of its representative offices, the following matters:

- (1) 当該駐在員事務所の名称及び所在地
- 1. the name and location of the representative office; and
- (2) 廃止の年月日及び理由
- 2. the date of and reasons for the abolition;

二十四 第百九十九条第十二号イ又は第十三号ハに該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに掲げる事項

(xxiv) the cases falling under Article 199, item (xii), (a) or item (xiii), (c): the matters specified in (a) and (b) below, in accordance with the categories of the cases respectively set forth therein:

イ 劣後特約付借入金を借り入れた場合又は子法人等が劣後特約付借入金を借り入れたことを知った場合にあつては、次に掲げる事項

(a) in cases when the Financial Instruments Business Operator has made any Subordinated Borrowing or where it has become aware that the Subsidiary Corporation, etc. has borrowed Subordinated Borrowing, the following matters:

- (1) 借入先及び借入れの理由
- 1. the name of the lender, and the reasons for the borrowing;
- (2) 借入金額（外貨建てである場合は、当該借入金額及びその円換算額）並びに現在及び借入後の借入残高
- 2. the borrowed amount (in the case of a foreign currency denominated loan, the borrowed amount, and such amount converted into yen), and the current outstanding balance and the outstanding balance after the borrowing; and
- (3) 借入日、利率及び弁済期限
- 3. the loan date, interest rates and the due date for payment;

ロ 劣後特約付社債を発行した場合又は子法人等が劣後特約付社債を発行したことを知った場合にあつては、次に掲げる事項

(b) in cases when the Financial Instruments Business Operator has issued any Subordinated Bond or where it has become aware that the Subsidiary Corporation, etc. has borrowed Subordinated Bond, the following matters:

(1) 発行の方法及び理由

1. the means and reasons for the issuance;

(2) 発行総額（外貨建てである場合は、当該発行総額及びその円換算額）並びに現在及び発行後の発行残高

2. the total issuance amount (in the case of foreign currency denominated bonds, the total issuance amount and such amount converted into yen), and the current outstanding balance and the outstanding balance after the issuance; and

(3) 発行日、利率及び償還期限

3. the issuance date, the interest rates and the maturity date;

二十五 第九十九条第十二号ロ又は第十三号ニに該当する場合 次に掲げる事項 (xxv) the cases falling under Article 199, item (xii), (b) or item (xiii), (d): the following matters:

イ 弁済又は償還をした金額及び年月日

(a) the amount and date of the payment or redemption; and

ロ 弁済又は償還をした後の残高

(b) the outstanding balance after the payment or redemption;

二十六 第九十九条第十四号又は前条第十一号に該当する場合 次に掲げる事項 (xxvi) the case falling under Article 199, item (xiv) or item (xi) of the preceding Article: the following matters:

イ 業務を開始した営業所又は事務所の名称

(a) the name of the business office or other office where the business commenced;

ロ 開始の年月日

(b) the date of commencement of business;

二十七 第九十九条第十五号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに掲げる事項

(xxvii) in the case of falling under Article 199, item (xv): the matters specified in the following (a) and (b) in accordance with the categories of cases specified in those (a) and (b):

イ 法第六十六条の五十三第六号ロに該当することとなった場合にあっては、国内における代理人を定めていない者に該当した年月日

(a) in the case of falling under Article 66-53, item (vi), (b) of the Act, the day when it fell under the person that has not appointed a representative or agent in Japan; and

ロ 法第六十六条の五十三第七号に該当することとなった場合にあっては、純財産額が令第十八条の四の十に定める金額に満たなくなった年月日及び理由

(b) in the case of falling under Article 66-53, item (vii) of the Act, the day



when the Net Assets become less than the amount specified in Article 18-4-10 of the Order and the reason therefor.

(届出書に添付すべき書類)

(Documents to Be Attached to Written Notifications)

第二百二条 法第五十条第一項の規定により届出を行う金融商品取引業者等（第三号において「届出者」という。）は、前条に規定する事項を記載した届出書に、次の各号に掲げる場合の区分に該当する場合には、当該各号に定める書類を添付しなければならない。

Article 202 A Financial Instruments Business Operator, etc. which files a notification under Article 50, paragraph (1) of the Act (referred to as the "Notifier" in item (iii)) must, if any of the categories of the cases set forth in the following items is applicable, attach the document respectively set forth therein to the written notification stating the matters prescribed in the preceding Article:

一 法第五十条第一項第一号に該当する場合（業務を休止した場合に限る。） 休止期間中における顧客勘定の処理の方法を記載した書面

(i) the cases falling under Article 50, paragraph (1), item (i) of the Act (limited to cases when the Financial Instruments Business Operator, etc. has suspended its business): the document stating the means of treatment of customers' accounts during the period of suspension;

二 法第五十条第一項第二号に該当する場合 廃止した業務に係る顧客勘定の処理の方法を記載した書面

(ii) the cases falling under Article 50, paragraph (1), item (ii) of the Act: the document stating the means of treatment of customers' accounts pertaining to the discontinued business;

三 法第五十条第一項第三号に該当する場合 次のイからハマまでに掲げる場合の区分に応じ、当該イからハマまでに掲げる書類

(iii) the cases falling under Article 50, paragraph (1), item (iii) of the Act: the documents specified in (a) through (c) below, in accordance with the categories of the documents respectively set forth therein:

イ 他の法人と合併した場合にあっては、次に掲げる書類

(a) in cases when the Financial Instruments Business Operator, etc. has merged with another corporation, the following documents:

(1) 合併契約の内容及び合併の手続を記載した書面

1. the document stating the contents of the merger agreement and the procedures for the merger;

(2) 当事者の最近の貸借対照表（関連する注記を含む。以下この条において同じ。）

2. the latest balance sheet of the parties (including notes in reference thereto; hereinafter the same applies in this Article);

- (3) 合併後の純財産額（届出者が第一種金融商品取引業を行う者（第一種少額電子募集取扱業者を除く。）である場合にあっては、純財産額及び自己資本規制比率。ロ（3）及びハ（3）において同じ。）を記載した書面
3. the Net Assets after completion of the merger (in cases when the Notifier is a person engaged in a Type-I Financial Instruments Business (excluding a Type-I Small-Amount Electronic Public Offering Service Provider), the Net Assets and the Capital Adequacy Ratio; the same applies in (b), 3. and (c), 3.); and
- (4) 顧客勘定の処理方法を記載した書面
4. the document stating the means of treatment of customers' accounts;
- ロ 分割により他の法人の事業の全部又は一部を承継した場合にあっては、次に掲げる書類
- (b) in cases when the Financial Instruments Business Operator, etc. has succeeded to all or part of any other corporation's business through a split, the following documents:
- (1) 吸収分割契約の内容及び分割の手続を記載した書面
1. a document stating the contents of the absorption-type split agreement and the procedures for the split;
- (2) 当事者の最近の貸借対照表
2. the latest balance sheets of the parties;
- (3) 分割後の純財産額を記載した書面
3. a document stating the Net Assets after completion of the split;
- ハ 他の法人から事業の全部又は一部を譲り受けた場合にあっては、次に掲げる書類
- (c) in cases when the Financial Instruments Business Operator, etc. has acquired all or part of any other corporation's business, the following documents:
- (1) 事業の譲受けの契約の内容及び事業の譲受けの手続を記載した書面
1. a document stating the contents of the business acquisition contract and the procedures for the acquisition of the business;
- (2) 当事者の最近の貸借対照表
2. the latest balance sheets of the parties; and
- (3) 事業の譲受け後の純財産額を記載した書面
3. a document specifying the Net Assets after the acquisition of the business;
- 四 法第五十条第一項第五号に該当する場合（総株主等の議決権の過半数を保有している銀行等について当該銀行等が合併し、解散し、又は業務の全部を廃止した場合に限る。）次に掲げる書類
- (iv) in a case falling under Article 50, paragraph (1), item (v) of the Act (limited to a case in which the Bank, etc. which holds a majority of the Voting Rights Held by All Shareholders, etc. has effected a merger, dissolved, or

discontinued all of its business): the following documents:

イ 最近の日計表（合併の場合にあっては、当事者の最近の貸借対照表及び合併に係る契約書の写し）

(a) the latest daily accounts sheet (in the case of a merger, the latest balance sheets of the parties and a copy of the contract for the merger); and

ロ 解散又は廃止の場合は、清算の方法及び手続を記載した書類

(b) in case of a dissolution or discontinuation, a document stating the means and procedures for liquidation;

五 法第五十条第一項第六号に該当する場合 次に掲げる書類

(v) in a case falling under Article 50, paragraph (1), item (vi) of the Act: the following documents:

イ 議決権を保有する法人その他の団体の業務の概要を記載した書類

(a) a document stating the outline of the business of the corporation or any other organization holding the voting rights; and

ロ 議決権を保有する法人その他の団体及びその主要株主の保有する議決権の総数を記載した書類

(b) a document stating the total number of voting rights held by any corporation or any other organization holding the voting rights, and by the Major Shareholders thereof;

六 法第五十条第一項第七号に該当する場合 次に掲げる書類

(vi) in a case falling under Article 50, paragraph (1), item (vii) of the Act: the following documents:

イ 破産手続開始、再生手続開始又は更生手続開始の申立てに係る書面の写し

(a) copies of the documents related to the filing of a petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings; and

ロ 最近の日計表

(b) the latest daily accounts sheet;

七 第百九十九条第一号に該当する場合 次のイからニまでに掲げる場合の区分に応じ、当該イからニまでに掲げる書類

(vii) is a case falling under Article 199, item (i): the matters specified in (a) through (d) below, in accordance with the categories of the cases set forth respectively therein:

イ 金融商品取引業者が法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）に該当することとなった場合又は登録金融機関が法第三十三条の五第一項第一号（法に相当する外国の法令の規定に係る部分に限る。）に該当することとなった場合にあつては、次に掲げる書類

(a) in cases when any Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the provisions of laws and regulations equivalent to the

Act), or if any Registered Financial Institution has come to fall under Article 33-5, paragraph (1), item (i) of the Act (limited to the part pertaining to the provisions of laws and regulations equivalent to the Act), the following documents:

- (1) 取消し又は廃止を命ずる書面の写し又はこれに代わる書面
  1. a copy of the written order for the rescission or discontinuation of business or any other document in lieu thereof; and
  - (2) 当該外国の法令及びその訳文
  2. a copy of the laws and regulations of the foreign state, and the Japanese translation thereof;
- ロ 金融商品取引業者が法第二十九条の四第一項第一号ハに該当することとなった場合又は登録金融機関が法第三十三条の五第一項第二号に該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面
- (b) in cases when any Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (i), (c) of the Act, or if any Registered Financial Institution has come to fall under Article 33-5, paragraph (1), item (ii) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;
- ハ 金融商品取引業者が法第二十九条の四第一項第三号に該当することとなった場合にあっては、次に掲げる書類
- (c) in cases when any Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (iii) of the Act, the following documents:
- (1) 当該金融商品取引業者が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面
  1. in cases when the Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;
  - (2) 当該金融商品取引業者が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面
  2. in cases when the Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on an order for the commencement of bankruptcy proceedings, or the document stating the details of the order for the commencement of bankruptcy proceedings;

- (3) 当該金融商品取引業者が法第二十九条の四第一項第二号ハ又はホに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面
3. in cases when the Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;
- (4) 当該金融商品取引業者が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合で、外国において取り消され、又は命ぜられた場合にあっては、取消し又は廃止を命ずる書面の写し又はこれに代わる書面並びに取消し又は廃止の根拠となる外国の法令及びその訳文
4. in cases when the Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, and if a rescission or order was effected in a foreign state, a copy of the written order for rescission or discontinuation of business or a document in lieu thereof, as well as a copy of the laws and regulations of the foreign state which served as the basis of such rescission or discontinuation of business and the Japanese translation thereof;
- ニ 金融商品取引業者が法第二十九条の四第一項第四号イに該当することとなった場合にあっては、登記事項証明書又はこれに代わる書面
- (d) in cases when the Financial Instruments Business Operator has come to fall under Article 29-4, paragraph (1), item (iv), (a) of the Act, a certificate of registered matters or any other document in lieu thereof;
- 八 第百九十九条第二号に該当する場合 次に掲げる書類
- (viii) the cases falling under Article 199, item (ii): the following documents:
- イ 役員又は重要な使用人が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面
- (a) in cases when any Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;
- ロ 役員又は重要な使用人が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面
- (b) in cases when any Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on the order for the commencement of bankruptcy proceedings, or the document stating the details of the order for the commencement of

bankruptcy proceedings;

ハ 役員又は重要な使用人が法第二十九条の四第一項第二号ハ又はホに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面

(c) in cases when any Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

ニ 役員又は重要な使用人が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合で、外国において取り消され、又は命ぜられた場合にあっては、取消し又は廃止の根拠となる外国の法令及びその訳文

(d) in cases when any Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, and if a rescission or order was effected in a foreign state, a copy of the laws and regulations of the foreign state which served as the basis of such rescission or discontinuation of business and the Japanese translation thereof;

九 第百九十九条第三号又は第二百条第四号に該当する場合 次に掲げる書類

(ix) the cases falling under Article 199, item (iii) or Article 200, item (iv): the following documents:

イ 該当することとなった又は該当しなくなった親法人等又は子法人等の業務の概要を記載した書類

(a) a document stating the outline of the business of the Parent Corporation, etc. or Subsidiary Corporation, etc. which has come to fall under such category, or which no longer falls under such category; and

ロ 金融商品取引業者等と親法人等又は子法人等の関係を示す書類

(b) a document describing the relationship between the Financial Instruments Business Operator, etc., and its Parent Corporation, etc. or Subsidiary Corporation, etc.;

十 第百九十九条第四号又は第二百条第五号に該当する場合 次に掲げる書類

(x) the cases falling under Article 199, item (iv) or Article 200, item (v): the following documents:

イ 該当することとなった又は該当しないこととなった持株会社の概要を記載した書類

(a) a document specifying the outline of the business of the Holding Company which has come to fall under such category, or which no longer falls under such category; and

ロ 金融商品取引業者等と持株会社の関係を示す書類

(b) a document describing the relationship between the Financial Instruments Business Operator, etc. and the Holding Company;

十一 第百九十九条第五号又は第二百条第二号に該当する場合 最近の日計表

(xi) the cases falling under Article 199, item (v) or Article 200, item (ii): the

- latest daily accounting sheet;
- 十二 第百九十九条第六号又は第二百条第三号に該当する場合 変更後の定款  
 (xii) the cases falling under Article 199, item (vi) or Article 200, item (iii): the amended articles of incorporation;
- 十三 第百九十九条第十号に該当する場合 当該不利益処分を規定する外国の法令及びその訳文  
 (xiii) the cases falling under Article 199, item (x): a copy of the laws and regulations of a foreign state which provides for the adverse disposition, and the Japanese translation thereof;
- 十四 第百九十九条第十一号イに該当する場合 (純財産額が令第十五条の九第一項において定める金額に満たなくなった場合に限る。) 純財産額が令第十五条の九第一項において定める金額に満たなくなった日の日計表及び純財産額を算出した書面  
 (xiv) the cases falling under Article 199, item (xi), (a) (limited to cases when the Net Assets has become less than the amount specified in Article 15-9, paragraph (1) of the Order): the daily accounting sheet as of the day when the Net Assets become less than the amount specified in Article 15-9, paragraph (1) of the Order, and the document specifying the calculated Net Assets as of that day;
- 十五 第百九十九条第十一号ロに該当する場合 純財産額が資本金の額に満たなくなった日の日計表及び純財産額を算出した書面  
 (xv) the cases falling under Article 199, item (xi), (b): the daily accounting sheet as of the day when the Net Assets become less than the amount of the stated capital, and the document specifying the calculated Net Assets as of that day;
- 十六 第百九十九条第十一号ハに該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに掲げる書類  
 (xvi) the cases falling under Article 199, item (xi), (c): the matters specified in (a) and (b) below, in accordance with the categories of the cases respectively set forth therein:
- イ 主要株主が法第二十九条の四第一項第五号ニに該当することとなった事実を知った場合にあつては、次に掲げる書類
- (a) in cases when the Financial Instruments Business Operator has become aware that any of its Major Shareholders has come to fall under Article 29-4, paragraph (1), item (v), (d) of the Act, the following documents:
- (1) 当該主要株主が法第二十九条の四第一項第二号イに該当することとなった場合にあつては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面
1. in cases when the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for

the commencement of a guardianship or ruling for the commencement of a curatorship;

- (2) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面
2. in cases when the Major Shareholder, or the statutory agent of the adult ward, the statutory agent of the person under curatorship or the statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on an order for the commencement of bankruptcy proceedings, or the document stating the details of the order for the commencement of bankruptcy proceedings;
- (3) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号ハ又はハに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面
3. in cases when the Major Shareholder, or the statutory agent of the adult ward, the statutory agent of the person under curatorship or the statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;
- (4) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が外国において刑に処せられた場合にあっては、刑の根拠となった外国の法令及びその訳文
4. in cases when the Major Shareholder, or the statutory agent of the adult ward, the statutory agent of the person under curatorship or the statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has been punished, a copy of the laws and regulations of the foreign state which served as the basis of such punishment, as well as the Japanese translation thereof;
- (5) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が外国において登録等を取り消され、又は業務の廃止を命ぜられた場合にあっては、登録等の取消し又は業務の廃止の根拠となる外国の法令及びその訳文
5. in cases when the Major Shareholder, or the statutory agent of the adult ward, the statutory agent of the person under curatorship or the



- statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has had the registration, etc. rescinded or order to discontinue business in the foreign state, a copy of the laws and regulations of the foreign state which served as the basis of such rescission of registration, etc., or discontinuation of business as well as the Japanese translation thereof;
- ロ 主要株主が法第二十九条の四第一項第五号ホに該当することとなった事実を知った場合にあっては、次に掲げる書類
- (b) in cases when the Financial Instruments Business Operator has become aware that any of its Major Shareholders has come to fall under Article 29-4, paragraph (1), item (v), (e) of the Act, the following documents:
- (1) 当該主要株主が法第二十九条の四第一項第一号イに該当することとなった場合にあっては、取消し又は廃止を命ずる書類の写し又はこれに代わる書面
1. in cases when the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (i), (a) of the Act, a copy of the written order for rescission or discontinuation of business or a document in lieu thereof;
- (2) 当該主要株主が法第二十九条の四第一項第一号イ又は主要株主である法人を代表する役員が同項第二号ニ若しくはホに該当する場合で、外国において登録等を取り消され、又は業務の廃止を命ぜられた場合にあっては、取消し又は廃止の根拠となった外国の法令及びその訳文
2. in cases when the Major Shareholder falls under Article 29-4, paragraph (1), item (i), (a) of the Act or if the Officer representing the corporation which is a Major Shareholder falls under item (ii), (d) or (e) of that paragraph, and if the Registration, etc. was rescinded or discontinuation of business was ordered in a foreign state, a copy of the laws and regulations of a foreign state which served as the basis of the rescission or discontinuation of business and the Japanese translation thereof;
- (3) 当該主要株主が法第二十九条の四第一項第一号ハに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面
3. in cases when the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (i), (c) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;
- (4) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面
4. in cases when any Officer representing a corporation which is a Major

Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

(5) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

5. in cases when any Officer representing the corporation which is a Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on the order for the commencement of bankruptcy proceedings, or the document stating the details of the order for the commencement of bankruptcy proceedings; and

(6) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ハ又はロに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面

6. in cases when any Officer representing a corporation which is a Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

十七 第九十九条第十一号ト又は第二百条第十号に該当する場合（金融商品仲介業者に業務の委託を行った場合に限る。） 業務委託に係る契約書の写し

(xvii) the cases falling under Article 199, item (xi), (g) or Article 200, item (x) (limited to cases when the Financial Instruments Business Operator, etc. has entrusted business to any Financial Instruments Intermediary Service Provider): a copy of the contract for the entrustment of such business;

十八 第九十九条第十二号イ又は第十三号ハに該当する場合 次に掲げる場合 (xviii) the cases falling under Article 199, item (xii), (a) or item (xiii), (c): the following cases:

イ 劣後特約付借入金を借り入れた場合又は子法人等が劣後特約付借入金を借り入れたことを知った場合にあっては、契約書の写し

(a) in cases when the Financial Instruments Business Operator has made any Subordinated Borrowing or where it has become aware that the Subsidiary Corporation, etc. has borrowed Subordinated Borrowing, a copy of the contract therefor; and

ロ 劣後特約付社債を発行した場合又は子法人等が劣後特約付社債を発行したことを知った場合にあっては、目論見書又はこれに準ずるものの写し

(b) in cases when the Financial Instruments Business Operator has issued any Subordinated Corporate Bonds or where it has become aware that the

Subsidiary Corporation, etc. has borrowed Subordinated Bonds, a copy of the Prospectus therefor or any other document equivalent thereto;

十九 第九十九條第十五号に該当する場合（法第六十六條の五十三第七号に該当することとなった場合に限る。） 純財産額が令第十八條の四の十に定める金額に満たなくなった日の日計表及び純財産額を算出した書面

(xix) in the case of falling under Article 199, item (xv) (limited to the case of falling under Article 66-53, item (vii) of the Act), a daily accounting sheet as of the day when the Net Assets become less than the amount specified in Article 18-4-10 of the Order, and the document specifying the calculated Net Assets as of that day.

（議決権の過半数の保有の判定）

（Criteria for Determination of Voting Rights Held）

第二百三條 法第五十條第二項に規定する議決権の過半数の保有の判定に当たって、保有する議決権には、他人の名義によって所有する株式又は出資に係る議決権及び第三十五條第一項各号に掲げる場合における株式又は出資に係る議決権を含むものとする。

Article 203 (1) For the purpose of the determination of the voting rights held as set forth in Article 50, paragraph (2) of the Act, the voting rights held are to include the voting rights pertaining to the shares or equity owned under the name of another person, and the voting rights pertaining to shares or equity to which any of the cases listed in the items of Article 35, paragraph (1) applies.

2 前項の保有する議決権からは、同項の規定にかかわらず、第三十五條第二項各号に掲げる株式又は出資に係る議決権を除くものとする。

(2) Notwithstanding the provisions of the preceding paragraph, the voting rights as referred to in the preceding paragraph are to exclude the voting rights pertaining to the shares or equity listed in the items of Article 35, paragraph (2).

（廃業等の届出）

（Notification of Discontinuation of Business）

第二百四條 法第五十條の二第一項の規定により届出を行う者は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を所管金融庁長官等に提出しなければならない。

Article 204 (1) A person that intends to file a notification pursuant to the provisions of Article 50-2, paragraph (1) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification stating the matters listed in the following items, in accordance with the categories of the cases set forth respectively therein:

一 法第五十條の二第一項第一号に該当する場合 その旨及び死亡の年月日

(i) the case falling under Article 50-2, paragraph (1), item (i) of the Act: to that effect and the date of death;

二 法第五十条の二第一項第二号に該当する場合 廃止の年月日及び理由

(ii) the case falling under Article 50-2, paragraph (1), item (ii) of the Act: the date of and reason for the discontinuation;

三 法第五十条の二第一項第三号に該当する場合 次に掲げる事項

(iii) the case falling under Article 50-2, paragraph (1), item (iii) of the Act: the following matters:

イ 合併の相手方の商号又は名称

(a) the trade name or name of the other party to the merger;

ロ 合併の年月日及び理由

(b) the date of and reasons for the merger; and

ハ 合併の方法

(c) the means of implementing the merger;

四 法第五十条の二第一項第四号に該当する場合 次に掲げる事項

(iv) the case falling under Article 50-2, paragraph (1), item (iv) of the Act: the following matters:

イ 破産手続開始の申立てを行った年月日

(a) the day when the petition for the commencement of bankruptcy proceedings was filed; and

ロ 破産手続開始の決定を受けた年月日

(b) the day when the order for the commencement of bankruptcy proceedings was issued;

五 法第五十条の二第一項第五号に該当する場合 解散の年月日及び理由

(v) the case falling under Article 50-2, paragraph (1), item (v) of the Act: the date of and reasons for the dissolution;

六 法第五十条の二第一項第六号に該当する場合 次に掲げる事項

(vi) the case falling under Article 50-2, paragraph (1), item (vi) of the Act: the following matters:

イ 承継先の商号又は名称

(a) the trade name or name of the successor; and

ロ 分割の年月日及び理由

(b) the date of and reasons for the split;

七 法第五十条の二第一項第七号に該当する場合 次に掲げる事項

(vii) the cases falling under Article 50-2, paragraph (1), item (vii) of the Act: the following matters:

イ 譲渡先の商号、名称又は氏名

(a) the trade name or name of the transferee; and

ロ 譲渡の年月日及び理由

(b) the date of and reasons for the transfer.

2 前項の届出書には、次の各号に掲げる場合の区分に応じ、当該各号に定める書類を添付しなければならない。

(2) The documents listed in the following items must be attached to the written

notification set forth in the preceding paragraph, in accordance with the categories of the cases set forth respectively therein:

一 法第五十条の二第一項第一号又は第二号に該当する場合 次に掲げる書類

(i) the case falling under Article 50-2, paragraph (1), item (i) or (ii) of the Act: the following documents:

イ 最近の日計表

(a) the latest daily accounts sheet; and

ロ 顧客に対する債権債務の清算の方法を記載した書面

(b) the document stating the means of settling the claims and obligations held against customers;

二 法第五十条の二第一項第三号に該当する場合 次に掲げる書類

(ii) the case falling under Article 50-2, paragraph (1), item (iii) of the Act: the following documents:

イ 合併契約の内容及び合併の手続を記載した書面

(a) the document stating the contents of the merger agreement and the procedures for the merger; and

ロ 顧客に対する債権債務の合併後存続する法人への承継方法を記載した書面

(b) the document stating the means of transferring the claims and obligations held against customers to the corporation surviving the merger;

三 法第五十条の二第一項第四号に該当する場合 次に掲げる書類

(iii) the case falling under Article 50-2, paragraph (1), item (iv) of the Act: the following documents:

イ 破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(a) a copy of the written judgment on an order for the commencement of bankruptcy proceedings, or a document stating the details of the order for the commencement of bankruptcy proceedings; and

ロ 顧客に対する債権債務の清算の方法を記載した書面

(b) the document stating the means of settling the claims and obligations held against customers;

四 法第五十条の二第一項第五号に該当する場合 顧客に対する債権債務の清算の方法を記載した書面

(iv) the case falling under Article 50-2, paragraph (1), item (v) of the Act: the document stating the means of settling the claims and obligations held against customers.

五 法第五十条の二第一項第六号に該当する場合 次に掲げる書類

(v) the case falling under Article 50-2, paragraph (1), item (vi) of the Act: the following documents:

イ 新設分割計画又は吸収分割契約の内容及び分割の手続を記載した書面

(a) the document stating the contents of the incorporation-type split plan or the absorption-type split agreement, and the procedures for the split; and

ロ 顧客に対する債権債務の承継先への引継ぎ方法を記載した書面

(b) the document stating the means of transferring the claims and obligations held against customers to the successor;

六 法第五十条の二第一項第七号に該当する場合 次に掲げる書類

(vi) the case falling under Article 50-2, paragraph (1), item (vii) of the Act: the following documents:

イ 事業譲渡契約の内容を記載した書面

(a) the document stating the details of the business transfer contract; and

ロ 顧客に対する債権債務の譲渡先への引継ぎ方法を記載した書面

(b) the document stating the means of transferring the claims and obligations held against customers to the transferee.

(廃業等の公告等)

(Public Notice on Discontinuation of Business)

第二百五条 法第五十条の二第六項の規定による公告は、官報又は時事に関する事項を掲載する日刊新聞紙（金融商品取引業者等が法人である場合には、当該法人における公告の方法（公告の期間を含む。））により行うものとする。

Article 205 (1) The public notice under Article 50-2, paragraph (6) of the Act is to be given by means of publication in the Official Gazette or in a daily newspaper that publishes matters on current affairs (in cases when the Financial Instruments Business Operator, etc. is a corporation, by means of giving public notice for such corporation (including the period of the public notice)).

2 法第五十条の二第六項の規定による公告及び営業所又は事務所での掲示には、同条第八項に規定する顧客取引の終了の方法並びに金融商品取引業等（投資助言・代理業を除く。）に関し顧客から預託を受けた財産及びその計算において当該金融商品取引業者等が占有する財産の返還の方法を示すものとする。

(2) When giving and posting the public notice at the business office or any other office pursuant to the provisions of Article 50-2, paragraph (6) of the Act, the means for the completion of the customer's transactions as set forth in paragraph (8) of that Article, and the means for the restitution of property deposited by the customers in connection the Financial Instruments Business, etc. (excluding Investment Advisory and Agency Business) or property possessed by the Financial Instruments Business Operator, etc. on the customers' account are to be indicated.

3 法第五十条の二第七項に規定する届出書には、次に掲げる事項を記載するものとする。

(3) The following matters are to be stated in a written notification set forth in Article 50-2, paragraph (7) of the Act:

一 商号、名称又は氏名

(i) the trade name or name;

二 登録年月日及び登録番号

(ii) the registration date and the registration number;

三 該当事由

(iii) the grounds on which the notification was filed; and

四 該当事由の発生予定年月日

(iv) the scheduled day when the grounds for filing the notification will occur.

4 前項の届出書には、第二項に規定する方法を記載した書面を添付するものとする。

(4) A document stating the means provided in paragraph (2) is to be attached to the written notification set forth in the preceding paragraph.

(所在不明者の公告)

(Public Notice for Persons Whose Whereabouts Are Unidentifiable)

第二百六条 法第五十二条第四項及び法第五十二条の二第三項の規定による公告は、官報により行うものとする。

Article 206 The public notice prescribed in Article 52, paragraph (4) and Article 52-2, paragraph (3) of the Act is to be given by means of publication in the Official Gazette.

(監督処分公告)

(Public Notice of Supervisory Dispositions)

第二百七条 法第五十四条の二（登録金融機関にあつては、同条第二号を除く。）の規定による公告は、官報により行うものとする。

Article 207 The public notice prescribed in Articles 54-2 of the Act (in the case of a Registered Financial Institution, excluding item (ii) of that Article) is to be given by means of publication in the Official Gazette.

(資産の国内保有)

(Retention of Assets in Japan)

第二百八条 令第十七条の二に規定する負債の額は、貸借対照表の負債の部に計上されるべき負債の額（保証債務の額を含む。）から非居住者に対する債務の額を控除して算定するものとする。

Article 208 The amount of the liabilities prescribed in Article 17-2 of the Order is the amount of the liabilities to be inserted into the liability section of the balance sheet (including the amount of the guarantee obligation), less the amount of the obligations held against Non-Residents.

#### 第四節の二 特別金融商品取引業者等に関する特則

#### Section 4-2 Special Provisions on Special Financial Instruments

##### Business Operators

##### 第一款 特別金融商品取引業者

##### Subsection 1 Special Financial Instruments Business Operators

**(Articles 208-2 – 208-17)**

(総資産の額の算出)

(Calculation of Total Asset Value)

第二百八条の二 法第五十七条の二第一項の規定により算出する総資産の額は、貸借対照表の資産の部に計上されるべき金額を合計して算出するものとする。

Article 208-2 The total asset value calculated pursuant to the provisions of Article 57-2, paragraph (1) of the Act is to be calculated by totaling the amounts to be recorded in the assets section of the balance sheet.

(届出日から起算して一月以内に提出することが困難である書類等)

(Documents That Are Difficult to Submit within One Month from the Notification Date)

第二百八条の三 令第十七条の二の三第一項に規定する内閣府令で定めるものは、第二百八条の五第二号に掲げる様式に定める事項を記載した書類とする。

Article 208-3 (1) Those provided for by Cabinet Office Order prescribed in Article 17-2-3, paragraph (1) of the Order are the documents stating the matters specified in the Form listed in Article 208-5, item (ii).

2 親会社（法第五十七条の二第八項に規定する親会社をいう。以下この節において同じ。）が外国会社である特別金融商品取引業者は、令第十七条の二の三第一項ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

(2) When a Special Financial Instruments Business Operator of which the Parent Company (meaning the Parent Company prescribed in Article 57-2, paragraph (8) of the Act; hereinafter the same applies in this Section) is a Foreign Company intends to obtain the approval set forth in the proviso to Article 17-2-3, paragraph (1) of the Order, a written application for approval stating the following particulars must be submitted to the Commissioner of the Financial Services Agency:

一 商号

(i) the trade name;

二 登録年月日及び登録番号

(ii) the registration date and the registration number;

三 当該親会社の商号又は名称

(iii) the trade name or name of the Parent Company;

四 令第十七条の二の三第一項に規定する書類の提出に関し当該承認を受けようとする期間

(iv) the period to obtain the approval in relation to the submission of the documents prescribed in Article 17-2-3, paragraph (1) of the Order;

五 届出日（法第五十七条の二第二項に規定する届出日をいう。以下この節において同じ。）



(v) Notification Date (meaning the Notification Date prescribed in Article 57-2, paragraph (2) of the Act; hereinafter the same applies in this Section); and  
六 令第十七条の二の三第一項に規定する書類の提出に関し当該承認を必要とする理由

(vi) reasons why the approval is necessary on the submission of the documents prescribed in Article 17-2-3, paragraph (1) of the Order.

3 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(3) The following documents must be attached to the written application for approval set forth in the preceding paragraph:

一 当該親会社の定款又はこれに代わる書面

(i) the articles of incorporation of the Parent Company, or any other document in lieu thereof;

二 前項第六号の理由が当該親会社の本国の法令又は慣行によるものである場合には、当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) in cases when the reason set forth in item (vi) of the preceding paragraph is due to the laws and regulations or practices of the state of the Parent Company, the letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to the laws and regulations or practices set forth in the written application for approval, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion; and

三 前項第六号の理由が当該親会社の本国の法令又は慣行によるものである場合以外の場合には、当該理由を証する書面

(iii) in cases when the reason set forth in item (vi) of the preceding paragraph is due to the laws and regulations or practices of the state of the Parent Company, a document proving the reason.

4 金融庁長官は、第二項の承認の申請があった場合において、当該特別金融商品取引業者が、当該親会社の本国の法令又は慣行その他やむを得ない理由により、届出日から起算して三月以内に令第十七条の二の三第一項に規定する書類を提出することができないと認められるときは、同項ただし書の承認をするものとする。

(4) In cases when the approval set forth in paragraph (2) is applied, when it is found that the Special Financial Instruments Business Operator cannot submit the documents prescribed in Article 17-2-3, paragraph (1) of the Order within three months from the Notification Date due to the laws and regulations or practices of the state of the Parent Company and other unavoidable reasons, the Commissioner of the Financial Service Agency is to grant the approval set forth in that paragraph.

(親会社に係る記載事項)

(Matters to Be Stated Pertaining to the Parent Company)

第二百八条の四 法第五十七条の二第二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 208-4 The matters provided for by Cabinet Office Order prescribed in Article 57-2, paragraph (2), item (i) of the Act are the following matters:

一 資本金の額又は出資の総額

(i) the amount of stated capital or the total amount of investment;

二 本店又は主たる事務所（外国会社にあつては、国内に事務所があるときは、国内における主たる事務所を含む。）の名称及び所在地

(ii) the name and location of its head office or principal office (in the case of a Foreign Company, when it has an office in Japan, including its principal office in Japan); and

三 事業の内容

(iii) content of business.

(親会社及びその子法人等の業務及び財産の状況を記載した書類)

(Documents Stating the Business and Financial Status of the Parent Company and Its Subsidiary Corporations)

第二百八条の五 法第五十七条の二第二項第二号に掲げる書類は、次に掲げる様式に定める事項を記載して作成するものとする。

Article 208-5 The documents listed in Article 57-2, paragraph (2), item (ii) of the Act are to be prepared by stating the matters specified in the following Forms:

一 別紙様式第十七号の二

(i) Appended Form No. 17-2; and

二 別紙様式第十七号の三

(ii) Appended Form No. 17-3.

(経営管理又は資金調達に関する支援の内容及び方法を記載した書類)

(Documents Stating the Content and Means of Business Management or Funding)

第二百八条の六 法第五十七条の二第二項第四号に掲げる書類は、次に掲げる事項を記載して作成するものとする。

Article 208-6 The documents listed in Article 57-2, paragraph (2), item (iv) of the Act are to be prepared by stating the following particulars:

一 経営管理の内容及び方法として次に掲げる事項

(i) the following matters listed as the content and means of business management:

イ 経営管理を行っている親会社の商号又は名称

(a) the trade name or name of the Parent Company conducting business management;

ロ 経営管理の方法

(b) the business management means;

ハ 経営管理に係る体制

(c) the system pertaining to the business management; and

ニ 当該親会社の役員又は使用人が当該特別金融商品取引業者の役員を兼ねるときは、その氏名並びに当該親会社及び当該特別金融商品取引業者における役職名及び就任年月日

(d) when an Officer or Employee of the Parent Company serves concurrently as an officer of the Special Financial Instruments Business Operator, its name and the title and date of assumption of office in the Parent Company and the Special Financial Instruments Business Operator;

二 資金調達に関する支援の内容及び方法として次に掲げる事項

(ii) the following matters listed as the content and means of the assistance related to the funding:

イ 資金調達に関する支援の方針及び方法

(a) the policy and means of the assistance related to funding; and

ロ 資金調達に関する支援の実施基準

(b) the standards for implementing assistance related to funding.

(届出日以後親会社があることとなった日から起算して一月以内に提出することが困難である書類等)

(Documents That It Is Difficult to Submit within One Month from the Day of Coming to Have a Parent Company after the Notification Date)

第二百八条の七 第二百八条の三第一項の規定は令第十七条の二の三第二項に規定する内閣府令で定めるものについて、第二百八条の三第二項から第四項までの規定は親会社が外国会社である特別金融商品取引業者が令第十七条の二の三第二項ただし書の承認を受けようとする場合について、それぞれ準用する。この場合において、第二百八条の三第二項第五号中「同じ。）」とあるのは「同じ。）」以後親会社があることとなった日」と、同条第四項中「届出日」とあるのは「届出日以後親会社があることとなった日」と読み替えるものとする。

Article 208-7 The provisions of Article 208-3, paragraph (1) apply mutatis mutandis to the matters provided for by Cabinet Office Order prescribed by Article 17-2-3, paragraph (2) of the Order; and the provisions of Article 208-3, paragraphs (2) through (4) apply mutatis mutandis to cases when a Special Financial Instruments Business Operator of which Parent Company is a Foreign Company, intends to obtain approval set forth in the proviso to Article 17-2-3, paragraph (2) of the Order, respectively. In this case, the phrase "Notification Date (meaning the Notification Date prescribed in Article 57-2, paragraph (2) of the Act; hereinafter the same applies in this Section)" as used in Article 208-3, paragraph (2), item (v) is deemed to be replaced with "The day when it comes to have a Parent Company after the Notification Date (meaning the Notification Date prescribed in Article 57-2, paragraph (2) of the Act;

hereinafter the same applies in this Section)"; and the phrase "Notification Date" as used in paragraph (4) of that Article is deemed to be replaced with "the day when it comes to have a Parent Company after the Notification Date" respectively.

(親会社に係る書類の変更の届出を要しないもの)

**(Documents Pertaining to a Parent Company Exempted from Notification of Change)**

第二百八条の八 法第五十七条の二第四項に規定する内閣府令で定めるものは、同条第二項第三号及び第四号に掲げる書類とする。

Article 208-8 Documents provided for by Cabinet Office Order prescribed in Article 57-2, paragraph (4) are the documents listed in paragraph (2), items (iii) and (iv) of that Article.

(親会社に係る書類の変更の届出)

**(Notification of Change of Documents Pertaining to a Parent Company)**

第二百八条の九 法第五十七条の二第四項の規定により届出を行う特別金融商品取引業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、同条第二項第一号、第三号又は第四号に掲げる書類（内容に変更のあるものに限る。）を添付して、金融庁長官に提出しなければならない。

Article 208-9 A Special Financial Instruments Business Operator that submits a notification pursuant to the provisions of Article 57-2, paragraph (4) of the Act, must attach the documents listed in paragraph (2), item (i), (iii), or (iv) of that Article (limited to the documents with changes in content) to a notification stating the content of the change, change date, and reasons for the change and submit them to the Commissioner of the Financial Service Agency.

(親会社及びその子法人等の業務及び財産の状況を記載した書類等)

**(Documents Stating the Business and Financial Status of the Parent Company and Its Subsidiary Corporation)**

第二百八条の十 法第五十七条の二第五項に規定する書類は、次に掲げる様式に定める事項を記載して作成するものとする。

Article 208-10 (1) The documents prescribed in Article 57-2, paragraph (5) of the Act are to be prepared by stating the matters specified in the following Forms:

一 別紙様式第十七号の二

(i) Appended Form No. 17-2; and

二 別紙様式第十七号の三

(ii) Appended Form No. 17-3.

2 法第五十七条の二第五項に規定する内閣府令で定めるものは、前項各号に掲げる様式に定める事項を記載した書類とする。

(2) Those provided for by Cabinet Office Order prescribed in Article 57-2,

paragraph (5) of the Act are documents stating the matters specified in the Forms listed in items of the preceding paragraph.

(四半期経過後一月以内に提出することが困難である書類等)

(Documents That It Is Difficult to Submit within One Month after the End of the Quarter)

第二百八条の十一 令第十七条の二の三第三項に規定する内閣府令で定めるものは、前条第一項第二号に掲げる様式に定める事項を記載した書類とする。

Article 208-11 (1) Those provided for by Cabinet Office Order as prescribed in Article 17-2-3, paragraph (3) of the Order are the documents stating the matters specified in the Forms listed in paragraph (1), item (ii) of the preceding Article.

2 親会社が外国会社である特別金融商品取引業者は、令第十七条の二の三第三項ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

(2) When a Special Financial Instruments Business Operator of which the Parent Company is a Foreign Company, intends to obtain the approval set forth in the proviso to Article 17-2-3, paragraph (3) of the Order, it must submit to the Commissioner of the Financial Service Agency a written application for approval stating the following particulars:

一 商号

(i) the trade name;

二 登録年月日及び登録番号

(ii) the registration date and the registration number;

三 当該親会社の商号又は名称

(iii) the trade name or name of the Parent Company;

四 令第十七条の二の三第三項に規定する書類の提出に関し当該承認を受けようとする期間

(iv) the period to obtain the approval in relation to the submission of the documents prescribed in Article 17-2-3, paragraph (3) of the Order; and

五 令第十七条の二の三第三項に規定する書類の提出に関し当該承認を必要とする理由

(v) reasons why the approval is necessary on the submission of the documents prescribed in Article 17-2-3, paragraph (3) of the Order.

3 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(3) The following documents must be attached to the written application for approval set forth in the preceding paragraph:

一 当該親会社の定款又はこれに代わる書面

(i) the articles of incorporation of the Parent Company, or any other document in lieu thereof;

二 前項第五号の理由が当該親会社の本国の法令又は慣行によるものである場合には、

当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) in cases when the reason set forth in item (v) of the preceding paragraph is due to the laws and regulations or practices of the state of the Parent Company, a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to the laws and regulations or practices set forth in the written application for approval, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion; and

三 前項第五号の理由が当該親会社の本国の法令又は慣行によるものである場合以外の場合には、当該理由を証する書面

(iii) in cases when the reason set forth in item (v) of the preceding paragraph is due to the laws and regulations or practices of the state of the Parent Company, a document proving the reason.

4 金融庁長官は、第二項の承認の申請があった場合において、当該特別金融商品取引業者が、当該親会社の本国の法令又は慣行その他やむを得ない理由により、四半期（法第四十六条の六第三項に規定する四半期をいう。以下この条及び第二百八条の十四において同じ。）経過後三月以内に令第十七条の二の三第三項に規定する書類を提出することができないと認められるときは、当該申請のあった日の属する四半期（その日が四半期開始後三月以内（直前四半期に係る当該書類の提出に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前四半期）から当該申請に係る第二項第五号の理由について消滅又は変更があることとなる日の属する四半期の直前四半期までの四半期に係る当該書類について、令第十七条の二の三第三項ただし書の承認をするものとする。

(4) In cases when the approval set forth in paragraph (2) is applied, when it is found that the Special Financial Instruments Business Operator cannot submit the documents prescribed in Article 17-2-3, paragraph (3) of the Order within three months after the end of the quarter (meaning the quarter prescribed in Article 46-6, paragraph (3) of the Act; hereinafter the same applies in this Article and Article 208-14) due to the laws and regulations or practices of the state of the Parent Company and other unavoidable reasons, the Commissioner of the Financial Service Agency is to grant the approval set forth in the proviso to Article 17-2-3, paragraph (3) of the Order with regard to the documents pertaining to the quarter for the period from the quarter containing the day when the application is made (in cases when the day is within three months (in cases when the approval has been obtained for the submission of the documents pertaining to the quarter immediately prior to the quarter in question, within the approved period) after the quarter starts, a quarter immediately prior to the quarter in question) until the quarter immediately prior to the quarter containing the day when the reason set forth in paragraph

(2), item (v) pertaining to the application ceases or changes.

5 金融庁長官は、前項の特別金融商品取引業者が毎四半期経過後三月以内に次に掲げる事項（第二号に掲げる事項にあつては、第二項第五号の理由が当該親会社の本国の法令又は慣行によるものである場合に限る。）を記載した書類を金融庁長官に提出することを条件として、令第十七条の二の三第三項ただし書の承認をするものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(5) The Commissioner of the Financial Service Agency is to grant the approval set forth in the proviso to Article 17-2-3, paragraph (3) of the Order on the condition that the Special Financial Instruments Business Operator set forth in the preceding paragraph submits to the Commissioner of the Financial Service Agency the documents stating the following particulars (with regard to the matters listed in item (ii), limited to cases when the reason set forth in paragraph (2), item (v) is due to the laws and regulations or practices of the state of the Parent Company) within three months after the end of every quarter; provided, however, that with regard to the matters listed in item (ii), in cases when they are the same content as the matters stated in any document submitted within five years before submission of those documents, the matters may not be stated:

一 当該四半期中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) the fact that the reason for application pertaining to the approval has not ceased or changed during the quarter; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert related to the matters listed in the preceding item and a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(事業報告書)

(Business Reports)

第二百八条の十二 法第五十七条の三第一項の規定により特別金融商品取引業者が提出する事業報告書は、別紙様式第十七号の四により作成しなければならない。

Article 208-12 (1) The Business Report submitted by a Special Financial Instruments Business Operator pursuant to the provisions of Article 57-3, paragraph (1) of the Act must be prepared in accordance with Appended Form No. 17-4.

2 特別金融商品取引業者は、前項の事業報告書を作成する場合には、一般に公正妥当と認められる企業会計の慣行に従うものとする。

(2) In cases of preparing the Business Report set forth in the preceding paragraph, a Special Financial Instruments Business Operator is to be in

compliance with the business accounting standards that are generally accepted as fair and appropriate.

(説明書類の記載事項)

(Matters to Be Stated in Explanatory Documents)

第二百八条の十三 法第五十七条の四に規定する内閣府令で定めるものは、次に掲げる事項とする。

Article 208-13 Those provided for by Cabinet Office Order as prescribed in Article 57-4 of the Act are the following matters:

一 特別金融商品取引業者及びその子法人等（法第五十七条の四の説明書類の内容に重要な影響を与えない子法人等を除く。以下この条において同じ。）の概況に関する次に掲げる事項

(i) the following matters related to the outline of a Special Financial Instruments Business Operator and its Subsidiary Corporations, etc. (excluding Subsidiary Corporations, etc. that have no critical impact on the content of the explanatory documents set forth in Article 57-4 of the Act; hereinafter the same applies in this Article):

イ 特別金融商品取引業者の商号、登録年月日及び登録番号並びに届出日

(a) the trade name of the Special Financial Instruments Business Operator, the registration date and the registration number, and Notification Date;

ロ 特別金融商品取引業者及びその子法人等の主要な事業の内容及び組織の構成

(b) the content of major business and structure of the organization of the Special Financial Instruments Business Operator and its Subsidiary Corporations, etc.; and

ハ 特別金融商品取引業者の子法人等に関する次に掲げる事項

(c) the following matters related to the Special Financial Instruments Business Operator and its Subsidiary Corporations, etc.:

(1) 商号又は名称

1. the trade name or name;

(2) 本店又は主たる事務所の所在地

2. the location of its head office or principal office;

(3) 資本金の額、基金の総額又は出資の総額

3. the amount of stated capital, the total amount of the fund, or the total amount of investment;

(4) 事業の内容

4. content of the business;

(5) 特別金融商品取引業者が保有する子法人等の議決権の数が、当該子法人等の総株主等の議決権の数に占める割合

5. the percentage of the number of voting rights of a Subsidiary Corporation, etc. held by the Special Financial Service Agency relative to the number of voting rights held by all shareholders, etc. of the



Subsidiary Corporation, etc.; and

(6) 特別金融商品取引業者及びその一の子法人等以外の子法人等が保有する当該一の子法人等の議決権の数が、当該一の子法人等の総株主等の議決権の数に占める割合

6. the percentage of the number of the voting rights of a Subsidiary Corporation, etc. of the Special Financial Service Agency held by the Special Financial Service Agency and its Subsidiary Corporations, etc. other than that Subsidiary Corporation, etc. relative to the number of voting rights held by all shareholders, etc. of that Subsidiary Corporation, etc.;

二 特別金融商品取引業者及びその子法人等の業務の状況に関する次に掲げる事項

(ii) the following matters related to the business status of the Special Financial Service Agency and its Subsidiary Corporation, etc.:

イ 直近の事業年度における業務の概要

(a) outline of the business in the immediate business year; and

ロ 直近の三連結会計年度（次号イに掲げるものの作成に係る期間をいう。以下この条及び第二百八条の二十六において同じ。）における業務の状況を示す指標として次に掲げる事項

(b) the following matters listed as indicators of business status in the immediate three consecutive fiscal years (meaning the period pertaining to the preparation of the matters listed in (a) of the following item; hereinafter the same applies in this Article and Article 208-26):

(1) 営業収益及び純営業収益

1. the operating profit and net operating profit;

(2) 経常利益又は経常損失

2. the ordinary profit or ordinary loss;

(3) 親会社株主に帰属する当期純利益又は親会社株主に帰属する当期純損失

3. the net profit for the current year or the net loss for the current year attributable to shareholders of the parent company;

(4) 包括利益

4. comprehensive income;

(5) 純資産額

5. the amount of net assets

(6) 総資産額

6. the amount of total assets; and

(7) 各連結会計年度終了の日における連結自己資本規制比率（法第五十七条の五第一項に規定する自己資本の充実の状況が適当であるかどうかの基準に係る算式により得られる比率をいう。次号へにおいて同じ。）

7. the consolidated Capital Adequacy Ratio as of the end of each consolidated fiscal year (meaning the ratio obtained by the formula pertaining to the standard as to whether the adequacy of equity capital

as prescribed in Article 57-5, paragraph (1) of the Act is appropriate;  
the same applies in (f) of the following item);

三 特別金融商品取引業者及びその子法人等の直近の二連結会計年度における財産の状況に関する事項として次に掲げるもの

(iii) the following matters listed as the matters related to the property status of the Special Financial Instruments Business Operator and its Subsidiary Corporation, etc. in the immediate two consolidated fiscal years:

イ 連結貸借対照表（関連する注記を含む。）、連結損益計算書（関連する注記を含む。）及び連結包括利益計算書（関連する注記を含む。）又は連結損益及び包括利益計算書（関連する注記を含む。）並びに連結株主資本等変動計算書（関連する注記を含む。）

(a) consolidated balance sheet (including relevant notes), consolidated profit and loss statement (including relevant notes), and consolidated comprehensive income statement (including relevant notes) or consolidated profit and loss and comprehensive income statement (including relevant notes), and consolidated statements of changes in net assets (including relevant notes);

ロ 各連結会計年度終了の日における次に掲げる事項

(b) the following matters as of the last day of each consolidated business year:

(1) 借入金の主要な借入先及び借入金額

1. the major lenders of money, and the borrowed amount;

(2) 保有する有価証券（トレーディング商品（連結貸借対照表の科目のトレーディング商品をいう。（3）において同じ。）に属するものとして経理された有価証券を除く。）の取得価額、時価及び評価損益

2. the acquisition value, the market value, and the loss or gain on valuation of the Securities held (excluding the Securities treated as falling under the categories of trading products for accounting purposes (meaning trading products from among the items of the consolidated balance sheet; the same applies in 3.)); and

(3) デリバティブ取引（トレーディング商品に属するものとして経理された取引を除く。）の契約価額、時価及び評価損益

3. the contract value, the market value, and the loss or gain on valuation of the Derivative Transactions (excluding the transactions treated as falling under the category of trading products for purpose of accounting);

ハ 特別金融商品取引業者及びその子会社等（令第十五条の十六の二第二項に規定する子会社等をいい、法第五十七条の四の説明書類の内容に重要な影響を与えないものを除く。）が二以上の異なる種類の事業を行っている場合の事業の種類ごとの区分に従い、当該区分に属する営業収益及び純営業収益、経常利益又は経常損失並びに資産（ハにおいて「営業収益等」という。）の額として算出したもの

- (各営業収益等の額の営業収益等の総額に占める割合が少ない場合を除く。)
- (c) in cases when the Special Financial Service Agency and its Subsidiary Corporation, etc. (meaning the Subsidiary Corporation, etc. prescribed in Article 15-16-2, paragraph (2) of the Order, and excluding those have no important impact on the content of the explanatory documents set forth in Article 57-4 of the Act) engage in two or more different types of businesses, those calculated as the amount of operating profit, net operating profit, ordinary profit or ordinary loss and the amount of assets (these are collectively referred to as "Operating Profit, etc." in (c)) (excluding cases when the ratio of the amount of each Operating Profit, etc. to total amount of Operating Profit, etc. is small) in accordance with the category of the business type;
- ニ イに掲げる書類について会社法第四百四十四条第四項の規定に基づき会計監査人の監査を受けている場合には、その旨
- (d) in cases when the document specified in (a) has been audited by an accounting auditor pursuant to the provisions of Article 444, paragraph (4) of the Companies Act, to that effect;
- ホ イに掲げる書類について法第百九十三条の二の規定に基づき公認会計士又は監査法人の監査証明を受けている場合には、その旨
- (e) in cases when an audit certification has been provided by a certified public accountant or an auditing firm with regard to the documents specified in (a) pursuant to the provisions of Article 193-2 of the Act, to that effect; and
- へ 経営の健全性の状況（法第五十七条の五第二項に規定する経営の健全性の状況をいい、連結自己資本規制比率に係るものを除く。）
- (f) Integrity of Management (meaning the Integrity of Management prescribed in Article 57-5, paragraph (2) of the Act, and excluding those pertaining to the consolidated Capital Adequacy Ratio).

(説明書類の縦覧)

**(Public Inspection of Explanatory Documents)**

第二百八条の十三の二 法第五十七条の四の規定により特別金融商品取引業者が説明書類をインターネットの利用その他の方法により公表する場合には、投資者が常に容易に閲覧することができるよう公表しなければならない。

Article 208-13-2 When a Special Financial Instruments Business Operator publicizes explanatory documents by the use of the internet and other means pursuant to Article 57-4 of the Act, it must do so in a way which allows easy access by investors any time.

(経営の健全性の状況を記載した書面の届出)

**(Submission of Documents Stating the Integrity of Management)**

第二百八条の十四 法第五十七条の五第二項の規定による届出は、毎四半期経過後五十日以内に、第一百八十条第二項及び第三項の規定に準じて記載した書面を金融庁長官に提出してしなければならない。

Article 208-14 With regard to the notification pursuant to the provisions of Article 57-5, paragraph (2) of the Act, a document stated in accordance with the provisions of Article 180, paragraphs (2) and (3) must be submitted to the Commissioner of the Financial Service Agency within fifty days after the end of every quarter.

(経営の健全性の状況を記載した書面の縦覧)

(Public Inspection of Documents Stating the Integrity of Management)

第二百八条の十五 法第五十七条の五第三項の規定による備え置き及び公衆の縦覧は、第一百八十条第二項及び第三項の規定に準じて記載した書面によりしなければならない。

Article 208-15 The documents to be kept and made available for public inspection pursuant to the provisions of Article 57-5, paragraph (3) of the Act must be provided by the document stated in accordance with the provisions of Article 180, paragraphs (2) and (3).

(監督処分公告)

(Public Notice of Supervisory Measures)

第二百八条の十六 法第五十七条の七の規定による公告は、官報により行うものとする。

Article 208-16 The public notice pursuant to Article 57-7 of the Act is to be made in an Official Gazette.

(親会社等となる者)

(Persons Which Fall Under the Category of Parent Company)

第二百八条の十七 法第五十七条の十第二項に規定する内閣府令で定めるものは、第三十八条の三に定めるものとする。

Article 208-17 Those provided for by Cabinet Office Order prescribed in Article 57-10, paragraph (2) of the Act are those specified in Article 38-3.

## 第二款 指定親会社

### Subsection 2 Designated Parent Companies

(経営管理又は資金調達に関する支援の内容及び方法)

(Content and Means of Assistance Related to Business Management and Funding)

第二百八条の十八 法第五十七条の十三第一項第六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 208-18 The matters provided for by Cabinet Office Order as prescribed in Article 57-13, paragraph (1), item (vi) of the Act are the following matters:

一 経営管理の内容及び方法として次に掲げる事項

(i) the following matters listed as the content and means of business management:

イ 経営管理の方法

(a) the business management means;

ロ 経営管理に係る体制

(b) the system pertaining to the business management; and

ハ 当該指定親会社の役員又は使用人が対象特別金融商品取引業者の役員を兼ねるときは、当該役員の氏名並びに当該指定親会社及び当該対象特別金融商品取引業者における役職名及び就任年月日

(c) when an Officer or Employee of the Designated Parent Company serves concurrently as an Officer of the Subject Special Financial Instruments Business Operator, its name and the title and the date of assumption of the office in the Designated Parent Company and the Subject Special Financial Instruments Business Operator;

二 資金調達に関する支援の内容及び方法として次に掲げる事項

(ii) the following matters listed as the content and means of assistance related to funding:

イ 資金調達に関する支援の方針及び方法

(a) the policy and means of assistance related to funding; and

ロ 資金調達に関する支援の実施基準

(b) standards for implementing assistance related to funding.

(指定親会社による書類の記載事項)

(Matters to Be Stated in the Documents by the Designated Parent Company)

第二百八条の十九 法第五十七条の十三第一項第七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 208-19 The matters provided for by Cabinet Office Order as prescribed in Article 57-13, paragraph (1), item (vii) of the Act are the following matters:

一 事業の内容

(i) content of the business;

二 当該指定親会社が保有する対象特別金融商品取引業者の議決権の数が、当該対象特別金融商品取引業者の総株主等の議決権の数に占める割合

(ii) the percentage of the number of voting rights of a Subject Special Financial Instruments Business Operator held by the Designated Parent Company relative to the number of voting rights held by all shareholders, etc. of the Subject Special Financial Instruments Business Operator; and

三 当該指定親会社及びその一の対象特別金融商品取引業者以外の子法人等が保有する当該一の対象特別金融商品取引業者の議決権の数が、当該一の対象特別金融商品取引業者の総株主等の議決権の数に占める割合

(iii) the percentage of the number of the voting rights of a Subject Special

Financial Instruments Business Operator of the Designated Parent Company held by the Designated Parent Company and its Subsidiary Corporations, etc. other than that Subject Special Financial Instruments Business Operator relative to the number of voting rights held by all shareholders, etc. of that Subject Special Financial Instruments Business Operator.

(指定親会社による書類の添付書類)

(Documents to Be Attached to the Documents by the Designated Parent Company)

第二百八条の二十 法第五十七条の十三第二項第二号に掲げる書類は、次に掲げる書類とする。

Article 208-20 The documents listed in Article 57-13, paragraph (2), item (ii) of the Act are the following documents:

一 業務に係る人的構成及び組織等の業務執行体制を記載した書面

(i) the documents stating the system for conducting business, such as its structure of personnel and the organizational structure pertaining to the business;

二 役員の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）

(ii) the resumes of the Officers (in cases when any of the Officers is a corporation, the document containing the background of the Officer);

三 役員の住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面

(iii) the extracts of the certificates of residence of the Officers (in cases when any of the Officers is a corporation, the certificate of registered matters of the Officer), or any other document in lieu thereof;

四 役員の婚姻前の氏名を当該役員の氏名に併せて法第五十七条の十三第一項の書類に記載した場合において、前号に掲げる書類が当該役員の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(iv) if the name of an Officer that was used before marriage is stated together with the current name of the Officer in a document under Article 57-13, paragraph (1) of the Act, and the document specified in the preceding item is not a document certifying the Officer's name used before marriage, a document certifying the name before marriage;

五 役員が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

(v) the certificates issued by a public agency evidencing that none of the Officers falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof;

六 役員が法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員が誓約する書面

(vi) documents in which the Officer pledges that the Officer does not fall under

any of Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act; and  
七 子法人等の状況として次に掲げる事項を記載した書類

(vii) the documents stating the following particulars as the status of Subsidiary Corporations, etc.:

イ 商号又は名称

(a) the trade name or name;

ロ 資本金の額、基金の総額又は出資の総額

(b) the amount of the stated capital, the total amount of the fund, or the total amount of investment;

ハ 本店又は主たる事務所の所在地

(c) the location of its head office or principal office;

ニ 事業の内容

(d) content of the business;

ホ 当該指定親会社が保有する子法人等の議決権の数が、当該子法人等の総株主等の議決権の数に占める割合

(e) the percentage of the number of voting rights of a Subsidiary Corporation, etc. held by the Designated Parent Company relative to the number of voting rights held by all shareholders, etc. of the Subsidiary Corporation, etc.; and

ヘ 当該指定親会社及びその一の子法人等以外の子法人等が保有する当該一の子法人等の議決権の数が、当該一の子法人等の総株主等の議決権の数に占める割合

(f) the percentage of the number of the voting rights of a Subsidiary Corporation, etc. of the Designated Parent Company held by the Designated Parent Company and its Subsidiary Corporations, etc. other than that Subsidiary Corporation, etc. relative to the number of voting rights held by all shareholders, etc. of that Subsidiary Corporation, etc.

(電磁的記録)

(Electronic or Magnetic Records)

第二百八条の二十一 法第五十七条の十三第三項に規定する内閣府令で定める電磁的記録は、次に掲げる構造のいずれかに該当するものとする。

Article 208-21 (1) The Electronic or Magnetic Records provided for by Cabinet Office Order as prescribed in Article 57-13, paragraph (3) of the Act must have a structure specified in the following:

一 日本工業規格X六二二三に適合する九十ミリメートルフレキシブルディスクカートリッジ

(i) a 90mm flexible magnetic disc cartridge conforming to JIS X6223;

二 日本工業規格X〇六〇六及びX六二八二に適合する直径百二十ミリメートルの光ディスク

(ii) a 120mm optical disc conforming to JIS X0606 and X6282.

2 前項第一号の電磁的記録への記録は、次に掲げる方式に従ってしなければならない。

(2) Entry onto the Electronic or Magnetic Record set forth item (i) of the preceding paragraph must be completed in accordance with the following means:

- 一 トラックフォーマットについては、日本工業規格 X 六二二五に規定する方式  
(i) with regard to the track format, the means designated by JIS X6225; and
- 二 ボリューム及びファイル構成については、日本工業規格 X 〇六〇五に規定する方式  
(ii) with regard to volume and file configuration, the means designated by JIS X0605.

3 第一項の電磁的記録には、次に掲げる事項を記載しなければならない。

(3) With regard to the Electronic or Magnetic Record set forth in paragraph (1), a document containing the following matters must be affixed:

- 一 指定親会社の商号又は名称  
(i) the trade name or name of the Designated Parent Company; and
- 二 届出年月日  
(ii) Notification Date.

(変更の届出)

(Notification of Changes)

第二百八条の二十二 法第五十七条の十四の規定により届出を行う指定親会社は、変更の内容、変更年月日及び変更の理由を記載した届出書に、次の各号に掲げる場合の区分に応じ当該各号に定める書類を添付して、金融庁長官に提出しなければならない。ただし、やむを得ない事由があるときは、当該各号に定める書類は、当該届出書の提出後遅滞なく提出すれば足りる。

Article 208-22 The Designated Parent Company which submits a notification pursuant to the provisions of Article 57-14 must attach the documents specified in the following items in accordance with the category of cases listed in those items with the notification stating the content of the change, change date, and reasons for the change, and submit it to the Commissioner of the Financial Service Agency; provided, however, that if there are unavoidable circumstances, the documents specified in each of those items are sufficient to be submitted without delay after submission of the notification:

- 一 法第五十七条の十三第一項第一号、第二号又は第四号に掲げる事項について変更があった場合 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面  
(i) in cases when there is a change to the matters listed in Article 57-13, paragraph (1), item (i), (ii) or (iv) of the Act: the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;
- 二 法第五十七条の十三第一項第三号に掲げる事項について変更があった場合 次に掲げる書類



- (ii) in cases when there is a change to the matters listed in Article 57-13, paragraph (1) item (iii) of the Act: the following documents:
- イ 業務に係る人的構成及び組織等の業務執行体制を記載した書面
  - (a) the documents stating the system for conducting business, such as its structure of personnel and the organizational structure pertaining to the business;
  - ロ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面
  - (b) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof; and
  - ハ 新たに役員となった者に係る次に掲げる書類
  - (c) the following documents pertaining to a person that newly becomes an Officer:
    - (1) 履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）
    - 1. the resumes of the Officers (in cases when any of the Officers is a corporation, a document containing the background of the Officer);
    - (2) 住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書又はこれに代わる書面）
    - 2. the extracts of certificates of residence of the Officers (in cases when any of the Officers is a corporation, the certificate of registered matters of the Officer), or any other document in lieu thereof;
    - (3) 婚姻前の氏名を、氏名に併せて届出書に記載した場合において、(2)に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
    - 3. if the name that was used before marriage is stated together with the current name in a written notification, and the document specified in 2. is not a document certifying the name used before marriage, a document certifying the name before marriage;
    - (4) 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
    - 4. the certificates issued by a public agency evidencing that the person does not fall under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof; and
    - (5) 法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員が誓約する書面
    - 5. documents in which the Officer pledges that the Officer does not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act;
- 三 法第五十七条の十三第一項第五号又は第六号に掲げる事項について変更があった場合 変更後の当該事項を記載した書類
- (iii) in cases when there is a change to the matters listed in Article 57-13, paragraph (1), item (v) or (vi) of the Act: the document stating the matters

after the change.

(事業報告書)

(Business Reports)

第二百八条の二十三 法第五十七条の十五第一項の規定により最終指定親会社が提出する事業報告書は、別紙様式第十七号の五により作成しなければならない。

Article 208-23 (1) The Business Report to be submitted by the Highest Designated Parent Company pursuant to the provisions of Article 57-15, paragraph (1) of the Act must be prepared in accordance with Appended Form No. 17-5.

2 最終指定親会社は、前項の事業報告書を作成する場合には、一般に公正妥当と認められる企業会計の慣行又は指定国際会計基準に従うものとする。

(2) In cases of preparing the Business Report set forth in the preceding paragraph, the Highest Designated Parent Company is to be in compliance with Designated International Accounting Standards that are generally accepted as fair and appropriate.

(事業報告書の提出期限の承認の手続等)

(Procedures for Obtaining Approval of Time Limits for Submission of Business Reports)

第二百八条の二十四 外国会社である最終指定親会社は、令第十七条の二の十二第二項の規定により読み替えて適用する法第五十七条の十五第一項の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

Article 208-24 (1) When the Highest Designated Parent Company, which is a Foreign Company, intends to obtain the approval set forth in Article 57-15, paragraph (1) of the Act as applied pursuant to the provisions of Article 17-2-12, paragraph (2) of the Order following the deemed replacement of terms, it must submit a written application for approval stating the following particulars to the Commissioner of the Financial Service Agency:

一 商号又は名称

(i) the trade name or name;

二 事業報告書の提出に関し当該承認を受けようとする期間

(ii) the period for submission of the Business Report for which the approval is sought;

三 事業報告書に係る事業年度終了の日

(iii) the last day of the business year pertaining to the Business Report; and

四 事業報告書の提出に関し当該承認を必要とする理由

(iv) the reason for seeking the approval with regard to the submission of the Business Report.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for the approval set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された当該最終指定親会社の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) the document evidencing that the representative of the Highest Designated Parent Company indicated in the written application for approval has been duly authorized to submit such written application;

三 前項第四号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合には、当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) in cases when the reason set forth in item (iv) of the preceding paragraph is due to the laws and regulations or practices of the state of the Highest Designated Parent Company, the letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to the laws and regulations or practices set forth in the written application for approval, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion; and

四 前項第四号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合以外の場合には、当該理由を証する書面

(iv) in cases when the reason set forth in item (iv) of the preceding paragraph is due to the laws and regulations or practices of the state of the Highest Designated Parent Company, a document proving the reason.

3 金融庁長官は、第一項の承認の申請があった場合において、当該最終指定親会社が、その本国の法令又は慣行その他やむを得ない理由により、その事業年度経過後三月以内に事業報告書を提出することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後三月以内（直前事業年度に係る事業報告書の提出に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前事業年度）から当該申請に係る同項第四号の理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る事業報告書について、令第十七条の二の十二第二項の規定により読み替えて適用する法第五十七条の十五第一項の承認をするものとする。

(3) In cases when the approval set forth in paragraph (1) is applied, when it is found that the Highest Designated Parent Company cannot submit a Business Report due to the laws and regulations or practices of the state of the Highest Designated Parent Company and other unavoidable reasons within three months after the end of the business year, the Commissioner of the Financial Service Agency is to grant the approval set forth in Article 57-15, paragraph (1) of the Act as applied pursuant to the provisions of Article 17-2-12, paragraph

(2) of the Order following the deemed replacement of terms with regard to the Business Report pertaining to the business year for the period from the business year containing the day when the application is made (in cases when the day is within three months (in cases when the approval has been obtained for the submission of the Business Report pertaining to the business year immediately prior to the business year in question, within the approved period) after the business year starts, a business year immediately prior to the business year in question) until the business year immediately prior to the business year containing the day when the reason set forth in item (iv) of that paragraph pertaining to the application ceases or changes.

4 金融庁長官は、前項の最終指定親会社が毎事業年度経過後三月以内に次に掲げる事項（第二号に掲げる事項にあつては、第一項第四号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合に限る。）を記載した書類を金融庁長官に提出することを条件として、令第十七条の二の十二第二項の規定により読み替えて適用する法第五十七条の十五第一項の承認をするものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The Commissioner of the Financial Service Agency is to grant the approval set forth in Article 57-15, paragraph (1) of the Act as applied pursuant to the provisions of the proviso to Article 17-2-12, paragraph (2) of the Order following the deemed replacement of terms on the condition that the Highest Designated Parent Company set forth in the preceding paragraph submits to the Commissioner of the Financial Service Agency documents stating the following particulars (with regard to the matters listed in item (ii), limited to cases when the reason set forth in paragraph (1), item (iv) is due to the laws and regulations or practices of the state of the Highest Designated Parent Company) within three months after the end of every business year; provided, however, that with regard to the matters listed in item (ii), in cases when they are the same content as the matters stated in any document submitted within five years before submission of those documents, the matters may not be stated:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) the fact that the reason for application pertaining to the approval has not ceased or changed during the business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert related to the matters listed in the preceding item and a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(業務又は財産の状況に関する報告)

(Report on Status of Business or Properties)

第二百八条の二十五 最終指定親会社は、法第五十七条の十五第二項の規定により、次の各号に掲げる書類を、当該各号に定める提出期限までに金融庁長官に提出しなければならない。

Article 208-25 (1) The Highest Designated Parent Company must submit to the Commissioner of the Financial Service Agency pursuant to the provisions of Article 57-15, paragraph (2) of the Act the documents listed in the following items by the due date of submission specified in each of those items:

一 別紙様式第十七号の六により作成した資金調達に関する支援の状況等に関する報告書 毎最終指定親会社四半期（法第五十七条の十七第二項に規定する最終指定親会社四半期をいう。以下この条、第二百八条の二十八第一項、第四項及び第五項並びに第二百八条の二十九第三項及び第四項において同じ。）経過後一月以内

(i) the report related to the assistance status, etc. related to funding prepared in accordance with Appended Form No. 17-6: within one month after the end of every quarter of the Highest Designated Parent Company (meaning the quarter of the Highest Designated Parent Company prescribed in Article 57-17, paragraph (2) of the Act; hereinafter the same applies in this Article, Article 208-28, paragraphs (1), (4), and (5), and Article 208-29, paragraphs (3) and (4)); and

二 四半期連結財務諸表（四半期連結貸借対照表並びに四半期連結損益計算書及び四半期連結包括利益計算書若しくは四半期連結損益及び包括利益計算書又は指定国際会計基準により作成が求められる四半期連結貸借対照表並びに四半期連結損益計算書及び四半期連結包括利益計算書若しくは四半期連結損益及び包括利益計算書に相当するもの並びに持分変動計算書をいい、事業年度における最後の最終指定親会社四半期に係るものを除く。以下この条において同じ。） 毎最終指定親会社四半期経過後三月以内（外国会社である最終指定親会社が、その本国の法令又は慣行その他やむを得ない理由により、最終指定親会社四半期経過後三月以内に四半期連結財務諸表を提出することができないと認められる場合には、金融庁長官の承認を受けた期間内）

(ii) quarterly consolidated financial statement (meaning the quarterly consolidated balance sheet, quarterly consolidated profit and loss statement, quarterly consolidated comprehensive income statement or quarterly consolidated profit and loss and comprehensive income statement, or those required to be prepared by the Designated International Accounting Standards and equivalent to the quarterly consolidated balance sheet, quarterly consolidated profit and loss statement, quarterly consolidated comprehensive income statement or quarterly consolidated profit and loss and comprehensive income statement, and statements of changes in equity; and excluding those pertaining to the last quarter of the Highest Designated Parent Company in the business year; hereinafter the same applies in this Article): within three months after the end of every quarter of the Highest

Parent Company (in cases when it is found that the Highest Designated Parent Company which is a Foreign Company cannot submit quarterly consolidated financial statements due to the laws and regulations or practices of the state of the Highest Designated Parent Company and other unavoidable reasons within three months after the end of quarter of the Highest Designated Parent Company: within the period approved by the Commissioner of the Financial Service Agency).

2 最終指定親会社は、四半期連結財務諸表を作成する場合には、一般に公正妥当と認められる企業会計の慣行又は指定国際会計基準に従うものとする。

(2) In cases of preparing quarterly consolidated financial statements, the Highest Designated Parent Company is to be in compliance with Designated International Accounting Standards that are generally accepted as fair and appropriate.

3 外国会社である最終指定親会社は、第一項第二号の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

(3) When the Highest Designated Parent Company which is a Foreign Company intends to obtain the approval set forth in paragraph (1), item (ii), it must submit a written application for approval stating the following particulars to the Commissioner of the Financial Service Agency:

一 商号又は名称

(i) the trade name or name;

二 四半期連結財務諸表の提出に関し当該承認を受けようとする期間

(ii) the period for submission of the quarterly consolidated financial statements for which the approval is sought; and

三 四半期連結財務諸表の提出に関し当該承認を必要とする理由

(iii) the reason for seeking the approval with regard to the submission of quarterly consolidated financial statements.

4 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(4) The following documents must be attached to the written application for the approval set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された当該最終指定親会社の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) the document evidencing that the representative of the Highest Designated Parent Company indicated in the written application for approval has been duly authorized to submit such written application;

三 前項第三号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合には、当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) in cases when the reason set forth in item (iii) of the preceding paragraph is due to the laws and regulations or practices of the state of the Highest Designated Parent Company, a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to the laws and regulations or practices set forth in the written application for approval, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion; and

四 前項第三号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合以外の場合には、当該理由を証する書面

(iv) in cases when the reason set forth in item (iii) of the preceding paragraph is due to the laws and regulations or practices of the state of the Highest Designated Parent Company, a document proving the reason.

- 5 金融庁長官は、第三項の承認の申請があった場合において、当該最終指定親会社が、その本国の法令又は慣行その他やむを得ない理由により、最終指定親会社四半期経過後三月以内に四半期連結財務諸表を提出することができないと認められるときは、当該申請のあった日の属する最終指定親会社四半期（その日が最終指定親会社四半期開始後三月以内（直前最終指定親会社四半期に係る四半期連結財務諸表の提出に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前最終指定親会社四半期）から当該申請に係る同項第三号の理由について消滅又は変更があることとなる日の属する最終指定親会社四半期の直前最終指定親会社四半期までの最終指定親会社四半期に係る四半期連結財務諸表について、第一項第二号の承認をするものとする。

- (5) In cases when the approval set forth in paragraph (3) is applied, when it is found that the Highest Designated Parent Company cannot submit quarterly consolidated financial statements due to the laws and regulations or practices of the state of the Highest Designated Parent Company and other unavoidable reasons within three months after the end of quarter of the Highest Designated Parent Company, the Commissioner of the Financial Service Agency is to grant the approval set forth in paragraph (1), item (ii), with regard to quarterly consolidated financial statements pertaining to the quarter of the Highest Designated Parent Company for the period from the quarter of the Highest Designated Parent Company containing the day when the application is made (in cases when the day is within three months (in cases when the approval has been obtained for the submission of the quarterly consolidated financial statements pertaining to the quarter of the Highest Designated Parent Company immediately prior thereto, within the approved period) after the quarter of the Highest Designated Parent Company starts, a quarter of the Highest Designated Parent Company immediately prior thereto) until the quarter of the Highest Designated Parent Company immediately prior to the quarter of the Highest Designated Parent Company containing the day when the reason set forth in item (iii) of that paragraph pertaining to the application

ceases or changes.

6 金融庁長官は、前項の最終指定親会社が毎最終指定親会社四半期経過後三月以内に次に掲げる事項（第二号に掲げる事項にあつては、第三項第三号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合に限る。）を記載した書類を金融庁長官に提出することを条件として、第一項第二号の承認をするものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(6) The Commissioner of the Financial Service Agency is to grant the approval set forth in paragraph (1), item (ii) on the condition that the Highest Designated Parent Company set forth in the preceding paragraph submits to the Commissioner of the Financial Service Agency documents stating the following particulars (with regard to the matters listed in item (ii), limited to cases when the reason set forth in paragraph (3), item (iii) is due to the laws and regulations or practices of the state of the Highest Designated Parent Company) within three months after the end of every quarter of the Highest Designated Parent Company; provided, however, that with regard to the matters listed in item (ii), in cases when they are the same content as the matters stated in any document submitted within five years before submission of those documents, the matters may not be stated:

一 当該最終指定親会社四半期中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) the fact that the reason for application pertaining to the approval has not ceased or changed during the quarter of the Highest Designated Parent Company; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert related to the matters listed in the preceding item and a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(説明書類の記載事項)

(Matters to Be Stated in the Explanatory Documents)

第二百八条の二十六 法第五十七条の十六に規定する内閣府令で定めるものは、次に掲げる事項とする。

Article 208-26 Those matters provided for by Cabinet Office Order as prescribed in Article 57-16 of the Act are the following matters:

一 最終指定親会社の概況及び組織に関する次に掲げる事項

(i) the following matters related to the outline and organization of the Highest Designated Parent Company:

イ 商号又は名称



- (a) the trade name or name;  
 ロ 法第五十七条の十二第一項の規定による指定を受けた日
- (b) the day when the Highest Designated Parent Company is designated pursuant to the provisions of Article 57-12, paragraph (1) of the Act;  
 ハ 沿革及び経営の組織（最終指定親会社の子法人等（法第五十七条の十六の説明書類の内容に重要な影響を与えない子法人等を除く。以下この条において同じ。）の経営管理に係る体制を含む。）
- (c) background and management organization (including the business management of Subsidiary Corporations, etc. of the Highest Designated Parent Company (excluding a Subsidiary Corporation, etc. that has no critical impact on the content of explanatory documents set forth in Article 57-16 of the Act; hereinafter the same applies in this Article));  
 ニ 株式等（株式又は持分をいう。ニにおいて同じ。）に係る議決権の保有数の上位十位までの株主又は出資者の氏名又は名称並びにその株式等に係る議決権の保有数及び総株主等の議決権に占める当該株式等に係る議決権の数の割合
- (d) the name of the top ten shareholders or investors in descending order of the number of voting rights held pertaining to the Shares, etc. (meaning shares or equity; the same applies in (d)), the number of voting rights held pertaining the Shares, etc., and the percentage of the number of voting rights pertaining to the Shares, etc. relative to the voting rights held by all shareholders, etc.;
- ホ 法第五十七条の十三第一項第二号から第四号までに掲げる事項及び第二百八条の十九第一号に掲げる事項
- (e) the matters listed in Article 57-13, paragraph (1), items (ii) through (iv) of the Act and the matters listed in Article 208-19, item (i); and  
 ヘ 対象特別金融商品取引業者の商号、登録年月日及び登録番号並びに届出日
- (f) the trade name of the Subject Special Financial Instruments Business Operator, registration date, and registration number and the Notification Date;
- 二 最終指定親会社及びその子法人等の概況に関する次に掲げる事項
- (ii) the following matters related to the outlines of the Highest Designated Parent Company and its Subsidiary Corporation, etc.:
- イ 最終指定親会社及びその子法人等の主要な事業の内容及び組織の構成
- (a) content of major business and structure of organization of the Highest Designated Parent Company and its Subsidiary Corporations, etc.; and  
 ロ 最終指定親会社の子法人等に関する次に掲げる事項
- (b) the following matters related to the Highest Designated Parent Company and its Subsidiary Corporations, etc.:
- (1) 商号又は名称
1. the trade name or name;
- (2) 本店又は主たる事務所の所在地

2. the location of its head office or principal office;
  - (3) 資本金の額、基金の総額又は出資の総額
3. the amount of stated capital, the total amount of the fund, or the total amount of investment;
  - (4) 事業の内容
4. content of the business;
  - (5) 最終指定親会社が保有する子法人等の議決権の数が、当該子法人等の総株主等の議決権の数に占める割合
5. the percentage of the number of voting rights of a Subsidiary Corporation, etc. held by the Highest Designated Parent Company relative to the number of voting rights held by all shareholders, etc. of the Subsidiary Corporation, etc.; and
  - (6) 最終指定親会社及びその一の子法人等以外の子法人等が保有する当該一の子法人等の議決権の数が、当該一の子法人等の総株主等の議決権の数に占める割合
6. the percentage of the number of the voting rights of a Subsidiary Corporation, etc. of the Highest Designated Parent Company held by the Highest Designated Parent Company and its Subsidiary Corporations, etc. other than that Subsidiary Corporation, etc. relative to the number of voting rights held by all shareholders, etc. of that Subsidiary Corporation, etc.;

三 最終指定親会社及びその子法人等の業務の状況に関する次に掲げる事項

(iii) the following matters related to the business status of the Highest Designated Parent Company and its Subsidiary Corporation, etc.:

イ 直近の事業年度における業務の概要

(a) outline of the business in the immediate business year; and

ロ 直近の三連結会計年度における業務の状況を示す指標として次に掲げる事項

(b) the following matters listed as indicators of business status in the immediate three consecutive fiscal years:

(1) 営業収益（売上高その他これに準ずるものを含む。次号ハにおいて同じ。）

1. the operating profit (including sales amount and those equivalent thereto; the same applies in (c) of the following item);
  - (2) 経常利益又は経常損失
2. the ordinary profit or ordinary losses;
  - (3) 親会社株主に帰属する当期純利益又は親会社株主に帰属する当期純損失
3. the net profit for the current year or the net loss for the current year attributable to shareholders of the parent company;
  - (4) 包括利益
4. comprehensive income;
  - (5) 純資産額

5. the amount of net assets;
    - (6) 総資産額
  6. the amount of total assets; and
    - (7) 各連結会計年度終了の日における連結自己資本規制比率（法第五十七条の十七第一項に規定する自己資本の充実の状況が適当であるかどうかの基準に係る算式により得られる比率をいう。次号へにおいて同じ。）
  7. the consolidated Capital Adequacy Ratio as of the end of each consolidated fiscal year (meaning the ratio obtained by the formula pertaining to the standard as to whether the adequacy of equity capital as prescribed in Article 57-17, paragraph (1) of the Act is appropriate; the same applies in (f) of the following item);
- 四 最終指定親会社及びその子法人等の直近の二連結会計年度における財産の状況に関する事項として次に掲げるもの
- (iv) the following matters listed as the matters related to the property status of the Highest Designated Parent Company and its Subsidiary Corporation, etc. in the immediate two consolidated fiscal years:
- イ 連結貸借対照表（関連する注記を含む。）、連結損益計算書（関連する注記を含む。）及び連結包括利益計算書（関連する注記を含む。）若しくは連結損益及び包括利益計算書（関連する注記を含む。）並びに連結株主資本等変動計算書（関連する注記を含む。）又は指定国際会計基準により作成が求められるこれらの書類に相当するもの
  - (a) consolidated balance sheet (including relevant notes), consolidated profit and loss statement (including relevant notes), and consolidated comprehensive income statement (including relevant notes) or consolidated profit and loss and comprehensive income statement (including relevant notes), and consolidated statements of changes in net assets (including relevant notes), or those equivalent to these documents required to be prepared by the Designated International Accounting Standards;
  - ロ 各連結会計年度終了の日における次に掲げる事項
  - (b) the following matters as of the last day of each consolidated business year:
    - (1) 借入金の主要な借入先及び借入金額
    1. the major lenders of money, and the borrowed amount;
      - (2) 保有する有価証券（トレーディング商品（連結貸借対照表の科目のトレーディング商品又はこれに準ずるものをいう。（3）において同じ。）に属するものとして経理された有価証券を除く。）の取得価額、時価及び評価損益
    2. the acquisition value, the market value and the loss or gain on valuation of the Securities held (excluding the Securities treated as falling under the categories of trading products for accounting purposes (meaning trading products from among the items of the consolidated balance

- sheet or those equivalent thereto; the same applies in 3.)); and
- (3) デリバティブ取引（トレーディング商品に属するものとして経理された取引を除く。）の契約価額、時価及び評価損益
3. the contract value, the market value and the loss or gain on valuation of the Derivative Transactions (excluding the transactions treated as falling under the category of trading products for the purposes of accounting);
- ハ 最終指定親会社及びその子会社等（令第十五条の十六の二第二項に規定する子会社等をいい、法第五十七条の十六の説明書類の内容に重要な影響を与えないものを除く。）が二以上の異なる種類の事業を行っている場合の事業の種類ごとの区分に従い、当該区分に属する営業収益、経常利益又は経常損失及び資産（ハにおいて「営業収益等」という。）の額として算出したもの（各営業収益等の額の営業収益等の総額に占める割合が少ない場合を除く。）
- (c) in cases when the Highest Designated Parent Company and its Subsidiary Corporation, etc. (meaning the Subsidiary Corporation, etc. prescribed in Article 15-16-2, paragraph (2) of the Order, and excluding those that have no important impact on the content of the explanatory documents set forth in Article 57-16 of the Act) engage in two or more different types of businesses, those calculated as the amount of operating profit, net operating profit, ordinary profit or ordinary loss and the amount of assets (these are collectively referred to as "Operating Profit, etc." in (c)) (excluding cases when the ratio of the amount of each Operating Profit, etc. to total amount of Operating Profit, etc. is small) in accordance with the category of the business type;
- ニ イに掲げる書類について会社法第四百四十四条第四項の規定に基づき会計監査人の監査を受けている場合には、その旨
- (d) in cases when the document specified in (a) has been audited by an accounting auditor pursuant to the provisions of Article 444, paragraph (4) of the Companies Act, to that effect;
- ホ イに掲げる書類について法第九十三条の二の規定に基づき公認会計士又は監査法人の監査証明を受けている場合には、その旨
- (e) in cases when an audit certification has been provided by a certified public accountant or an auditing firm with regard to the documents specified in (a) pursuant to the provisions of Article 193-2 of the Act, to that effect; and
- ヘ 経営の健全性の状況（法第五十七条の十七第二項に規定する経営の健全性の状況をいい、連結自己資本規制比率に係るものを除く。）
- (f) Integrity of Management (meaning the Integrity of Management prescribed in Article 57-17, paragraph (2) of the Act, and excluding those pertaining to the consolidated Capital Adequacy Ratio).
- 五 報酬等（報酬、賞与その他の職務執行の対価として最終指定親会社若しくはその

子法人等から受ける財産上の利益又は労働基準法（昭和二十二年法律第四十九号）第十一条に規定する賃金をいう。）に関する事項であつて、最終指定親会社及びその子法人等の業務の運営又は財産の状況に重要な影響を与えるものとして金融庁長官が定めるもの

(v) the matters related to Remuneration, etc. (meaning any remuneration, bonus or any other property benefit payable by the Highest Designated Parent Company or its Subsidiary Corporation, etc. as a consideration for the performance of duties, or wage prescribed in Article 11 of the Labor Standards Act (Act No. 49 of 1947)) specified by the Commissioner of the Financial Service Agency as those that have critical impact on the business management and properties status of the Highest Designated Parent Company and its Subsidiary Corporation, etc.

（説明書類の縦覧）

**(Public Inspection of Explanatory Documents)**

第二百八条の二十六の二 法第五十七条の十六の規定により最終指定親会社が説明書類をインターネットの利用その他の方法により公表する場合には、投資者が常に容易に閲覧することができるよう公表しなければならない。

Article 208-26-2 When a Highest Designated Parent Company publicizes explanatory documents by the use of the internet and other means pursuant to Article 57-16 of the Act, it must do so in a way which allows easy access by investors any time.

（説明書類の縦覧期限の承認の手続等）

**(Procedures for Obtaining Approval of Time Limit for the Public Inspection of Explanatory Documents)**

第二百八条の二十七 外国会社である最終指定親会社は、令第十七条の二の十第二項ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

Article 208-27 (1) When a Highest Designated Parent Company which is a Foreign Company intends to obtain the approval set forth in the proviso to Article 17-2-10, paragraph (2) of the Order, it must submit a written application for approval stating the following particulars to the Commissioner of Financial Service Agency:

一 商号又は名称

(i) the trade name or name;

二 説明書類の縦覧に関し当該承認を受けようとする期間

(ii) the period for the public inspection of the explanatory documents for which the approval is sought;

三 説明書類に係る事業年度終了の日

(iii) the last day of the business year pertaining to the explanatory documents;

and

四 説明書類の縦覧に関し当該承認を必要とする理由

(iv) the reasons for seeking the approval with regard to the public inspection of the explanatory documents.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for approval set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された当該最終指定親会社の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) a document evidencing that the representative of the Highest Designated Parent Company indicated in the written application for approval has been duly authorized to submit such written application;

三 前項第四号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合には、当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) if the reasons set forth in item (iv) of the preceding paragraph is due to laws and regulations or practices of the state of the Highest Designated Parent Company, a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to the laws and regulations or practices set forth in the written application for approval, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion; and

四 前項第四号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合以外の場合には、当該理由を証する書面

(iv) in cases when the reason set forth in item (iv) of the preceding paragraph is due to the laws and regulations or practices of the state of the Highest Designated Parent Company, a document proving the reason.

3 金融庁長官は、第一項の承認の申請があった場合において、当該最終指定親会社が、その本国の法令又は慣行その他やむを得ない理由により、その事業年度経過後四月を経過した日から説明書類を備え置き、公衆の縦覧に供することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後四月以内（直前事業年度に係る説明書類の縦覧に関して当該承認を受けている場合にあっては、当該承認を受けた期間内）の日である場合にあっては、その直前事業年度）から当該申請に係る同項第四号の理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る説明書類について、令第十七条の二の十第二項ただし書の承認をするものとする。

(3) In cases when the approval set forth in paragraph (1) is applied, when it is found that the Highest Designated Parent Company cannot keep explanatory

documents and make them available for public inspection due to the laws and regulations or practices of the state of the Highest Designated Parent Company and other unavoidable reasons from the day when four months elapses after the end of the business year, the Commissioner of the Financial Service Agency is to grant the approval set forth in the proviso to Article 17-2-10, paragraph (2) of the Order with regard to the explanatory documents pertaining to the business year for the period from the business year containing the day when the application is made (in cases when the day is within four months (in cases when the approval has been obtained for the public inspection of the explanatory documents pertaining to the business year immediately prior to the business year in question, within the approved period) after the business year starts, a business year immediately prior to the business year in question) until the business year immediately prior to the business year containing the day when the reason set forth in item (iv) of that paragraph pertaining to the application ceases or changes.

- 4 金融庁長官は、前項の最終指定親会社が毎事業年度経過後四月以内に次に掲げる事項（第二号に掲げる事項にあつては、第一項第四号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合に限る。）を記載した書類を金融庁長官に提出することを条件として、令第十七条の二の十第二項ただし書の承認をするものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

- (4) The Commissioner of the Financial Service Agency is to grant the approval set forth in the proviso to Article 17-2-10, paragraph (2) of the Order on the condition that the Highest Designated Parent Company set forth in the preceding paragraph submits to the Commissioner of the Financial Service Agency the documents stating the following particulars (with regard to the matters listed in item (ii), limited to cases when the reason set forth in paragraph (1), item (iv) is due to the laws and regulations or practices of the state of the Highest Designated Parent Company) within four months after the end of every business year; provided, however, that with regard to the matters listed in item (ii), in cases when they are the same content as the matters stated in any document submitted within five years before submission of those documents, the matters may not be stated:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) the fact that the reason for application pertaining to the approval has not ceased or changed during the business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert related to the matters listed in the preceding item and a copy of the relevant provisions of the

applicable laws and regulations referred to in such letter of legal opinion.

(経営の健全性の状況を記載した書面の届出等)

**(Submission of Documents Stating the Integrity of Management)**

第二百八条の二十八 法第五十七条の十七第二項の規定による届出は、毎最終指定親会社四半期経過後百十日以内（外国会社である最終指定親会社が、その本国の法令又は慣行その他やむを得ない理由により、最終指定親会社四半期経過後百十日以内に経営の健全性の状況（同項に規定する経営の健全性の状況をいう。以下この款において同じ。）を記載した書面を届け出ることができないと認められる場合には、金融庁長官の承認を受けた期間内）に、第一百八十条第二項及び第三項の規定に準じて記載した書面（金融庁長官が定める場合にあっては、金融庁長官が定めるところにより記載した書面。第二百八条の三十において同じ。）を金融庁長官に提出してしなければならない。

Article 208-28 (1) With regard to the notification pursuant to the provisions of Article 57-17, paragraph (2) of the Act, a document stated in accordance with the provisions of Article 180, paragraphs (2) and (3) (in cases specified by the Commissioner of the Financial Service Agency, the document to be stated in accordance with those specified by the Commissioner of the Financial Service Agency; the same applies in this Subsection) must be submitted to the Commissioner of the Financial Service Agency within 110 days after the end of every quarter of the Highest Designated Parent Company (in cases when it is found that a Highest Designated Parent Company, which is a Foreign Company, cannot submit the documents stating the Integrity of Management (meaning the Integrity of Management prescribed in that paragraph; the same applies hereinafter in this Subsection) due to the laws and regulations or practices of the state of the Highest Designated Parent Company and other unavoidable reasons within 110 days after the quarter of the Highest Designated Parent Company, within the period approved by the Commissioner of the Financial Service Agency; the same applies in Article 208-30).

2 外国会社である最終指定親会社は、前項の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

(2) When the Highest Designated Parent Company, which is a Foreign Company, intends to obtain the approval set forth in the preceding paragraph, it must submit a written application for approval stating the following particulars to the Commissioner of the Financial Service Agency:

一 商号又は名称

(i) the trade name or name;

二 経営の健全性の状況を記載した書面の届出に関し当該承認を受けようとする期間

(ii) the period for the submission of the documents stating the Integrity of Management regarding which the approval is sought;

三 経営の健全性の状況を記載した書面の届出に関し当該承認を必要とする理由



(iii) the reason for seeking the approval with regard to the submission of the documents stating the Integrity of Management.

3 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(3) The following documents must be attached to the written application for the approval set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された当該最終指定親会社の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) the document evidencing that the representative of the Highest Designated Parent Company indicated in the written application for approval has been duly authorized to submit such written application;

三 前項第三号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合には、当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) in cases when the reason set forth in item (iii) of the preceding paragraph is due to the laws and regulations or practices of the state of the Highest Designated Parent Company, a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to the laws and regulations or practices set forth in the written application for approval, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion; and

四 前項第三号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合以外の場合には、当該理由を証する書面

(iv) in cases when the reason set forth in item (iii) of the preceding paragraph is due to the laws and regulations or practices of the state of the Highest Designated Parent Company, a document proving the reason.

4 金融庁長官は、第二項の承認の申請があった場合において、当該最終指定親会社が、その本国の法令又は慣行その他やむを得ない理由により、最終指定親会社四半期経過後百十日以内に経営の健全性の状況を記載した書面を届け出ることができないと認められるときは、当該承認を受けようとする期間の初日の属する最終指定親会社四半期の直前最終指定親会社四半期から当該申請に係る同項第三号の理由について消滅又は変更があることとなる日の属する最終指定親会社四半期の直前最終指定親会社四半期までの最終指定親会社四半期に係る当該書面について、第一項の承認をするものとする。

(4) In cases when the approval set forth in paragraph (2) is applied, when it is found that the Highest Designated Parent Company cannot submit the documents stating the Integrity of Management due to the laws and regulations or practices of the state of the Highest Designated Parent Company and other unavoidable reasons within 110 days after the end of the quarter of

the Highest Designated Parent Company, the Commissioner of the Financial Service Agency is to grant the approval set forth in paragraph (1), with regard to the documents pertaining to the quarter of the Highest Designated Parent Company for the period from the quarter of the Highest Designated Parent Company immediately prior to the quarter of the Highest Designated Parent Company containing the first day of the period for which the approval is sought until the quarter of the Highest Designated Parent Company immediately prior to the quarter of the Highest Designated Parent Company containing the day when the reason set forth in item (iii) of that paragraph pertaining to the application ceases or changes.

5 金融庁長官は、前項の最終指定親会社が毎最終指定親会社四半期経過後百十日以内に次に掲げる事項（第二号に掲げる事項にあつては、第二項第三号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合に限る。）を記載した書類を金融庁長官に提出することを条件として、第一項の承認をするものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(5) The Commissioner of the Financial Service Agency is to grant the approval set forth in paragraph (1) on the condition that the Highest Designated Parent Company set forth in the preceding paragraph submits to the Commissioner of the Financial Service Agency documents stating the following particulars (with regard to the matters listed in item (ii), limited to cases when the reason set forth in paragraph (2), item (iii) is due to the laws and regulations or practices of the state of the Highest Designated Parent Company) within 110 days after the end of every quarter of the Highest Designated Parent Company; provided, however, that with regard to the matters listed in item (ii), in cases when they have the same content as the matters stated in any document submitted within five years before submission of those documents, the matters may not be stated:

一 当該最終指定親会社四半期中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) the fact that the reason for application pertaining to the approval has not ceased or changed during the quarter of the Highest Designated Parent Company; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert related to the matters listed in the preceding item and a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(経営の健全性の状況を記載した書面の縦覧期限の承認の手続等)

(Procedures for Obtaining Approval of a Time Limit for the Public Inspection of

Documents Stating the Integrity of Management)

第二百八条の二十九 外国会社である最終指定親会社は、令第十七条の二の十一第三項ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

Article 208-29 (1) When the Highest Designated Parent Company, which is a Foreign Company, intends to obtain the approval set forth in the proviso to Article 17-2-11, paragraph (3) of the Order, it must submit a written application for approval stating the following particulars to the Commissioner of the Financial Service Agency:

一 商号又は名称

(i) the trade name or name;

二 経営の健全性の状況を記載した書面の縦覧に関し当該承認を受けようとする期間

(ii) the period for the public inspection of the documents stating the Integrity of Management for which the approval is sought;

三 経営の健全性の状況を記載した書面の縦覧に関し当該承認を必要とする理由

(iii) the reason for seeking the approval with regard to the public inspection of the documents stating the Integrity of Management.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for the approval set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された当該最終指定親会社の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) the document evidencing that the representative of the Highest Designated Parent Company indicated in the written application for approval has been duly authorized to submit such written application;

三 前項第三号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合には、当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) in cases when the reason set forth in item (iii) of the preceding paragraph is due to the laws and regulations or practices of the state of the Highest Designated Parent Company, a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to the laws and regulations or practices set forth in the written application for approval, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion; and

四 前項第三号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合以外の場合には、当該理由を証する書面

(iv) in cases when the reason set forth in item (iii) of the preceding paragraph

is due to the laws and regulations or practices of the state of the Highest Designated Parent Company, a document proving the reason.

- 3 金融庁長官は、第一項の承認の申請があった場合において、当該最終指定親会社が、その本国の法令又は慣行その他やむを得ない理由により、最終指定親会社四半期の末日から起算して二月を経過した日から経営の健全性の状況を記載した書面を備え置き、公衆の縦覧に供することができないと認められるときは、当該申請のあった日の属する最終指定親会社四半期（その日が最終指定親会社四半期開始後二月以内（直前最終指定親会社四半期に係る当該書面の縦覧に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前最終指定親会社四半期）から当該申請に係る同項第三号の理由について消滅又は変更があることとなる日の属する最終指定親会社四半期の直前最終指定親会社四半期までの最終指定親会社四半期に係る当該書面について、令第十七条の二の十一第三項ただし書の承認をするものとする。

- (3) In cases when the approval set forth in paragraph (1) is applied, when it is found that the Highest Designated Parent Company cannot keep the documents stating the Integrity of Management and make them available for public inspection due to the laws and regulations or practices of the state of the Highest Designated Parent Company and other unavoidable reasons from the day when two months elapse after the last day of the quarter of the Highest Designated Parent Company, the Commissioner of the Financial Service Agency is to grant the approval set forth in the proviso to Article 17-2-11, paragraph (3) of the Order with regard to the documents pertaining to the quarter of the Highest Designated Parent Company for the period from the quarter of the Highest Designated Parent Company containing the day when the application is made (in cases when the day is within two months (in cases when the approval has been obtained for the public inspection of the documents pertaining to the quarter of the Highest Designated Parent Company immediately prior to the quarter in question, within the approved period) after the quarter of the Highest Designated Parent Company starts, a quarter of the Highest Designated Parent Company immediately prior to the quarter in question) until the quarter of the Highest Designated Parent Company immediately prior to the quarter of the Highest Designated Parent Company containing the day when the reason set forth in item (iii) of that paragraph pertaining to the application ceases or changes.

- 4 金融庁長官は、前項の最終指定親会社が毎最終指定親会社四半期の末日から起算して二月以内に次に掲げる事項（第二号に掲げる事項にあつては、第一項第三号の理由が当該最終指定親会社の本国の法令又は慣行によるものである場合に限る。）を記載した書類を金融庁長官に提出することを条件として、令第十七条の二の十一第三項ただし書の承認をするものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The Commissioner of the Financial Service Agency is to grant approval set forth in the proviso to Article 17-2-11, paragraph (3) of the Order on the condition that the Highest Designated Parent Company set forth in the preceding paragraph submits to the Commissioner of the Financial Service Agency the documents stating the following particulars (with regard to the matters listed in item (ii), limited to cases when the reason set forth in paragraph (1), item (iii) is due to the laws and regulations or practices of the state of the Highest Designated Parent Company) within two months after the last day of the quarter of the Highest Designated Parent Company; provided, however, that with regard to the matters listed in item (ii), in cases when they are the same content as the matters stated in any document submitted within five years before submission of those documents, the matters may not be stated:

一 当該最終指定親会社四半期中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) the fact that the reason for application pertaining to the approval has not ceased or changed during the quarter of the Highest Designated Parent Company; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert related to the matters listed in the preceding item and a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(経営の健全性の状況を記載した書面の縦覧)

(Public Inspection of Documents Stating the Integrity of Management)

第二百八条の三十 法第五十七条の十七第三項の規定による備え置き及び公衆の縦覧は、第一百八十条第二項及び第三項の規定に準じて記載した書面によりしなければならない。

Article 208-30 The documents to be kept and made available for public inspection pursuant to the provisions of Article 57-17, paragraph (3) of the Act must be provided by the document stated in accordance with the provisions of Article 180, paragraphs (2) and (3).

(合併等の届出)

(Notification of a Merger)

第二百八条の三十一 法第五十七条の十八第一項の規定による届出は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を金融庁長官に提出してしなければならない。

Article 208-31 (1) With regard to the notification pursuant to the provisions of Article 57-18, paragraph (1) of the Act, a notification stating the matters specified in the following items must be submitted to the Commissioner of the

Finance Service agency in accordance with the categories listed in that items:

一 法第五十七条の十八第一項第一号に該当する場合 次に掲げる事項

(i) in cases when it corresponds to Article 57-18, paragraph (1), item (i) of the Act: the following matters:

イ 合併の相手方の商号又は名称

(a) the trade name or name of the counterparty of the merger;

ロ 合併の年月日及び理由

(b) date and reasons of the merger; and

ハ 合併の方法

(c) means of the merger;

二 法第五十七条の十八第一項第二号に該当する場合 破産手続開始、再生手続開始又は更生手続開始の申立てを行った年月日及び理由

(ii) in cases when it corresponds to Article 57-18, paragraph (1), item (ii) of the Act: the day when the petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings were filed and their reasons;

三 次条第一号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに定める事項

(iii) in cases when it corresponds to item (i) of the following Article: the matters specified in (a) and (b) below in accordance with the category of cases listed in (a) and (b):

イ 法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）に該当することとなった場合 次に掲げる事項

(a) in cases when it comes to correspond to Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act): the following matters:

(1) 法に相当する外国の法令の規定により当該外国において受けている同種類の登録等又は法に相当する外国の法令の規定により当該外国において行った法第六十三条第二項若しくは第六十三条の三第一項の規定による届出と同種類の届出の内容

1. content of the same type of registration, etc. obtained in a foreign state pursuant to the provisions of the laws and regulations of the foreign state equivalent to the Act or a notification of the same type as the notification under Article 63, paragraph (2) or Article 63-3, paragraph (1) of the Act made by the Financial Instruments Business Operator, etc. in the foreign state pursuant to the laws and regulations of the foreign state equivalent to the Act;

(2) 当該登録等又は届出の年月日

2. date of the registration etc. or notification;

(3) 当該登録等を取り消され、又は当該届出に係る業務の廃止を命ぜられた

年月日及び理由

3. date when the registration, etc. is cancelled or discontinuation of business pertaining to the notification was ordered, and the reason; and

(4) 当該登録等を取り消され、又は当該届出に係る業務の廃止を命ぜられた業務の内容

4. content of the business for which the registration, etc. is cancelled or discontinuation of business pertaining to the notification was ordered;

ロ 法第二十九条の四第一項第一号ハに該当することとなった場合 次に掲げる事項

(b) in cases when it corresponds to Article 29-4, paragraph (1), item (i), (c) of the Act: the following matters:

(1) 違反した法令の規定

1. the provisions of the laws and regulations against which the violation is committed; and

(2) 刑の確定した年月日及び罰金の額

2. the day when the punishment became final and binding, and the type of punishment;

四 次条第二号に該当する場合 次に掲げる事項

(iv) in cases when it corresponds to item (ii) of the following Article: the following matters:

イ 法第二十九条の四第一項第二号イからリまでのいずれかに該当することとなった役員の氏名又は名称

(a) name of the Officer that comes to correspond to any of Article 29-4, paragraph (1), item (ii), (a) through (i) of the Act;

ロ 当該役員が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の審判又は保佐開始の審判を受けた年月日

(b) in cases when the Officer comes to correspond to Article 29-4, paragraph (1), item (ii), (a) of the Act, the day when the Officer came to be subject to a ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

ハ 当該役員が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定を受けた年月日

(c) in cases when the Officer becomes to correspond to Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when the Sales Representative came to be subject to the order for the commencement of bankruptcy proceedings;

ニ 当該役員が法第二十九条の四第一項第二号ハ又はリに該当することとなった場合にあっては、刑の確定した年月日及び刑の種類

(d) in cases when the Officer comes to correspond to Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the punishment became

final and binding, and the type of punishment;

ホ 当該役員が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合にあっては、取り消され、又は命ぜられた年月日及び理由

(e) in cases when the Officer comes to correspond to Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons for it; and

ヘ 当該役員が法第二十九条の四第一項第二号ヘ又はトに該当することとなった場合にあっては、行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七（法第六十条の十四第二項において準用する場合を含む。以下この条において同じ。）、第六十三条の二第二項、第三項（法第六十三条の三第二項において準用する場合を含む。以下この条において同じ。）若しくは第四項、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由

(f) in cases when the Officer falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act, and the date of and reason for the notification under Article 50-2, paragraph (1) of the Act, Article 60-7 of the Act (including cases when it is applied mutandis pursuant to Article 60-14, paragraph (2) of the Act; hereinafter the same applies in this Article), Article 63-2, paragraph (2) of the Act, Article 63-2, paragraph (3) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act; hereinafter the same applies in this Article), Article 63-2, paragraph (4) of the Act, Article 66-19, paragraph (1) of the Act, Article 66-40, paragraph (1) of the Act or Article 66-61, paragraph (1) of the Act;

ト 当該役員が法第二十九条の四第一項第二号チに該当することとなった場合にあっては、解任又は解職を命ぜられた年月日及び理由

(g) in cases when the Officer comes to correspond to Article 29-4, paragraph (1), item (ii) of the Act, the date when the dismissal or removal was ordered and the reasons for it;

五 次条第三号に該当する場合 次に掲げる事項

(v) in cases when it corresponds to item (iii) of the following Article: the following matters:

イ 該当することとなった又は該当しなくなった親会社又は子法人等の商号又は名称

(a) the trade name or name of the Parent Company or Subsidiary Corporation, etc. that has come to correspond to or no longer corresponds to those provisions; and

ロ 親会社又は子法人等に該当し、又は該当しなくなった年月日

(b) the date when it comes to correspond to or no longer corresponds to the Parent Company or Subsidiary Corporation, etc.;



六 次条第四号に該当する場合 次に掲げる事項

(vi) in cases when it corresponds to item (iv) of the following Article: the following matters:

イ 破産手続開始、再生手続開始又は更生手続開始の申立てが行われた年月日及び理由

(a) the day when the petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings were filed and their reasons; and

ロ 破産手続開始、再生手続開始又は更生手続開始の申立てを行った者の商号、名称又は氏名

(b) the trade name or name of the person that filed the petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings;

七 次条第五号に該当する場合 次に掲げる事項

(vii) in cases when it corresponds to item (v) of the following Article: the following matters:

イ 変更の内容及び理由

(a) the content and reason of the change; and

ロ 変更の年月日

(b) the date of the change;

八 次条第六号に該当する場合 次に掲げる事項

(viii) in cases when it corresponds to item (vi) of the following Article: the following matters:

イ 法令等（外国の法令等を含む。）に反する行為（当該指定親会社の業務の運営又は当該指定親会社及びその子法人等の財産の状況に重大な影響を及ぼすおそれのあるものに限る。以下この項及び次条において「事故等」という。）が発生した営業所又は事務所の名称

(a) the name of the business office or other office if an act against the laws and regulations, etc. (including the laws and regulations of a foreign state) (limited to acts that are likely to have a critical impact on the business management of the Designated Parent Company or the property status of the Designated Parent Company and its Subsidiary Corporation, etc.; hereinafter referred to as "Problematic Conduct, etc." in this paragraph and the following Article) occurred;

ロ 事故等を惹起した役職員の所属、氏名又は名称及び役職名

(b) affiliation, name, and title of the Officer or Employee that caused the Problematic Conduct, etc.; and

ハ 事故等の概要

(c) outline of the Problematic Conduct, etc.;

九 次条第七号に該当する場合 次に掲げる事項

(ix) in cases when it corresponds to item (vii) of the following Article: the following matters:

イ 事故等が発生した営業所又は事務所の名称

(a) the name of the business office or other office if the Problematic Conduct, etc. occurred;

ロ 事故等を惹起した役職員の所属、氏名又は名称及び役職名

(b) affiliation, name, and title of the Officer or Employee that caused the Problematic Conduct, etc.;

ハ 事故等の詳細

(c) details of the Problematic Conduct, etc.; and

ニ 社内処分を行った場合はその内容

(d) in cases when any internal action has been taken, the details thereof;

十 次条第八号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに定める事項

(x) in cases when it corresponds to item (viii) of the following Article: the matters specified in the following (a) and (b) in accordance with the category of cases listed in those (a) and (b):

イ 訴訟又は調停の当事者となった場合 次に掲げる事項

(a) in cases when it has become the party to a suit or conciliation: the following matters:

(1) 訴訟又は調停の当事者の氏名又は名称及び住所又は所在地

1. the name and address or location of the party of a suit or conciliation;

(2) 訴訟の提起又は調停の申立てが行われた年月日

2. the day when the action or conciliation was filed;

(3) 管轄裁判所名

3. the name of the court with jurisdiction; and

(4) 事件の内容

4. the details of the case;

ロ 訴訟又は調停が終結した場合 次に掲げる事項

(b) in cases when the action or conciliation has been concluded, the following matters:

(1) 訴訟又は調停の当事者の氏名又は名称及び住所又は所在地

1. the name and address of the parties to the action or conciliation;

(2) 訴訟又は調停が終結した年月日

2. the day when the action or conciliation was concluded; and

(3) 判決又は和解の内容

3. the details of the judgment or settlement;

十一 次条第九号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに定める事項

(xi) in cases when it corresponds to item (ix) of the following Article: the matters specified in the following (a) and (b) in accordance with the category

of cases listed in those (a) and (b):

イ 主要株主が法第二十九条の四第一項第五号ニ（１）又は（２）に該当することとなった事実を知った場合 次に定める事項

(a) in cases when it comes to know the fact that Major Shareholder comes to correspond to Article 29-4, paragraph (1), item (v), (d), 1. or 2. of the Act: the following matters:

- (1) 該当することとなった主要株主の氏名
  1. the names of Major Shareholders that come to correspond to the provision;
  - (2) 当該主要株主が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の審判若しくは保佐開始の審判又はこれらに類似する外国の法令上の手続を受けた年月日
  2. in cases when the Major Shareholder comes to correspond to Article 29-4, paragraph (1), item (ii), (a) of the Act, the day when the Major Shareholders came to be subject to a ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the day when any procedure similar thereto under the laws and regulations of a foreign state similar was conducted;
  - (3) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定を受けた年月日
  3. in cases when the Major Shareholder, or a statutory agent of the adult ward, a statutory agent of the person under curatorship or a statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when the Major Shareholder or such statutory agent became subject to the order for the commencement of bankruptcy proceedings;
  - (4) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号ハ又はハに該当することとなった場合にあっては、刑の確定した年月日及び刑の種類
  4. in cases when the Major Shareholder, or a statutory agent of the adult ward, a statutory agent of the person under curatorship or a statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the punishment became final and binding, and the type of punishment;
  - (5) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項

第二号ニ又はホに該当することとなった場合にあっては、取り消され、又は命ぜられた年月日及び理由

5. in cases when the Major Shareholder, or a statutory agent of the adult ward, a statutory agent of the person under curatorship or a statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons for it;

(6) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号へ又はトに該当することとなった場合にあっては、行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七、第六十三条の二第二項から第四項まで、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由

6. in cases when the Major Shareholder, or a statutory agent of the adult ward, a statutory agent of the person under curatorship or a statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act and the date of and reason for the notification under Article 50-2, paragraph (1), Article 60-7, Article 63-2, paragraphs (2) through (4), Article 66-19, paragraph (1), Article 66-40, paragraph (1) or Article 66-61, paragraph (1) of the Act;

(7) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号チに該当することとなった場合にあっては、解任又は解職を命ぜられた年月日及び理由

7. in cases when the Major Shareholder, or a statutory agent of the adult ward, a statutory agent of the person under curatorship or a statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act, the day when dismissal or removal was ordered and the reasons for it;

ロ 主要株主が法第二十九条の四第一項第五号ホ（１）から（３）までのいずれかに該当することとなった事実を知った場合 次に掲げる事項

(b) in cases when the Financial Instruments Business Operator has become aware that any of its Major Shareholders has come to fall under Article 29-4, paragraph (1), item (v), (e), 1. through 3. of the Act: the following matters:

- (1) 該当することとなった主要株主の商号又は名称
1. the trade name or name of the Major Shareholder which has come to fall under such provision;
- (2) 当該主要株主が法第二十九条の四第一項第一号イに該当する場合にあっては、当該主要株主が受けている登録等の内容及び年月日並びに当該登録等を取り消された年月日、理由及び業務の内容又は当該主要株主が行った法第六十三条第二項若しくは第六十三条の三第一項の規定による届出の内容及び年月日並びに当該届出に係る業務の廃止を命ぜられた年月日、理由及び業務の内容
2. in cases when the Major Shareholder falls under Article 29-4, paragraph (1), item (i), (a) of the Act, the details and date of the Registration, etc. granted to such Major Shareholder, and the date of and reasons for the rescission of such registration, etc., and the contents of the business for which the registration, etc. was rescinded, or the content of the notification under Article 63, paragraph (2) or Article 63-3, paragraph (1) of the Act made by the Major Shareholder, and the date of and reason for the order of discontinuation of business for which the notification was made and the contents of the business;
- (3) 当該主要株主が法第二十九条の四第一項第一号ロに該当する場合にあっては、行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七、第六十三条の二第二項若しくは第三項、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由
3. in cases when the Major Shareholder falls under Article 29-4, paragraph (1), item (i) (b) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act and the date of and reason for the notification under Article 50-2, paragraph (1), Article 60-7, Article 63-2, paragraph (2) or (3), Article 66-19, paragraph (1), Article 66-40, paragraph (1) or Article 66-61, paragraph (1) of the Act;
- (4) 当該主要株主が法第二十九条の四第一項第一号ハに該当する場合にあっては、違反した法令の規定、刑の確定した年月日及び罰金の額
4. in cases when the Major Shareholder falls under Article 29-4, paragraph (1), item (i), (c) of the Act, the provisions of the laws and regulations violated, the day when the punishment became final and binding, and the amount of the fine imposed;
- (5) 当該主要株主が法第二十九条の四第一項第五号ホ(3)に該当することとなった場合にあっては、同項第二号イからリまでのいずれかに該当することとなった法人を代表する役員の名又は名称
5. in cases when the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (v), (e), 3. of the Act, the name of the Officer representing the corporation which has come to fall under any of item

- (ii), (a) to (i) of that paragraph;
- (6) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号イに該当することとなった場合にあつては、後見開始の審判又は保佐開始の審判を受けた年月日
6. in cases when the Officer representing the corporation which is the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, the day when the Officer became subject to an ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;
- (7) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ロに該当することとなった場合にあつては、破産手続開始の決定を受けた年月日
7. in cases when the Officer representing the corporation which is the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when the Officer became subject to an order for the commencement of bankruptcy proceedings;
- (8) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ハ又はハに該当することとなった場合にあつては、刑の確定した年月日及び刑の種類
8. in cases when the Officer representing the corporation which is the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the punishment became final and binding, and the type of punishment;
- (9) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合にあつては、取り消され、又は命ぜられた年月日及び理由
9. in cases when the Officer representing the corporation which is the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons therefor;
- (10) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ヘ又はトに該当することとなった場合にあつては、行政手続法第十五条の規定による通知があつた年月日及びその理由並びに法第五十条の二第一項、第六十条の七、第六十三条の二第二項から第四項まで、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由
10. in cases when the Officer representing the corporation which is the Major Shareholder falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act and the date of and reason for the notification under Article 50-2, paragraph (1), Article 60-7, Article 63-2,

paragraphs (2) through (4), Article 66-19, paragraph (1), Article 66-40, paragraph (1) or Article 66-61, paragraph (1) of the Act; and

(11) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号チに該当することとなった場合にあっては、解任又は解職を命ぜられた年月日及び理由

11. in cases when the Officer representing the corporation which is the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act, the date when the dismissal or removal was ordered, and the reasons therefor;

十二 次条第十号に該当する場合 法第五十七条の二十第一項第四号に規定する株式会社でなくなった年月日及び理由

(xii) in cases when it corresponds to item (x) of the following Article: the day when it ceased to be the stock company prescribed in Article 57-20, paragraph (1), item (iv) of the Act and the reasons therefor;

十三 次条第十一号に該当する場合 次に掲げる事項

(xiii) in cases when it corresponds to item (xi) of the following Article; the following matters:

イ 不利益処分の内容

(a) the details of the adverse disposition; and

ロ 不利益処分を受けた年月日及び理由

(b) the date when the Financial Instruments Business Operator, etc. came to be subject to the adverse disposition and reasons therefor;

十四 次条第十二号イに該当する場合 次に掲げる事項

(xiv) in cases when it corresponds to item (xii), (a) of the following Article: the following matters:

イ 事故等が発生した子法人等の商号又は名称及びその営業所又は事務所の名称

(a) the trade name or name of the Subsidiary Corporation, etc., where

Problematic Conduct, etc. has occurred, and the name of its business office or other business offices;

ロ 事故等を惹起した役職員の所属、氏名又は名称及び役職名

(b) affiliation, name, and title of the Officer or Employee that caused the Problematic Conduct, etc.; and

ハ 事故等の概要

(c) details of the Problematic Conduct, etc.;

十五 次条第十二号ロに該当する場合 次に掲げる事項

(xv) in cases when it corresponds to item (xii), (b) of the following Article: the following matters:

イ 事故等が発生した子法人等の商号又は名称及びその営業所又は事務所の名称

(a) the trade name or name of the Subsidiary Corporation, etc., if a

Problematic Conduct, etc. has occurred, and the name of its business office or other business office;

- ロ 事故等を惹起した役職員の所属、氏名又は名称及び役職名  
 (b) affiliation, name, and title of the Officer or Employee that caused the Problematic Conduct, etc.;
- ハ 事故等の詳細  
 (c) details of the Problematic Conduct, etc.; and
- ニ 社内処分を行った場合はその内容  
 (d) in cases when any internal action has been taken, the details thereof;
- 十六 次条第十二号ハに該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに定める事項
- (xvi) in cases when it corresponds to item (xii), (c) of the following Article: the matters specified in the following (a) and (b) in accordance with the category of cases listed in those (a) and (b):
- イ 子法人等が訴訟又は調停の当事者となったことを知った場合 次に掲げる事項
- (a) in cases when it has come to be known that the Subsidiary Corporation, etc. has become the party to a suit or conciliation: the following matters:
- (1) 訴訟又は調停の当事者の氏名又は名称及び住所又は所在地
  1. name and address or location of the party of a suit or conciliation;
  - (2) 訴訟の提起又は調停の申立てが行われた年月日
  2. the day when the action or conciliation was filed;
  - (3) 管轄裁判所
  3. the name of the court with jurisdiction; and
  - (4) 事件の内容
  4. the details of the case;
- ロ 子法人等を当事者とする訴訟又は調停が終結したことを知った場合 次に掲げる事項
- (b) in cases when it has come to be known that the action or conciliation, for which the Subsidiary Corporation, etc. is a party, has been concluded: the following matters:
- (1) 訴訟又は調停の当事者の氏名又は名称及び住所又は所在地
  1. the name and address of the parties to the action or conciliation;
  - (2) 訴訟又は調停が終結した年月日
  2. the day when the action or conciliation was concluded; and
  - (3) 判決又は和解の内容
  3. the details of the judgment or settlement;
- 十七 次条第十二号ニに該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに定める事項
- (xvii) in cases when it corresponds to item (xii), (d) of the following Article: the matters specified in the following (a) and (b) in accordance with the categories of cases listed in those (a) and (b):
- イ 劣後特約付借入金を借り入れた場合又は子法人等が劣後特約付借入金を借り入れたことを知った場合 次に掲げる事項



(a) in cases when the Financial Instruments Business Operator has made any Subordinated Borrowing or where it has become aware that the Subsidiary Corporation, etc. has borrowed Subordinated Borrowing: the following matters:

(1) 借入先及び借入れの理由

1. the name of the lender, and the reasons for the borrowing;

(2) 借入金額（外貨建てである場合は、当該借入金額及びその円換算額）並びに現在及び借入後の借入残高

2. the borrowed amount (in the case of a foreign currency denominated loan, the borrowed amount, and such amount converted into yen), and the current outstanding balance and the outstanding balance after the borrowing; and

(3) 借入日、利率及び弁済期限

3. the loan date, interest rates and the due date for payment;

ロ 劣後特約付社債を発行した場合又は子法人等が劣後特約付社債を発行したことを知った場合 次に掲げる事項

(b) in cases when the Financial Instruments Business Operator has issued any Subordinated Bond or where it has become aware that the Subsidiary Corporation, etc. has borrowed Subordinated Bond: the following matters:

(1) 発行の方法及び理由

1. the means and reasons for the issuance;

(2) 発行総額（外貨建てである場合は、当該発行総額及びその円換算額）並びに現在及び発行後の発行残高

2. the total issuance amount (in the case of foreign currency denominated bonds, the total issuance amount and such amount converted into yen), and the current outstanding balance and the outstanding balance after the issuance; and

(3) 発行日、利率及び償還期限

3. the issuance date, the interest rates and the maturity date;

十八 次条第十二号ホに該当する場合 次に掲げる事項

(xviii) in cases when it corresponds to item (xii), (e) of the following Article: the following matters:

イ 弁済又は償還をした金額及び年月日

(a) the amount and date of the payment or redemption; and

ロ 弁済又は償還をした後の残高

(b) the outstanding balance after the payment or redemption.

2 前項の届出書には、次の各号に掲げる場合の区分に該当する場合には、当該各号に定める書類を添付しなければならない。

(2) In cases when it corresponds to the category of cases listed in the following items, the document specified in that each item must be attached to the notification set forth in the preceding paragraph:

- 一 法第五十七条の十八第一項第一号に該当する場合 次に掲げる書類
- (i) in cases when it corresponds to Article 57-18, paragraph (1), item (i) of the Act: the following documents:
- イ 合併契約の内容及び合併の手續を記載した書面
- (a) the document stating the contents of the merger agreement and the procedures for the merger;
- ロ 当事者の最近の貸借対照表（関連する注記を含む。）
- (b) the latest balance sheet of the parties (including notes in reference thereto); and
- ハ 最終指定親会社にあつては、合併後における経営の健全性の状況を記載した書面
- (c) in cases of the Highest Designated Parent Company, the documents stating the Integrity of Management after the merger;
- 二 法第五十七条の十八第一項第二号に該当する場合 次に掲げる書類
- (ii) in cases when it corresponds to Article 57-18, paragraph (1), item (ii) of the Act: the following documents:
- イ 破産手續開始、再生手續開始又は更生手續開始の申立てに係る書面の写し
- (a) a copy of documents pertaining to the filing of the petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings; and
- ロ 最近の日計表
- (b) the latest daily accounts sheet;
- 三 次条第一号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに定める書類
- (iii) in cases when it corresponds to item (i) of the following Article: the documents specified in the following (a) and (b) in accordance with the category of cases listed in those (a) and (b):
- イ 法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）に該当することとなった場合 次に掲げる書類
- (a) in cases when it comes to correspond to Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act): the following matters:
- (1) 取消し又は廃止を命ずる書面の写し又はこれに代わる書面
1. a copy of the written order for the rescission or discontinuation of business or any other document in lieu thereof; and
- (2) 当該外国の法令
2. a copy of the laws and regulations of the foreign state;
- ロ 法第二十九条の四第一項第一号ハに該当することとなった場合 確定判決の判決書の写し又は確定判決の内容を記載した書面

(b) in cases when it has come to correspond to Article 29-4, paragraph (1), item (i), (c) of the Act: a copy of the judgment document on the final and binding judgment, or a document stating the particulars of the final and binding judgment;

四 次条第二号に該当する場合 次に掲げる書類

(iv) in cases when it corresponds to item (ii) of the following Article: the following documents:

イ 役員が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面

(a) in cases when the Officer has come to correspond to Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or a document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

ロ 役員が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(b) in cases when the Officer has come to correspond to Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on the order for the commencement of bankruptcy proceedings, or a document stating the details of the order for the commencement of bankruptcy proceedings;

ハ 役員が法第二十九条の四第一項第二号ハ又はリに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面

(c) in cases when the Officer has come to correspond to Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the particulars of the final and binding judgment; and

ニ 役員が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合（外国において取り消され、又は命ぜられた場合に限る。）にあっては、取消し又は廃止の根拠となる外国の法令

(d) in cases when the Officer has come to correspond to Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act (limited to cases when the rescission or order was effected in a foreign state), a copy of the laws and regulations of the foreign state which served as the basis of the rescission or discontinuation of business;

五 次条第三号に該当する場合 次に掲げる書類

(v) in cases when it corresponds to item (iii) of the following Article: the following documents:

- イ 該当することとなった又は該当しなくなった親会社又は子法人等の業務の概要を記載した書類
- (a) a document stating the outline of the business of the Parent Corporation, etc. or Subsidiary Corporation, etc. which has come to fall under such category, or which no longer falls under such category; and
- ロ 指定親会社と親会社又は子法人等の関係を示す書類
- (b) a document describing the relationship between the Designated Parent Company and Parent Company or Subsidiary Corporation, etc.;
- 六 次条第四号に該当する場合 最近の日計表
- (vi) in cases when it corresponds to item (iv) of the following Article: the latest daily accounts sheet;
- 七 次条第五号に該当する場合 変更後の定款
- (vii) in cases when it corresponds to item (v) of the following Article: the amended articles of incorporation;
- 八 次条第九号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに定める書類
- (viii) in cases when it corresponds to item (ix) of the following Article: the documents specified in the following (a) and (b) in accordance with the category of cases listed in those (a) and (b):
- イ 主要株主が法第二十九条の四第一項第五号ニ（１）又は（２）に該当することとなった事実を知った場合 次に掲げる書類
- (a) in cases when it comes to be known that a Major Shareholder comes to correspond to Article 29-4, paragraph (1), item (v), (d), 1. or 2. of the Act: the following documents:
- （１） 当該主要株主が法第二十九条の四第一項第二号イに該当することとなった場合にあつては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面
1. in cases when the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;
- （２） 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号ロに該当することとなった場合にあつては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面
2. in cases when the Major Shareholder, or the statutory agent of the adult ward, the statutory agent of the person under curatorship or the statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under

Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on an order for the commencement of bankruptcy proceedings, or the document stating the details of the order for the commencement of bankruptcy proceedings;

- (3) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が法第二十九条の四第一項第二号ハ又はりに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面

3. in cases when the Major Shareholder, or the statutory agent of the adult ward, the statutory agent of the person under curatorship or the statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

- (4) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が外国において刑に処せられた場合にあっては、刑の根拠となった外国の法令

4. in cases when the Major Shareholder, or the statutory agent of the adult ward, the statutory agent of the person under curatorship or the statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has been punished, a copy of the laws and regulations of the foreign state which served as the basis of such punishment;

- (5) 当該主要株主又は成年被後見人若しくは被保佐人若しくは外国の法令上これらと同様に取り扱われている者の法定代理人が外国において登録等を取り消され、又は業務の廃止を命ぜられた場合にあっては、登録等の取消し又は業務の廃止の根拠となる外国の法令

5. in cases when the Major Shareholder, or the statutory agent of the adult ward, the statutory agent of the person under curatorship or the statutory agent of any person that is treated in the same manner under the laws and regulations of a foreign state has had the registration, etc. rescinded or was ordered to discontinue its business in the foreign state, a copy of the laws and regulations of the foreign state which served as the basis of such rescission of registration, etc. or discontinuation of business;

ロ 主要株主が法第二十九条の四第一項第五号ホ（１）から（３）までのいずれかに該当することとなった事実を知った場合 次に掲げる書類

(b) in cases when it has become aware that any of its Major Shareholders has come to fall under Article 29-4, paragraph (1), item (v), (e), 1. through 3. of the Act: the following documents:

- (1) 当該主要株主が法第二十九条の四第一項第一号イに該当することとなった場合にあっては、取消し又は廃止を命ずる書類の写し又はこれに代わる書面
1. in cases when the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (i), (a) of the Act, a copy of the written order for rescission or discontinuation of business or a document in lieu thereof;
- (2) 当該主要株主が法第二十九条の四第一項第一号イ又は主要株主である法人を代表する役員が同項第二号ニ若しくはホに該当する場合（外国において登録等を取り消され、又は業務の廃止を命ぜられた場合に限る。）にあっては、取消し又は廃止の根拠となった外国の法令
2. in cases when the Major Shareholder falls under Article 29-4, paragraph (1), item (i), (a) of the Act or if the Officer representing the corporation which is a Major Shareholder falls under item (ii), (d) or (e) of that paragraph (limited to cases when the Registration, etc. was rescinded or the discontinuation of business was ordered in a foreign state), a copy of the laws and regulations of a foreign state which served as the basis of the rescission or discontinuation of business;
- (3) 当該主要株主が法第二十九条の四第一項第一号ハに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面
3. in cases when the Major Shareholder has come to fall under Article 29-4, paragraph (1), item (i), (c) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;
- (4) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面
4. in cases when any Officer representing a corporation which is a Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;
- (5) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面
5. in cases when any Officer representing the corporation which is a Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on the order for the commencement of bankruptcy proceedings, or the document stating the

details of the order for the commencement of bankruptcy proceedings;  
and

(6) 当該主要株主である法人を代表する役員が法第二十九条の四第一項第二号ハ又はりに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面

6. in cases when any Officer representing a corporation which is a Major Shareholder has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

九 次条第十一号に該当する場合 当該不利益処分を規定する外国の法令

(ix) in cases when it corresponds to item (xi) of the following Article: a copy of the laws and regulations of a foreign state which provides for the adverse disposition;

十 次条第十二号ニに該当する場合 次に掲げる書類

(x) in cases when it corresponds to item (xii), (d) of the following Article: the following documents:

イ 劣後特約付借入金を借り入れた場合又は子法人等が劣後特約付借入金を借り入れたことを知った場合にあっては、契約書の写し

(a) in cases when it has made any Subordinated Borrowing or where it has become aware that the Subsidiary Corporation, etc. has borrowed Subordinated Borrowing, a copy of the contract therefor;

ロ 劣後特約付社債を発行した場合又は子法人等が劣後特約付社債を発行したことを知った場合にあっては、目論見書又はこれに準ずるものの写し

(b) in cases when it has issued any Subordinated Corporate Bonds or where it has become aware that the Subsidiary Corporation, etc. has borrowed a Subordinated Bond, a copy of the Prospectus therefor or any other document equivalent thereto.

(合併等の届出を行う場合)

(In Cases of Submitting a Notice of a Merger)

第二百八条の三十二 法第五十七条の十八第一項第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 208-32 The cases provided for by Cabinet Office Order as prescribed in Article 57-18, paragraph (1), item (iii) of the Act are the following cases:

一 法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）又はハに該当することとなった場合

(i) in cases when it comes to correspond to Article 29-4, paragraph (1), item (i), (c) (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act) or (b) of the Act;

二 役員が法第二十九条の四第一項第二号イからリまでのいずれかに該当することと

- なった事実を知った場合
- (ii) in cases when it comes to be known that the Officer comes to correspond to any of Article 29-4, paragraph (1), item (ii), (a) through (i) of the Act;
- 三 他の法人その他の団体が、親会社若しくは子法人等に該当し、又は該当しないこととなった場合
- (iii) in cases when another corporation or organization has come to fall under the category of the Parent Corporation, etc. or the Subsidiary Corporation, etc.; or where such other corporation or organization no longer falls under such category;
- 四 破産手続開始、再生手続開始又は更生手続開始の申立てが行われた事実を知った場合（外国会社にあつては、本店の所在する国において当該国の法令に基づき同種類の申立てが行われた事実を知った場合を含む。）
- (iv) in cases when the Registered Financial Institution has become aware that a petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, or commencement of reorganization proceedings has been filed (in the case of a foreign corporation, including cases when it has become aware that the same type of petition has been filed in the state where its head office is located, pursuant to the laws and regulations of that state);
- 五 定款を変更した場合
- (v) in cases when the Registered Financial Institution has effected any change to its articles of incorporation;
- 六 役職員に事故等があったことを知った場合
- (vi) in cases when it comes to be known that any Officer or Employee has committed any Problematic Conduct, etc.;
- 七 前号の事故等の詳細が判明した場合
- (vii) in cases when the details of the Problematic Conduct, etc. set forth in the preceding paragraph are revealed;
- 八 訴訟若しくは調停（当該指定親会社の業務又は当該指定親会社及びその子法人等の財産の状況に重大な影響を及ぼすおそれがあるものに限る。）の当事者となった場合又は当該訴訟若しくは調停が終結した場合
- (viii) in cases when it has become a party to any action or conciliation (limited to those that are likely to have a critical impact on the business of the Designated Parent Company or property status of the Designated Parent Company and its Subsidiary Corporation, etc.) or where such action or conciliation has been concluded;
- 九 主要株主が法第二十九条の四第一項第五号ニ（１）若しくは（２）又はホ（１）から（３）までのいずれかに該当することとなった事実を知った場合
- (ix) in cases when the fact comes to be known that a Major Shareholder comes to correspond to any of Article 29-4, paragraph (1), item (v), (d), 1. or 2., or (e), 1. through 3. of the Act;



十 内国会社にあつては、法第五十七条の二十第一項第四号に該当することとなった場合

(x) in cases of a domestic company, in cases when it corresponds to Article 57-20, paragraph (1), item (iv) of the Act;

十一 外国会社にあつては、法に相当する外国の法令に基づく行政官庁の不利益処分を受けた場合（法第二十九条の四第一項第一号イに該当する場合を除く。）

(xi) in cases of a foreign company, in cases when it has been subject to any adverse disposition rendered by an administrative agency under the laws and regulations of the foreign state equivalent to the Act (excluding cases when it falls under Article 29-4, paragraph (1), item (i), (a) of the Act); and

十二 最終指定親会社にあつては、次に掲げる場合

(xii) in cases of a Highest Designated Parent Company, the following cases:

イ 子法人等の役職員に事故等があったことを知った場合（事故等について子法人等が法令の規定により金融庁長官等に対し届出その他の手続をしなければならないとされている場合を除く。ロにおいて同じ。）

(a) in cases when it comes to be known that an Officer or Employee of a Subsidiary Corporation, etc. has committed a Problematic Conduct, etc. (excluding cases when it is stipulated by the provisions of the laws and regulations that a Subsidiary Corporation, etc. must submit a notification to the Commissioner of the Financial Service Agency, etc. and take other procedures with regard to Problematic Conduct, etc.; the same applies to (b));

ロ イの事故等の詳細が判明した場合

(b) in cases when the details of the Problematic Conduct, etc. set forth in (a) are revealed;

ハ 子法人等が訴訟若しくは調停（当該最終指定親会社の業務又は当該最終指定親会社及びその子法人等の財産の状況に重大な影響を及ぼすおそれがあるものに限る。）の当事者となったことを知った場合又は当該訴訟若しくは調停が終結したことを知った場合（訴訟又は調停について子法人等が法令の規定により金融庁長官等に対し届出その他の手続をしなければならないとされている場合を除く。）

(c) in cases when it has become a party to any action or conciliation (limited to those are likely to have a critical impact on the business of the Highest Designated Parent Company or properties status of the Highest Designated Parent Company and its Subsidiary Corporation, etc.) or where such action or conciliation has been concluded (excluding cases when it is stipulated that a Subsidiary Corporation, etc. must submit a notification to the Commissioner of the Financial Service Agency, etc. and take other procedures with regard to the action or conciliation);

ニ 劣後特約付借入金を借り入れた場合若しくは劣後特約付社債を発行した場合又は子法人等が劣後特約付借入金を借り入れたことを知った場合若しくは劣後特約付社債を発行したことを知った場合（劣後特約付借入金又は劣後特約付社債につ

いて子法人等が法令の規定により金融庁長官等に対し届出その他の手続をしなければならないとされている場合を除く。ホにおいて同じ。)

(d) in cases when it has made any Subordinated Borrowing or has issued any Subordinated Corporate Bonds, or where it has become aware that the Subsidiary Corporation, etc. has borrowed Subordinated Borrowing or has issued any Subordinated Corporate Bonds (excluding cases when it is stipulated by the laws and regulations that a Subsidiary Corporation, etc. must submit a notice to the Commissioner of the Financial Service Agency, etc. and other procedures with regard to Subordinated Borrowing or Subordinated Corporate Bonds; the same applies in (e));

ホ 劣後特約付借入金について期限前弁済をした場合若しくは劣後特約付社債について期限前償還をした場合（期限のないものについて弁済又は償還をした場合を含む。）又は子法人等が劣後特約付借入金について期限前弁済をしたことを知った場合若しくは劣後特約付社債について期限前償還をしたことを知った場合（期限のないものについて弁済又は償還をしたことを知った場合を含む。）

(e) if the Financial Instruments Business Operator has made an accelerated payment of the Subordinated Borrowing, or where it has made an accelerated redemption of Subordinated Corporate Bonds (including in the case of payment or redemption with regard to a loan or bonds without a fixed due date) or where it has become aware that the Subsidiary Corporation, etc. has made an accelerated payment of the Subordinated Borrowing or made an accelerated payment of Subordinated Corporate Bonds (including cases when it has come to be known that payment redemption with regard to a loan or bonds without a fixed due date has been made).

（親会社でなくなったとき等の届出）

(Notification When the Person Is No Longer a Parent Company)

第二百八条の三十三 法第五十七条の十八第二項の規定により届出を行う者は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を金融庁長官に提出しなければならない。

Article 208-33 (1) A person that makes a notification pursuant to Article 57-18, paragraph (2) of the Act must submit to the Commissioner of the Financial Service Agency a notification stating the matters specified in the following items in accordance with the category of cases listed in the items:

一 法第五十七条の十八第二項第一号に該当する場合 その旨及び親会社でなくなった年月日

(i) in cases when it corresponds to Article 57-18, paragraph (2), item (i) of the Act: to that effect and the date when it is no longer a Parent Company;

二 法第五十七条の十八第二項第二号に該当する場合 次に掲げる事項

(ii) in cases when it corresponds to Article 57-18, paragraph (2), item (ii) of the

Act: the following matters:

イ 合併の相手方の商号又は名称

(a) the trade name or name of the counterparty of the merger;

ロ 合併の年月日及び理由

(b) date and reasons of the merger; and

ハ 合併の方法

(c) means of the merger;

三 法第五十七条の十八第二項第三号に該当する場合 次に掲げる事項

(iii) in cases when it corresponds to Article 57-18, paragraph (2), item (iii) of the Act: the following matters:

イ 破産手続開始の申立てが行われた年月日

(a) the day when the petition for the commencement of bankruptcy proceedings was filed; and

ロ 破産手続開始の決定を受けた年月日

(b) the day when the order for the commencement of bankruptcy proceedings was issued;

四 法第五十七条の十八第二項第四号に該当する場合 解散の年月日及び理由

(iv) in cases when it corresponds to Article 57-18, paragraph (2), item (iv) of the Act: the date of and reasons for the dissolution.

2 前項の届出書には、次の各号に掲げる場合の区分に該当する場合には、当該各号に定める書類を添付しなければならない。

(2) The documents listed in the following items must be attached to the written notification set forth in the preceding paragraph, in accordance with the categories of the cases listed in the following items:

一 法第五十七条の十八第二項第二号に該当する場合 合併契約の内容及び合併の手続を記載した書面

(i) in cases when it corresponds to Article 57-18, paragraph (2), item (ii) of the Act: a document stating the content of the merger contract and the merger procedures; and

二 法第五十七条の十八第二項第三号に該当する場合 破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(ii) in cases when it corresponds to Article 57-18, paragraph (2), item (iii) of the Act: a copy of the written judgment on an order for the commencement of bankruptcy proceedings, or a document stating the details of the order for the commencement of bankruptcy proceedings.

(監督処分公告)

(Public Notice of Supervisory Dispositions)

第二百八条の三十四 法第五十七条の二十二の規定による公告は、官報により行うものとする。

Article 208-34 The public notice pursuant to the provisions of Article 57-22 of

the Act is to be made in the Official Gazette.

### 第三款 雑則

#### Subsection 3 Miscellaneous Provisions

第二百八条の三十五 第三十六条から第三十八条までの規定は、法第五十七条の二十六第一項において法第三十二条第一項及び第二項の規定を準用する場合について準用する。

Article 208-35 The provisions from Article 36 through 38 apply mutatis mutandis to cases when the provisions of Article 32, paragraphs (1) and (2) of the Act apply mutatis mutandis to Article 57-26, paragraph (1) of the Act.

### 第五節 外国業者に関する特例

#### Section 5 Special Rules on Foreign Business Operators

##### 第一款 外国証券業者

#### Subsection 1 Foreign Securities Service Providers

(外国証券業者に係る特定投資家向け有価証券の売買等の制限の例外)

(Exemption from Restriction on Purchase and Sale of Securities for Professional Investors Relating Foreign Securities Service Provider)

第二百八条の三十六 令第十七条の三に規定する投資者の保護に欠けるおそれが少ない場合として内閣府令で定める場合は、第二百二十五条の三各号に掲げる場合とする。

Article 208-36 The cases to be specified by Cabinet Office Order as the cases less likely to result in insufficient protection of investors as referred to in Article 17-3 of the Order are the cases listed in the items of Article 125-3 of this Cabinet Office Order.

(有価証券の売買等の相手方とできる金融機関の範囲)

(Scope of Financial Institutions Which May Become Counterparties to Purchase and Sale of Securities)

第二百九条 令第十七条の三第一号ロに規定する金融機関のうち内閣府令で定めるものは、次に掲げる金融機関（第八号に掲げる金融機関のうち農業協同組合については、適格機関投資家に該当するものに限る。）とする。

Article 209 The financial institutions to be specified by Cabinet Office Order as referred to in Article 17-3, item (i), (b) of the Order are the following financial institutions (with regard to an agricultural cooperative, from among the financial institutions specified in item (viii), limited to one that falls under the category of Qualified Institutional Investor):

一 銀行

(i) a bank;

二 保険会社

- (ii) an insurance company;  
三 信用金庫及び信用金庫連合会
- (iii) a shinkin bank and a federation of shinkin banks;  
四 労働金庫及び労働金庫連合会
- (iv) a labor bank and a federation of labor banks;  
五 農林中央金庫
- (v) the Norinchukin Bank;  
六 株式会社商工組合中央金庫
- (vi) the Shoko Chukin Bank Limited;  
七 信用協同組合及び信用協同組合連合会（中小企業等協同組合法第九条の九第一項第一号の事業を行う協同組合連合会をいう。）
- (vii) credit cooperatives and a Federation of Credit Cooperatives (meaning the federation of cooperatives engaged in the business prescribed in Article 9-9, paragraph (1), item (i) of the Small and Medium-Sized Enterprise Cooperatives Act); and  
八 業として貯金の受入れをすることができる農業協同組合及び農業協同組合連合会
- (viii) agricultural cooperatives and a federation of agricultural cooperatives which may accept deposits in the course of trade.

第二百十条 令第十七条の三第一号ニに規定する金融機関のうち内閣府令で定めるものは、前条各号に掲げる金融機関とする。

Article 210 The financial institutions to be specified by Cabinet Office Order as referred to in Article 17-3, item (i), (d) of the Order are the financial institutions listed in the items of the preceding Article.

第二百十一条 令第十七条の三第一号ホに規定する金融機関のうち内閣府令で定めるものは、銀行とする。

Article 211 The financial institutions to be specified by Cabinet Office Order as referred to in Article 17-3, item (i), (e) of the Order are a bank.

(顧客の計算において行うことができる有価証券の売買等)

(Purchase and Sale of Securities Which May Be Conducted on a Customers' Account)

第二百十二条 令第十七条の三第一号ホに規定する内閣府令で定めるものは、銀行が、顧客たる外国証券業者の書面による注文を受けてその計算で国内において行う有価証券の売買又は法第二十八条第八項第三号若しくは第五号に掲げる行為とする。

Article 212 The act to be specified by Cabinet Office Order as referred to in Article 17-3, item (i), (e) of the Order are the purchase and sale of Securities or acts specified in Article 28, paragraph (8), item (iii) or (v) of the Act, which are to be conducted in Japan by a bank on the account of, and based on a written order from, the Foreign Securities Service Provider which is its customer.

(外国証券業者が行うことのできる有価証券に関連する行為)

(Acts Relevant to Securities Which May Be Conducted by a Foreign Securities Service Provider)

第二百十三条 令第十七条の三第二号イに規定する内閣府令で定めるものは、次に掲げるものとする。

Article 213 (1) The transactions to be specified by Cabinet Office Order as referred to in Article 17-3, item (ii), (a) of the Order are as follows:

一 有価証券の売買

(i) the purchase and sale of Securities;

二 有価証券の売買又は法第二十八条第八項第五号に掲げる取引の媒介、取次ぎ又は代理

(ii) an intermediary, brokerage or agency service for the purchase and sale of Securities or a transaction specified in Article 28, paragraph (8), item (v) of the Act; and

三 外国金融商品市場における有価証券の売買又は法第二十八条第八項第五号に掲げる取引の委託の媒介、取次ぎ又は代理

(iii) an intermediary, brokerage or agency service for entrustment of the purchase and sale of Securities or a transaction specified in Article 28, paragraph (8), item (v) of the Act on a Foreign Financial Instruments Market.

2 令第十七条の三第二号ロに規定する内閣府令で定めるものは、有価証券の売買又は法第二十八条第八項第五号に掲げる取引とする。

(2) The transactions to be specified by Cabinet Office Order as referred to in Article 17-3, item (ii), (b) of the Order are purchase and sale of Securities or a transaction specified in Article 28, paragraph (8), item (v) of the Act.

(引受業務のうちの協議についての届出事項)

(Matters Subject to Notification of Discussion Related to Underwriting Business)

第二百十四条 令第十七条の三第三号に規定する協議（以下この項及び第三項において「協議」という。）を国内において行おうとする外国証券業者は、あらかじめ、次に掲げる事項（外国証券業者が個人である場合には、第三号及び第四号に掲げる事項を除く。）を記載した届出書を金融庁長官に提出しなければならない。

Article 214 (1) A Foreign Securities Service Provider which intends to hold any discussion as set forth in Article 17-3, item (iii) of the Order (hereinafter referred to as a "Discussion" in this paragraph and paragraph (3)) in Japan must submit in advance of such Discussion a written notification stating the following particulars (in cases when the Foreign Securities Service Provider is an individual, the matters specified in items (iii) and (iv) are excluded) to the Commissioner of the Financial Services Agency:

一 商号又は氏名

- (i) the trade name or name;  
二 本店又は主たる事務所の所在の場所
- (ii) the location of the head office or principal office;  
三 資本金の額又は出資の総額
- (iii) the amount of the stated capital or the total amount of investment;  
四 代表権を有する役員の役職名及び氏名
- (iv) the title and name of the Officer having the authority of representation;  
五 当該協議を行う者の氏名及び国内の住所又は居所その他の連絡場所
- (v) the name of the person holding the Discussion, and such person's address or residence or any other contact address in Japan;  
六 当該協議に係る有価証券に関し予定されている次の事項
- (vi) the following matters scheduled in relation to the Securities regarding which the Discussion is to be held:
  - イ 発行者又は所有者  
(a) the issuer or owner;
  - ロ 種類  
(b) the types;
  - ハ 数量及び金額  
(c) the volume and amount;  
ニ 発行又は売出しの場所及び年月日  
(d) the place and date of issuance and Secondary Distribution; and  
ホ 他の引受幹事金融商品取引業者（法第五十九条の二第一項第六号へに規定する引受幹事金融商品取引業者をいう。）  
(e) any other Managing Financial Instruments Business Operator for Underwriting (meaning the Managing Financial Instruments Business Operator for Underwriting prescribed in Article 59-2, paragraph (1), item (vi), (f) of the Act).

2 前項の届出書には、次に掲げる書類を添付しなければならない。

- (2) The following documents must be attached to the written notification set forth in the preceding paragraph:
- 一 業務の内容を記載した書類（当該書類が前項に規定する届出の日前一年以内に添付して届け出られたものと同一内容のものである場合には、当該添付して届け出た年月日及び当該添付した書類を参照すべき旨を記載した書類）  
(i) a document stating the business contents (if the substance thereof is same as the document filed as attachment within one year prior to the day of the filing of the notification prescribed in the preceding paragraph, a document containing the day of the filing of the prior attachment and noting that the prior attachment should be referenced);  
二 最近一年間に外国において行った有価証券の引受けの業務の概要を記載した書類  
(ii) documents giving an outline of the Securities underwriting business performed in a foreign state in the past year.

3 第一項に規定する届出は、外国において発行される国債証券若しくは政府が元本の償還及び利息の支払について保証している社債券その他の債券に係る協議を行う場合については、要しないものとする。

(3) The notification set forth in paragraph (1) is not to be required in the case of a Discussion regarding national government bond securities to be issued in a foreign state, or corporate bond certificates or any other bond certificates for which the government guarantees redemption of principal and interest payments and which are to be issued in a foreign state.

## 第二款 引受業務の一部の許可

### Subsection 2 Permission to Engage in Part of Underwriting Operations

(引受業務と同種類の業務を行っているときみなされる者)

(Persons Conducting the Same Type of Business as Underwriting Business)

第二百五十五条 令第十七条の六第二項第五号に規定する内閣府令で定める者は、令第十五条の十六第一項各号に掲げる者その他これらの者に類するものとして金融庁長官が指定する者とする。

Article 215 The person to be specified by Cabinet Office Order as referred to in Article 17-6, paragraph (2), item (v) of the Order is the any of the persons listed in the items of Article 15-16, paragraph (1) of the Order or any other persons designated by the Commissioner of the Financial Services Agency as being equivalent thereto.

(許可の取消しの公告)

(Public Notice of Rescission of Permission)

第二百十六条 法第五十九条の五第三項の規定による許可の取消しの公告は、官報により行うものとする。

Article 216 The public notice for the rescission of a permission to be given pursuant to the provisions of Article 59-5, paragraph (3) of the Act is to be given by means of publication in the Official Gazette.

(外国証券業者の引受業務に係る禁止行為)

(Prohibited Acts Related to Foreign Securities Service Provider's Underwriting Business)

第二百十七条 法第五十九条の六において準用する法第三十八条第九号に規定する内閣府令で定める行為は、引受業務（法第五十九条第一項に規定する引受業務をいう。）に関して、虚偽の表示をし、又は重要な事項につき誤解を生ぜしめるべき表示をする行為とする。

Article 217 The acts to be specified by Cabinet Office Order as referred to in Article 38, item (ix) of the Act as applied mutatis mutandis pursuant to Article 59-6 of the Act are the act of making any false representation or any



representation which would lead to any material matter being misunderstood, in relation to an Underwriting Business (meaning the Underwriting Business set forth in Article 59, paragraph (1) of the Act).

### 第三款 取引所取引業務の許可

#### Subsection 3 Permission to Engage in Transaction-at-Exchange Operations

(許可の申請)

##### (Application for Permission)

第二百十八条 法第六十条第一項の許可を受けようとする者は、別紙様式第十八号により作成した法第六十条の二第一項の許可申請書に、当該許可申請書の写し及び同条第三項の規定により当該許可申請書に添付すべき書類を添付して、金融庁長官に提出しなければならない。

Article 218 A person that intends to obtain a permission under Article 60, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency a written application for permission under Article 60-2, paragraph (1) of the Act prepared in accordance with Appended Form No. 18, with a copy thereof and the documents to be attached thereto pursuant to the provisions of paragraph (3) of that Article.

(許可申請書の記載事項)

##### (Matters to Be Stated in Written Application for Permission)

第二百十九条 法第六十条の二第一項第十一号に規定する内閣府令で定める事項は、取引所取引（法第六十条第一項に規定する取引所取引をいう。以下同じ。）と同種類の取引に係る業務を開始した日とする。

Article 219 The matter to be specified by Cabinet Office Order as referred to in Article 60-2, paragraph (1), item (xi) of the Act is the day of the commencement of the same type of business as the Transaction at Exchange (meaning a Transaction at Exchange as prescribed in Article 60, paragraph (1) of the Act; the same applies hereinafter).

(業務の内容及び方法)

##### (Business Content and Means of Conducting Business)

第二百二十条 法第六十条の二第三項第二号に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 220 The content and means of conducting business to be specified by Cabinet Office Order as referred to in Article 60-2, paragraph (3), item (ii) of the Act are as follows:

一 業務運営に関する基本原則

(i) the basic principles of business operations;

二 業務執行の方法

(ii) the means of execution of business;

三 業務分掌の方法

(iii) the allocation of business operations;

四 業として行う取引所取引の種類

(iv) the type of Transaction at Exchange to be conducted in the course of trade;

五 苦情の解決のための体制

(v) the system for handling complaints;

六 我が国の金融商品取引法令（法第五条第八項に規定する金融商品取引法令をいう。第二百三十二条の四第六号において同じ。）に関する知識を有する役員及び使用人の確保の状況並びに当該役員及び使用人の配置の状況

(vi) the status of securing Officers and employees with knowledge on the Japanese Financial Instruments and Exchange Act and Related Regulations (meaning Financial Instruments and Exchange Act and Related Regulations provided in Article 5, paragraph (8) of the Act; the same applies in Article 232-4, item (vi)), and the status of the allocation of such Officers and employees; and

七 取引所取引業務（法第六十条第一項に規定する取引所取引業務をいう。以下同じ。）として高速取引行為を行う場合には、次に掲げる事項

(vii) in cases of conducting High-Speed Trading as part of the Transaction-at-Exchange Operation (meaning Transaction-at-Exchange Operation provided in Article 60, paragraph (1) of the Act; the same applies hereinafter), the following matters:

イ 取引戦略ごとに、当該取引戦略の概要（次に掲げる事項を含む。）

(a) the outline of each of the transaction strategies (including the matters specified in the following):

(1) 取引戦略の種類

1. the categories of transaction strategies;

(2) 高速取引行為に係る金融商品取引所等の名称又は商号

2. the name or trade name of the Financial Instruments Exchange, etc. pertaining to the High-Speed Trading;

(3) 高速取引行為の対象とする有価証券又は市場デリバティブ取引の種類

3. the types of Securities or Market Derivatives Transactions subject to the High-Speed Trading;

ロ 高速取引行為に係る業務に関し、法令等を遵守させるための指導に関する業務を統括する者の氏名及び役職名

(b) in relation to the business relating to High-Speed Trading, the name and job title of the person supervising the business of guidance for the compliance with laws and regulations, etc.;

ハ 高速取引行為に係る業務を管理する責任者の氏名及び役職名

(c) the name and job title of the person responsible for the management of

the business pertaining to the High-Speed Trading;

ニ 高速取引行為に係る電子情報処理組織その他の設備の概要、設置場所及び保守の方法

(d) the outline, location and maintenance means of the electronic data processing system and other facilities for the High-Speed Trading; and

ホ 高速取引行為に係る電子情報処理組織その他の設備の管理を十分に行うための措置の内容

(e) the details of the measures to ensure sufficient management of the electronic data processing systems and other facilities for the High-Speed Trading.

(許可申請書の添付書類)

(Documents to Be Attached to a Written Application for Permission)

第二百二十一条 法第六十条の二第三項第六号に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 221 The matters to be specified by Cabinet Office Order as referred to in Article 60-2, paragraph (3), item (vi) of the Act are as follows:

一 取引所取引業務の開始を決議した役員会等（役員会その他これに類する機関をいう。第二百三十二条の五第一号において同じ。）の議事録

(i) the minutes of the Board of Officers, etc. (meaning a board of officers or any other organ similar thereto; the same applies in Article 232-5, item (i)) resolving the launch of the Transaction-at-Exchange Operations;

二 本店又は取引所取引店（法第六十条の二第一項第三号に規定する取引所取引店をいう。以下同じ。）が所在する全ての国において登録等（法第五十九条の五第一項第二号に規定する登録等をいう。第二百三十二条の五第二号において同じ。）を受けていることを証する書面

(ii) a document evidencing that the applicant has obtained Registrations, etc. (meaning the Registrations, etc. prescribed in Article 59-5, paragraph (1), item (ii) of the Act) in all states where its head office or Transaction-at-Exchange Offices (meaning a Transaction-at-Exchange Office as prescribed in Article 60-2, paragraph (1), item (iii) of the Act; the same applies in Article 232-5, item (ii)) are located;

三 全ての取引所取引店において、取引所取引と同種類の取引に係る業務を三年以上継続して行っていること、又は令第十七条の八第二項に定める場合に該当することを証する書面

(iii) a document evidencing that the applicant has been continuously engaged in the business related to the same type of transactions as the Transaction-at-Exchange at all of its Transaction-at-Exchange Offices for at least three years, or that the applicant falls under the case specified in Article 17-8, paragraph (2) of the Order;

四 純財産額を算出した書面

- (iv) a document stating the calculated Net Assets;
- 五 役員、取引所取引店所在国における代表者（法第六十条の二第一項第三号に規定する取引所取引店所在国における代表者をいう。以下同じ。）及び国内における代表者（以下この款において「役員等」という。）の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）
- (v) resumes of the applicant's Officers, its representative persons in a state where Transaction-at-Exchange Offices are located (meaning the Representative Person in State Where Transaction-at-Exchange Office is Located prescribed in Article 60-2, paragraph (1), item (iii) of the Act; the same applies hereinafter), and its Representative Person in Japan (hereinafter collectively referred to as the "Officers, etc." in this Subsection) (in cases when any of the Officers is a corporation, a document containing the background of the Officers);
- 六 役員等の住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面
- (vi) the extract of the certificates of residence of the Officers, etc. (in cases when the Officer is a corporation, a certificate of registered matters of the Officer), or any other document in lieu thereof;
- 七 役員等の婚姻前の氏名を当該役員等の氏名に併せて法第六十条の二第一項の許可申請書に記載した場合において、前号に掲げる書類が当該役員等の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- (vii) if the name of an Officer, etc. that was used before marriage is stated together with the current name of the Officer, etc. in a written application for permission under Article 60-2, paragraph (1) of the Act, and the document specified in the preceding item is not a document certifying the name of the Officer, etc. used before marriage, a document certifying the name before marriage;
- 八 役員等が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
- (viii) a certificate issued by the public agency evidencing that none of the Officers, etc. falls under Article 29-4, paragraph (1), item (ii), (a) or (b) of the Act, or any other document in lieu thereof;
- 九 役員等が法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員等が誓約する書面
- (ix) documents in which each of the Officers, etc. pledges that the Officers, etc. do not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act; and
- 十 取引所取引業務を行う際に使用する端末（金融商品取引所の使用する電子情報処理組織と接続する申請者の使用に係る入出力装置をいう。）において、不公正な取引の防止を図るために講じている措置を記載した書面
- (x) a document stating the measures to be taken for the prevention of unfair

transactions, in relation to the Terminals (meaning the input/output devices used by an applicant, which are connected to the Electronic data processing system used by the Financial Instruments Exchange) to be used for the purpose of the Transaction-at-Exchange Operations;

十一 取引所取引業務として高速取引行為を行う場合には、前条第七号ロ及びハに規定する者の履歴書

(xi) in the case of conducting High-Speed Trading as the Transaction-at-Exchange Operations, the resume of the person provided in item (vii), (b) and (c) of the preceding Article.

(許可申請書記載事項の変更の届出)

(Notification on Change to Matters Specified in Written Application for Permission)

第二百二十二条 法第六十条の五第一項の規定により届出を行う取引所取引許可業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、別紙様式第十八号により作成した変更後の内容を記載した書面及び当該書面の写しのほか、次の各号に掲げる場合の区分に応じ、当該各号に定める書類を添付して、所管金融庁長官等に提出しなければならない。

Article 222 An Authorized Transaction-at-Exchange Operator which intends to file the notification under Article 60-5, paragraph (1) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification stating the particulars and date of and reasons for the change, attaching a document specifying the particulars after such change prepared in accordance with Appended Form No. 18, a copy thereof and a document specified in the following items in accordance the categories of documents set forth respectively therein:

一 法第六十条の二第一項第一号に掲げる事項に変更があった場合 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(i) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (i) of the Act: the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

二 法第六十条の二第一項第二号に掲げる事項に変更があった場合 次に掲げる書類

(ii) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (ii) of the Act: the following documents:

イ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(a) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof; and

ロ 当該変更による純財産額の変動を記載した書面

(b) the document stating the increase or decrease in the Net Assets due to such change;

三 法第六十条の二第一項第三号に掲げる事項に変更があった場合 次に掲げる書類  
(iii) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (iii) of the Act: the following documents:

イ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(a) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof; and

ロ 新たに役員となった者に係る次に掲げる書類

(b) the following documents relevant to the person that has newly assumed positions as Officer:

(1) 履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）

1. the resume (in cases when the Officer is a corporation, a document containing the background of the Officer);

(2) 住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面

2. the extracts of certificates of residence (in cases when the Officer is a corporation, a certificate of registered matters of the Officer), or any other document in lieu thereof;

(3) 婚姻前の氏名を、氏名に併せて別紙様式第十八号により作成した変更後の内容を記載した書面に記載した場合において、(2)に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

3. if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 18, and the document specified in 2. is not a document certifying the name used before marriage, a document certifying the name before marriage;

(4) 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

4. the certificate issued by a public agency evidencing that the Officer does not fall under Article 29-4, paragraph (1), item (ii), (a) or (b) of the Act, or any other document in lieu thereof;

(5) 法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員が誓約する書面

5. the documents in which the Officer pledges that the Officer does not fall under Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act;

四 法第六十条の二第一項第五号に掲げる事項に変更があった場合（取引所取引店の名称に変更があった場合に限る。） 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(iv) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (v) of the Act (limited to cases when the name of the Transaction-at-Exchange Office was changed): the certificate of the registered matters containing the particulars so changed, or any other

document in lieu thereof;

五 法第六十条の二第一項第六号に掲げる事項に変更があった場合（その他事業を開始した場合に限る。） 当該その他事業の内容を記載した書類

(v) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (vi) of the Act (limited to cases when the other business was launched): a document stating the contents of such other business;

六 法第六十条の二第一項第八号に掲げる事項に変更があった場合（国内に事務所その他の施設を設置した場合に限る。） 設置した国内の事務所その他の施設の組織及び人員配置を記載した書面

(vi) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (viii) of the Act (limited to cases when any office or other facility has been established in Japan): a document stating the organizational structure and positions of personnel for the office or other facilities so established;

七 法第六十条の二第一項第九号に掲げる事項に変更があった場合 次に掲げる書類

(vii) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (ix) of the Act: the following documents:

イ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(a) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

ロ 新たに国内における代表者となった者に係る次に掲げる書類

(b) the following documents in relation to the person that has newly assumed the position of the representative person in Japan:

(1) 履歴書

1. resume of the representative person;

(2) 住民票の抄本又はこれに代わる書面

2. the extracts of the representative person's certificate of residence, or any other document in lieu thereof;

(3) 婚姻前の氏名を、氏名に併せて別紙様式第十八号により作成した変更後の内容を記載した書面に記載した場合において、(2)に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

3. if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 18, and the document specified in 2. is not a document certifying the name used before marriage, a document certifying the name before marriage;

(4) 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

4. the certificate issued by a public agency evidencing that such person does not fall under Article 29-4, paragraph (1), item (ii), (a) or (b) of

the Act, or any other document in lieu thereof; and

(5) 法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該国内における代表者が誓約する書面

5. the documents in which the representative person in Japan pledges that the representative person does not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act.

(変更の届出を要する場合)

(Cases When a Notification of Change Is Required)

第二百二十三条 法第六十条の五第二項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 223 The cases to be specified by Cabinet Office Order as referred to in Article 60-5, paragraph (2) of the Act are as follows:

一 本店又は取引所取引店において業務（取引所取引店にあつては、取引所取引に係るものに限る。）を休止し、又は再開した場合

(i) if the Authorized Transaction-at-Exchange Operator has suspended or resumed the business at its head office or Transaction-at-Exchange Offices (in the case of a Transaction-at-Exchange Office, limited to business pertaining to a Transaction at Exchange);

二 他の法人と合併した場合、分割により取引所取引許可業者の事業の一部を承継させ、若しくは他の法人の事業の全部若しくは一部を承継した場合又は取引所取引許可業者の事業の重要な一部の譲渡若しくは他の法人から事業の全部若しくは重要な一部を譲り受けた場合

(ii) if the Authorized Transaction-at-Exchange Operator has merged with another corporation, where it has had the business of the Authorized Transaction-at-Exchange Operator succeeded through a split, where it has succeeded to all or part of any other corporation's business through a split, where it has transferred a material part of the business of the Authorized Transaction-at-Exchange Operator, or where it has acquired all or a material part of any other corporation's business;

三 破産手続開始、再生手続開始、更生手続開始若しくは清算開始の申立てを行った場合又は本店若しくは主たる事務所の所在する国において当該国の法令に基づき同種類の申立てを行った場合

(iii) if the Authorized Transaction-at-Exchange Operator has filed a petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings, or where it has filed the same type of petition in the state where its head office or principal office is located, pursuant to the laws and regulations of that state;

四 定款を変更した場合（取引所取引業務に係る部分の変更その他重要な変更に限る。）



- (iv) if the Authorized Transaction-at-Exchange Operator has changed its articles of incorporation (limited to any material change such as a change to the parts pertaining to its Transaction-at-Exchange Operations);
- 五 取引所取引業務を開始した場合
- (v) if the Authorized Transaction-at-Exchange Operator has commenced Transaction-at-Exchange Operations;
- 六 法第六十条の三第一項第一号イ、ロ、ニからへまで、ト（法に相当する外国の法令の規定に係る部分に限る。）又はチに規定する者に該当することとなった場合
- (vi) if the Authorized Transaction-at-Exchange Operator has come to fall under a person as specified in Article 60-3, paragraph (1), item (i), (a), (b), (d) through (f), or (g) (limited to the parts pertaining to the provisions of the laws and regulations of the foreign state which correspond to the Act) or (h) of that paragraph;
- 七 役員等が法第二十九条の四第一項第二号イからリまでのいずれかに該当することとなった事実を知った場合
- (vii) if the Authorized Transaction-at-Exchange Operator has become aware that any of its Officers, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (a) through (i) of the Act;
- 八 純財産額が資本金の額に満たなくなった場合（第六号の規定に該当する場合を除く。）
- (viii) if the Net Assets has become less than the amount of the stated capital (excluding cases when item (vi) applies);
- 九 法に相当する外国の法令に基づく行政官庁の不利益処分を受けた場合（取引所取引と同種類の取引に係る業務に関するもの限り、第六号の規定に該当する場合を除く。）
- (ix) if the Authorized Transaction-at-Exchange Operator has been subject to any adverse disposition from the administrative agencies pursuant to the laws and regulations of the foreign state which correspond to the Act (limited to the disposition related to the same type of transactions as the Transaction-at-Exchange, and excluding cases when item (vi) applies);
- 十 役職員に法令等に反する行為（取引所取引業務又はこれに付随する業務以外の業務に係るものにあつては、当該取引所取引許可業者の業務の運営又は財産の状況に重大な影響を及ぼすおそれがあるものに限る。次号において「事故等」という。）があつたことを知った場合
- (x) if the Authorized Transaction-at-Exchange Operator has become aware that any of its officers or employees has committed any act in violation of the Laws and Regulations, etc. (with regard to any act pertaining to the business other than the Transaction-at-Exchange Operation or a business incidental thereto, limited to the acts which may have a material impact on the business operation or status of property of such Authorized Transaction-at-Exchange Operator; referred to as the "Problematic Conduct, etc." in the

following item);

十一 前号の規定に基づき届出をした事故等の詳細が判明した場合

(xi) if the details of the Problematic Conduct, etc. for which a notification was made under the preceding item have been revealed; and

十二 取引所取引業務として高速取引行為に係る業務を開始した場合

(xii) cases when business pertaining to High-Speed Trading was commenced as part of Transaction-at-Exchange Operations.

(業務の内容又は方法等の変更の届出)

(Notification on Change of Contents or Means of Business)

第二百二十四条 法第六十条の五第二項の規定により届出を行う取引所取引許可業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、次の各号に掲げる場合の区分に応じ当該各号に定める書類を添付して、所管金融庁長官等に提出しなければならない。

Article 224 An Authorized Transaction-at-Exchange Operator which intends to file the notification under Article 60-5, paragraph (2) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification containing the particulars and date of and the reasons for the change, attaching a document specified in the following items in accordance the categories of documents set forth respectively therein:

一 第二百二十条各号に掲げるものに変更があった場合 同条各号に掲げるもの（内容に変更のあるものに限る。）を記載した書類及び第二百二十一条第十一号に掲げる書類（内容に変更のあるものに限る。）

(i) in cases when there has been any change to the matters listed in the items of Article 220: a document stating the matters listed in the items of that Article (limited to the matters whose particulars were changed) and a document listed in Article 221, item (xi) (limited to the matters whose particulars were changed);

二 前条第二号に該当する場合（合併の場合に限る。） 次に掲げる書類

(ii) the cases falling under item (ii) of the preceding Article (limited to the case of a merger): the following documents:

イ 合併契約の内容及び合併の手続を記載した書面

(a) the document stating the contents of the merger agreement and the procedures for the merger;

ロ 当事者の最近の貸借対照表（関連する注記を含む。以下この条において同じ。）

(b) the latest balance sheets of the parties (including notes in reference thereto; hereinafter the same applies in this Article);

ハ 合併後の純財産額を記載した書面

(c) the Net Assets after the completion of the merger; and

ニ 顧客勘定の処理方法を記載した書面

- (d) the document stating the means of treatment of the customers' accounts;
- 三 前条第二号に該当する場合（分割により他の法人の事業の全部又は一部を承継した場合に限る。） 次に掲げる書類
- (iii) the cases falling under item (ii) of the preceding Article (limited to cases when the Authorized Transaction-at-Exchange Operator has succeeded to all or part of any other corporation's business through a split): the following documents:
- イ 吸収分割契約の内容及び分割の手続を記載した書面
- (a) the document stating the contents of the absorption-type split agreement and the procedures for the split;
- ロ 当事者の最近の貸借対照表
- (b) the latest balance sheets of the parties; and
- ハ 分割後の純財産額を記載した書面
- (c) the document stating the Net Assets after the completion of the split;
- 四 前条第二号に該当する場合（他の法人の事業の全部又は一部を譲り受けた場合に限る。） 次に掲げる書類
- (iv) the cases falling under item (ii) of the preceding Article (limited to cases when the Authorized Transaction-at-Exchange Operator has acquired all or part of any other corporation's business): the following documents:
- イ 事業の譲受けの契約の内容及び事業の譲受けの手続を記載した書面
- (a) the document stating the contents of the business acquisition contract and the procedures for the acquisition of the business;
- ロ 当事者の最近の貸借対照表
- (b) the latest balance sheets of the parties; and
- ハ 事業の譲受け後の純財産額を記載した書面
- (c) the document specifying the Net Assets after the acquisition of the business;
- 五 前条第三号に該当する場合 次に掲げる書類
- (v) the cases falling under item (iii) of the preceding Article: the following documents:
- イ 破産手続開始、再生手続開始、更生手続開始又は清算開始の申立てに係る書面の写し
- (a) the copies of the documents related to the filing of petitions for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, commencement of reorganization proceedings or commencement of liquidation proceedings; and
- ロ 最近の日計表
- (b) the latest daily accounts sheet;
- 六 前条第四号に該当する場合 変更後の定款
- (vi) the cases falling under item (iv) of the preceding Article: the amended articles of incorporation;

七 前条第六号に該当する場合（法第六十条の三第一項第一号イに該当することとなった場合に限る。） 次に掲げる書類

(vii) the cases falling under item (vi) of the preceding Article (limited to cases when the Authorized Transaction-at-Exchange Operator has come to fall under Article 60-3, paragraph (1), item (i), (a) of the Act): the following documents:

イ 会社の登記事項証明書又はこれに代わる書面

(a) a certificate of the registered matters of the company, or any other document in lieu thereof; and

ロ 株主総会の議事録の写し

(b) a copy of the minutes of the shareholders meeting;

八 前条第六号に該当する場合（法第六十条の三第一項第一号への規定に該当することとなった場合に限る。） 純財産額が令第十七条の九第一項で定める金額に満たなくなった日の純財産額を算出するための計算を記載した書面

(viii) the cases falling under item (vi) of the preceding Article (limited to cases when the Authorized Transaction-at-Exchange Operator has come to fall under Article 60-3, paragraph (1), item (i), (f) of the Act): a document specifying the calculation of the Net Assets as of the day when the Net Assets become less than the amount specified in Article 17-9, paragraph (1) of the Order;

九 前条第六号に該当する場合（法第六十条の三第一項第一号トの規定に該当することとなった場合に限る。） 次に掲げる書類

(ix) the cases falling under item (vi) of the preceding Article (limited to cases when the Authorized Transaction-at-Exchange Operator has come to fall under Article 60-3, paragraph (1), item (i), (g) of the Act): the following document:

イ 取消しを命ずる書類の写し又はこれに代わる書面

(a) a copy of the written order for rescission, or any other document in lieu thereof; and

ロ 当該外国の法令及びその訳文

(b) a copy of the laws and regulations of the foreign state and the Japanese translation thereof;

十 前条第六号に該当する場合（法第六十条の三第一項第一号チの規定に該当することとなった場合に限る。） 確定判決の判決書の写し又は確定判決の内容を記載した書面

(x) the cases falling under item (vi) of the preceding Article (limited to cases when the Authorized Transaction-at-Exchange Operator has come to fall under Article 60-3, paragraph (1), item (i), (h) of the Act): a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

十一 前条第七号に該当する場合（役員等が法第二十九条の四第一項第二号イに該当

することとなった場合に限る。) 後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面

(xi) the cases falling under item (vii) of the preceding Article (limited to cases when any Officer, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act): a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or a document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

十二 前条第七号に該当する場合(役員等が法第二十九条の四第一項第二号ロの規定に該当することとなった場合に限る。) 破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(xii) the cases falling under item (vii) of the preceding Article (limited to cases when any Officer, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act): a copy of the written judgment on the order for the commencement of bankruptcy proceedings, or a document stating the details of the order for the commencement of bankruptcy proceedings;

十三 前条第七号に該当する場合(役員等が法第二十九条の四第一項第二号ハ又はハの規定に該当することとなった場合に限る。) 確定判決の判決書の写し又は確定判決の内容を記載した書面

(xiii) the cases falling under item (vii) of the preceding Article (limited to cases when any of the Officers, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act): a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

十四 前条第七号に該当する場合(役員等が法第二十九条の四第一項第二号ニ又はホの規定に該当することとなった場合で、外国において取り消され、又は命ぜられた場合に限る。) 取消し又は廃止を命ずる書類の写し又はこれに代わる書面並びに取消し又は廃止の根拠となった外国の法令及びその訳文

(xiv) the cases falling under item (vii) of the preceding Article (limited to cases when any of the Officers, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, and if a rescission or order was effected in a foreign state): a copy of the written order for the rescission or discontinuation of business or any other document in lieu thereof, as well as a copy of the laws and regulations of the foreign state which served as the basis of such rescission and discontinuation of business and the Japanese translation thereof;

十五 前条第八号に該当する場合 純財産額を算出するための計算を記載した書面

(xv) the cases falling under item (viii) of the preceding Article: a document stating the calculation of the Net Assets; and

十六 前条第九号に該当する場合 不利益処分を規定する外国の法令及びその訳文

(xvi) the cases falling under item (ix) of the preceding Article: a copy of the

laws and regulations of the foreign state providing for the adverse disposition, and the Japanese translation thereof.

(業務に関する帳簿書類)

(Books and Documents Related to Business Affairs)

第二百二十五条 法第六十条の六において準用する法第四十六条の二の規定により取引所取引許可業者が作成し、保存しなければならない帳簿書類は、第百五十七条第一項第三号、第四号、第六号、第九号、第十号及び第十三号に掲げる帳簿書類又は外国の法令に基づいて作成される書類であつてこれらの帳簿書類に類するもの（以下この項において「外国帳簿書類」といい、外国帳簿書類が外国語で作成される場合にあつては、次に掲げる書類（次項において「外国帳簿書類等」という。））とする。

Article 225 (1) The books and documents to be prepared and preserved by an Authorized Transaction-at-Exchange Operator pursuant to the provisions of Article 46-2 of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act are the books and documents specified in Article 157, paragraph (1), items (iii), (iv), (vi), (ix), (x) and (xiii) of this Cabinet Office Order, or the documents prepared under the laws and regulations of a foreign state which are similar to such books and documents (hereinafter referred to as the "Foreign Books and Documents" in this paragraph; or, if the Foreign Books and Documents are prepared in any foreign language, the following documents (referred to as the "Foreign Books and Documents, etc." in the following paragraph)):

一 外国帳簿書類

(i) the Foreign Books and Documents; and

二 外国帳簿書類の様式の訳文

(ii) the Japanese translations of the forms of the Foreign Books and Documents.

2 前項に規定する帳簿書類は、第百五十七条第一項第三号に掲げる帳簿書類及びこれに類する外国帳簿書類等にあつては、その作成の日から七年間、同項第四号、第六号、第九号、第十号及び第十三号に掲げる帳簿書類並びにこれらに類する外国帳簿書類等にあつては、その作成の日から十年間保存しなければならない。

(2) From among the books and documents prescribed in the preceding paragraph, the books and documents specified in Article 157, paragraph (1), item (iii) and the Foreign Books and Documents, etc. similar thereto must be preserved for a period of seven years from the day of the preparation thereof, and the books and documents specified in Article 157, paragraph (1), items (iv), (vi), (ix), (x) and (xiii) of that paragraph and the Foreign Books and Documents, etc. similar thereto must be preserved for a period of ten years from the day of the preparation thereof.

(事業報告書の提出)

(Submission of Business Reports)

第二百二十六条 法第六十条の六において準用する法第四十六条の三第一項に規定する事業報告書は、別紙様式第十九号により作成しなければならない。

Article 226 A Business Report prescribed in Article 46-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act must be prepared in accordance with Appended Form No. 19.

(事業報告書の提出期限の承認の手続等)

(Procedures for Obtaining Approval on Time Limits for the Submission of Business Reports)

第二百二十七条 令第十七条の十第一項ただし書の承認を受けようとする取引所取引許可業者は、次に掲げる事項を記載した承認申請書を所管金融庁長官等に提出しなければならない。

Article 227 (1) An Authorized Transaction-at-Exchange Operator which intends to obtain an approval under the proviso to Article 17-10, paragraph (1) of the Order must submit a written application for approval stating the following particulars to the Commissioner of Financial Services Agency or Other Competent Official:

一 商号

(i) the trade name;

二 当該事業報告書の提出に関し当該承認を受けようとする期間

(ii) the period for submission of the Business Report regarding which the approval is sought;

三 当該事業報告書に係る事業年度終了の日

(iii) the last day of the business year pertaining to the Business Report; and

四 当該事業報告書の提出に関し当該承認を必要とする理由

(iv) the reason for seeking the approval with regard to the submission of the Business Report.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for the approval set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された取引所取引許可業者の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) the document evidencing that the representative of the Authorized Transaction-at-Exchange Operator as specified in the written application for approval has been duly authorized to submit such written application; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) the letter of legal opinion prepared by a law expert regarding the trueness

and correctness of the matters related to the laws and regulations or practices as set forth in the written application for approval, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

- 3 所管金融庁長官等は、第一項の承認の申請があった場合において、当該取引所取引許可業者が、その本国の法令又は慣行により、その事業年度経過後三月以内に事業報告書を提出することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後三月以内（直前事業年度に係る事業報告書の提出に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前事業年度）から当該申請に係る同項第四号に規定する理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る事業報告書について、承認をするものとする。

(3) In cases when the application for approval set forth in paragraph (1) has been filed, and if the Commissioner of Financial Services Agency or Other Competent Official finds that it is impossible for the Authorized Transaction-at-Exchange Operator to submit the Business Report within three months after the end of its business year due to the laws and regulations or practices of its own state, the commissioner or official is to grant approval with regard to the Business Report covering the period between the business year containing the day of the filing of such application (in cases when such day falls in a day within three months after the commencement of the business year (in cases when the approval has been granted with regard to the submission of a Business Report covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) and the business year immediately preceding the business year containing the day when the reasons specified in paragraph (1), item (iv) on which the application was filed would be extinguished or changed.

- 4 前項の承認は、同項の取引所取引許可業者が毎事業年度経過後三月以内に次に掲げる事項を記載した書類を所管金融庁長官等に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval set forth in the preceding paragraph is to be granted on the condition that the Authorized Transaction-at-Exchange Operator set forth in that paragraph submits the documents stating the following particulars to the Commissioner of Financial Services Agency or Other Competent Official within three months after the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to the matters specified in any document already submitted within five years prior to the submission of those documents, the statement of such matters may be omitted:



一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨  
(i) the fact that the reasons on which the application for approval was filed

have not been extinguished or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert with regard to the matters specified in the preceding item, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(その他の書類等の提出期限の承認の手続等)

(Procedures for Obtaining Approval on a Time Limit for the Submission of Other Documents)

第二百二十八条 令第十七条の十第三項ただし書の承認を受けようとする取引所取引許可業者は、次に掲げる事項を記載した承認申請書を所管金融庁長官等に提出しなければならない。

Article 228 (1) An Authorized Transaction-at-Exchange Operator which intends to obtain an approval under the proviso to Article 17-10, paragraph (3) of the Order must submit a written application for approval stating the following particulars to the Commissioner of Financial Services Agency or Other Competent Official:

一 商号

(i) the trade name;

二 当該その他の書類等（法第六十条の六において準用する法第四十九条の三第一項の書類及び書面をいう。以下この条において同じ。）の提出に関し当該承認を受けようとする期間

(ii) the period for the submission of such Other Documents, etc. (meaning the documents specified in Article 49-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act; hereinafter the same applies in this Article) regarding which the approval is sought;

三 当該その他の書類等に係る事業年度終了の日

(iii) the last day of the business year pertaining to the Other Documents, etc.; and

四 当該その他の書類等の提出に関し当該承認を必要とする理由

(iv) the reason for seeking the approval with regard to the submission of the Other Documents, etc.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to a written application as set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された取引所取引許可業者の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) the document evidencing that the representative of the Authorized Transaction-at-Exchange Operator as stated in the written application for approval has been duly authorized to submit such written application for approval; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) the letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to the laws and regulations or practices set forth in the written application for approval, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

3 所管金融庁長官等は、第一項の承認の申請があった場合において、当該取引所取引許可業者が、その本国の法令又は慣行により、その事業年度経過後三月以内にその他の書類等を提出することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後三月以内（直前事業年度に係るその他の書類等の提出に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前事業年度）から当該申請に係る同項第四号に規定する理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係るその他の書類等について、承認をするものとする。

(3) In cases when the application for approval set forth in paragraph (1) has been filed, and if the Commissioner of Financial Services Agency or Other Competent Official finds that it is impossible for an Authorized Transaction-at-Exchange Operator to submit the Other Documents, etc. within three months after the end of the business year due to the laws and regulations or practices of its own state, the commissioner or official is to grant approval with regard to the Other Documents, etc. covering the business year containing the day of the filing of such application (in cases when such day falls in a day within three months after the commencement of the business year (in cases when the approval has been granted with regard to the submission of Other Documents, etc. covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) through the business year immediately preceding the business year containing the day when the reason specified in paragraph (1), item (iv) for which the application was filed would be extinguished or changed.

4 前項の承認は、同項の取引所取引許可業者が毎事業年度経過後三月以内に次に掲げる事項を記載した書類を所管金融庁長官等に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載

しないことができる。

(4) The approval set forth in the preceding paragraph is to be granted on the condition that the Authorized Transaction-at-Exchange Operator set forth in that paragraph submits to the Commissioner of Financial Services Agency or Other Competent Official documents stating the following particulars within three months after the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters are identical to those specified in any document already submitted within five years prior to the submission of those documents, the statement of such matter may be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) the fact that the reasons on which the application for approval was filed have not been extinguished or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert with regard to the matters specified in the preceding item, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(業務又は財産の状況に関する報告等)

(Report on the Status of Business or Properties)

第二百二十九条 第一百七十三条（第二号を除く。）の規定は、法第六十条の六において準用する法第四十六条の三第二項に規定する取引所取引許可業者の取引所取引業務又は財産の状況に関する報告書について準用する。

Article 229 (1) The provisions of Article 173 (excluding item (ii)) apply mutatis mutandis to a report on the status of the Transaction-at-Exchange Operation or properties of the Authorized Transaction-at-Exchange Operator as prescribed in Article 46-3, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act.

2 第百九十四条第一項の規定は、法第六十条の六において準用する法第四十九条の三第一項に規定する財務計算に関する書類について、第百九十四条第二項の規定は、法第六十条の六において準用する法第四十九条の三第一項に規定する業務の概要を記載した書面について、それぞれ準用する。この場合において、第百九十四条第一項及び第二項中「法第四十九条の三第一項」とあるのは「法第六十条の六において準用する法第四十九条の三第一項」と、同項中「第四十九条第一項において読み替えて適用する」とあるのは「第六十条の六において準用する」と読み替えるものとする。

(2) The provisions of Article 194, paragraph (1) apply mutatis mutandis to the documents on financial calculation as prescribed in Article 49-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act, and the provisions of Article 194, paragraph (2) apply mutatis mutandis to the

documents summarizing the business as prescribed in Article 49-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act, respectively. In this case, the term "Article 49-3, paragraph (1) of the Act" in Article 194, paragraphs (1) and (2) is deemed to be replaced with "Article 49-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act", and the term "as applied pursuant to Article 49, paragraph (1) following the deemed replacement of terms" is deemed to be replaced with "as applied mutatis mutandis pursuant to Article 60-6".

(許可の取消し等の公告)

(Public Notice of Rescission of Permission)

第二百三十条 法第六十条の八第三項の規定による公告は、官報により行うものとする。  
Article 230 The public notices under Article 60-8, paragraph (3) of the Act are to be made by means of publication in the Official Gazette.

(高速取引行為に係る業務管理体制の整備)

(Establishment of the Operational Control System for High-Speed Trading)

第二百三十条の二 法第六十条の十三において準用する法第三十五条の三の規定により取引所取引許可業者（取引所取引業務として高速取引行為を行う者に限る。）が整備しなければならない業務管理体制は、次に掲げる要件を満たさなければならない。

Article 230-2 The operational control system to be established by an Authorized Transaction-at-Exchange Operator (limited to a firm engaged in High-Speed Trading as part of the Transaction-at-Exchange Operation) pursuant to Article 35-3 of the Act as applied mutatis mutandis pursuant to Article 60-13 of the Act must satisfy the following requirements:

一 高速取引行為に係る取引所取引業務を適確に遂行するための社内規則等（社内規則その他これに準ずるものをいう。）を整備し、当該社内規則等を遵守するための従業員に対する研修その他の措置がとられていること。

(i) that internal rules, etc. (meaning internal rules and other rules equivalent thereto) for securing the appropriate execution of the Transaction-at-Exchange Operation pertaining to the High-Speed Trading are established, and training for employees and other measure are conducted to ensure compliance with the internal rules, etc.; and

二 高速取引行為に係る電子情報処理組織その他の設備の管理を十分に行うための措置がとられていること。

(ii) that the measures to ensure sufficient management of the electronic data processing systems and other facilities for the High-Speed Trading have been taken.

(高速取引行為者以外の者が行う高速取引行為に係る有価証券の売買等の委託を受ける行為に準ずるもの)

(Acts Equivalent to the Act of Accepting Entrustment of Purchase and Sale of Securities Pertaining to High-Speed Trading to Be Conducted by Persons Other Than High-Speed Traders)

第二百三十条の三 法第六十条の十三において準用する法第三十八条第八号に規定する内閣府令で定める行為は、第百十六条の四各号に掲げる行為とする。

Article 230-3 The acts to be specified by Cabinet Office Order as referred to in Article 38, item (viii) of the Act as applied mutatis mutandis pursuant to Article 60-13 of the Act are the acts specified in the items of Article 116-4.

(取引所取引業務に係る禁止行為)

(Prohibited Acts in Relation to Transaction-at-Exchange Operations)

第二百三十一条 法第六十条の十三において準用する法第三十八条第九号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 231 (1) The acts to be specified by Cabinet Office Order as referred to in Article 38, item (ix) of the Act as applied mutatis mutandis pursuant to Article 60-13 of the Act are as follows:

一 取引所取引許可業者の役員（役員が法人であるときは、その職務を行うべき社員を含む。）、国内における代表者又は使用人が、自己の職務上の地位を利用して、顧客の有価証券の売買その他の取引等に係る注文の動向その他職務上知り得た特別の情報に基づいて、有価証券の売買その他の取引等をする行為

(i) an act of any Officer (in cases when the Officer is a corporation, including executive members thereof), Representative Person in Japan or employee of the Authorized Transaction-at-Exchange Operator to conduct the Purchase and Sale or Other Transactions of Securities, etc. by taking advantage of the business position and by the use of information on ordering trends in the customers' Purchase and Sale or Other Transactions of Securities, etc. and any other special information which may come to the person's knowledge in the course of duties;

二 顧客の有価証券の売買その他の取引等が法第百六十六条第一項若しくは第三項又は法第百六十七条第一項若しくは第三項の規定に違反すること又は違反するおそれのあることを知りながら、当該有価証券の売買その他の取引等の受託等をする行為

(ii) an act of the Acceptance of Entrustment, etc. for the Purchase and Sale or Other Transactions of Securities, etc., knowing that the customer's Purchase and Sale or Other Transactions of Securities, etc. violates or may violate the provisions of Article 166, paragraph (1) or (3) or Article 167, paragraph (1) or (3) of the Act;

三 有価証券の売買その他の取引若しくは有価証券に係るデリバティブ取引又はこれらの媒介、取次ぎ若しくは代理につき、顧客に対して当該有価証券の発行者の法人関係情報を提供して勧誘する行為

(iii) an act of soliciting a customer in connection with the purchase and sale or any other transaction of Securities or Derivative Transactions pertaining to

Securities, or in connection with an intermediary, brokerage or agency service therefor, providing such customer with Corporate Information on the Issuer of such Securities;

三の二 有価証券の売買その他の取引若しくは有価証券に係るデリバティブ取引（以下この号において「売買等」という。）又はこれらの媒介、取次ぎ若しくは代理につき、当該有価証券の発行者の法人関係情報について公表がされたこととなる前に当該売買等をさせることにより顧客に利益を得させ、又は当該顧客の損失の発生を回避させる目的をもって、当該顧客に対して当該売買等をするを勧めて勧誘する行為（前号に掲げる行為を除く。）

(iii)-2 an act of soliciting a customer in connection with the purchase and sale or any other transaction of Securities, Derivative Transactions pertaining to Securities (hereinafter collectively referred to as "Purchase and Sale, etc." in this item), or intermediary, brokerage or agency service for it, recommending the customer to implement the Purchase and Sale, etc. for the purpose of having the customer gain profit or avoid causing loss with the customer by having the customer implement the Purchase and Sale, etc. before Corporate Information on the Issuer of the Securities is disclosed (excluding the act listed in the preceding item);

四 法人関係情報に基づいて、自己の計算において当該法人関係情報に係る有価証券の売買その他の取引等（当該有価証券の売買その他の取引等が有価証券の売買である場合にあっては、オプション（オプションと類似の権利であって、外国市場デリバティブ取引のうち法第二十八条第八項第三号ハ（１）と類似の取引に係るものを含む。）が行使された場合に成立する有価証券の売買を除く。）をする行為

(iv) an act of conducting the Purchase and Sale or Other Transactions of Securities, etc. (in cases when the conduct of such Purchase and Sale or Other Transactions of Securities, etc. is a purchase and sale of Securities, excluding the purchase and sale of Securities effected upon the exercise of the Options (including the rights similar to Options, which pertain to the Foreign Market Derivatives Transactions similar to the transaction set forth in Article 28, paragraph (8), item (iii), (c), 1. of the Act)) pertaining to the Corporate Information, on its own account and based on such Corporate Information;

五 不特定かつ多数の顧客に対し、特定かつ少数の銘柄の有価証券の買付け若しくは売付け若しくは市場デリバティブ取引又はこれらの委託等を一定期間継続して一斉にかつ過度に勧誘する行為で、公正な価格（市場デリバティブ取引にあっては、価格に相当する事項）の形成を損なうおそれがあるもの

(v) an act of soliciting unspecified and many customers in relation to the purchase or sale of the Securities or Market Transactions of Derivatives of a specified and small number of issues, or in relation to the Entrustment, etc. therefor, simultaneously and in an excessively aggressive manner continuously over a certain period, which is likely to prejudice the formation

of a fair price (in the case of a Market Transaction of Derivatives, the matter equivalent to the price);

六 取引所金融商品市場における上場金融商品等の相場若しくは相場若しくは取引高に基づいて算出した数値を変動させ、若しくはくぎ付けし、固定し、若しくは安定させ、又は取引高を増加させる目的をもって、当該上場金融商品等に係る買付け若しくは売付け若しくはデリバティブ取引又はこれらの申込み若しくは委託等をする行為

(vi) an act of conducting the purchase, sale or Derivative Transaction pertaining to the Listed Financial Instruments, etc. or of making an application or Entrustment, etc. therefor, for the purpose of causing fluctuation, pegging, fixing or stabilizing the quotation of, or the figures calculated based on the quotations or transaction volumes of, the Listed Financial Instruments, etc. on a Financial Instruments Exchange Market, or for the purpose of increasing the transaction volumes;

七 取引所金融商品市場における上場金融商品等の相場若しくは相場若しくは取引高に基づいて算出した数値を変動させ、若しくはくぎ付けし、固定し、若しくは安定させ、又は取引高を増加させることにより実勢を反映しない作為的なものとなることを知りながら、当該上場金融商品等に係る買付け若しくは売付け又はデリバティブ取引（有価証券等清算取次ぎを除く。）の受託等をする行為

(vii) an act of the Acceptance of Entrustment, etc. of the purchase, sale or Derivative Transactions pertaining to the Listed Financial Instruments, etc. (excluding Brokerage for Clearing of Securities, etc.), knowing that causing fluctuation, pegging, fixing or stabilizing the quotation of, or the figures calculated based on the quotations or transaction volumes of, the Listed Financial Instruments, etc. on a Financial Instruments Exchange Market, or increasing the transaction volumes thereof will result in the formation of manipulative quotations which do not reflect the actual market status;

八 安定操作取引又はその受託等（有価証券等清算取次ぎの受託を除く。）をした取引所取引許可業者が、その最初に行った安定操作取引の時から令第二十四条第一項に規定する安定操作期間の末日までの間において、当該安定操作取引に係る有価証券につき安定操作取引が行われた旨を表示しないで、当該有価証券の発行者が発行する株券、時価新株予約権証券、時価新株予約権付社債券、優先出資証券、投資証券若しくは時価新投資口予約権証券について買付けの受託等若しくは売付け（金融商品取引業者等からの買付けの受託等、金融商品取引業者等への売付け及び売付けに係る有価証券等清算取次ぎを除く。）又は当該有価証券の売買に係る有価証券関連デリバティブ取引（コールの取得又はプットの付与に限る。）の受託等（金融商品取引業者等からの受託等を除く。）をする行為

(viii) in cases when an Authorized Transaction-at-Exchange Operator which has effected Stabilizing Transaction or has made an Acceptance of Entrustment, etc. therefor (excluding an Acceptance of Entrustment, etc. for Brokerage for Clearing of Securities, etc.), an act to make an Acceptance of

Entrustment, etc. for purchasing of, or to sell the Share Certificates, Market Value Share Option Certificates, Market Value Corporate Bond Certificates With Share Options, Preferred Equity Securities, Investment Securities or Market Value Investment Equity Subscription Rights Certificates issued by the Issuer of the Securities subject to such Stabilizing Transaction (excluding an Acceptance of Entrustment, etc. for purchasing from a Financial Instruments Business Operator, etc., sale to a Financial Instruments Business Operator, etc., and Brokerage for Clearing of Securities, etc. pertaining to sale), or to make an Acceptance of Entrustment, etc. (excluding an Acceptance of Entrustment, etc. from a Financial Instruments Business Operator, etc.) of Transactions of Securities-Related Derivatives, etc. pertaining to the purchase and sale of such Securities (limited to the acquisition of calls or granting of puts), within the period between the time of the first Stabilizing Transaction it effected and the last day of the Period for Stabilizing Transactions set forth in Article 24, paragraph (1) of the Order, without disclosing the fact that Stabilizing Transaction was effected with regard to such Securities subject to the Stabilizing Transaction.

2 前項第六号及び第七号の規定は、有価証券の募集（五十名以上の者を相手方として行うものに限る。）若しくは特定投資家向け取得勧誘（五十名以上の者を相手方として行うものに限る。）又は有価証券の売出し（五十名以上の者を相手方として行うものに限る。）若しくは特定投資家向け売付け勧誘等（五十名以上の者を相手方として行うものに限る。）を容易にするために取引所金融商品市場において一連の有価証券売買等をする場合における当該一連の有価証券売買等又はこれらの委託等を行う場合には、適用しない。

(2) The provisions of items (vi) and (vii) of the preceding paragraph do not apply to cases when a series of Purchase and Sale of Securities, etc. or the Entrustment, etc. thereof is to be made, if such series of Purchase and Sale of Securities, etc. is to be conducted on a Financial Instruments Exchange Market so as to facilitate a Public Offering of Securities (limited to the Public Offering made to 50 or more persons), Solicitation for Acquisition Only for Professional Investors (limited to the solicitation made to 50 or more persons), Secondary Distribution of Securities (limited to such distribution made to 50 or more persons) or Solicitation for Selling, etc. Only for Professional Investors (limited to such solicitation made to 50 or more persons).

(業務の運営の状況が公益に反し又は投資者の保護に支障を生ずるおそれがあるもの)

(Circumstances Where the State of the Operation of Business Is Likely to Go Against Public Interest or Compromise the Protection of Investors)

第二百三十二条 法第六十条の十三において準用する法第四十条第二号に規定する内閣府令で定める状況は、次に掲げる状況とする。



Article 232 The circumstances to be specified by Cabinet Office Order as referred to in Article 40, item (ii) of the Act as applied mutatis mutandis pursuant to Article 60-13 of the Act are as follows:

一 その取り扱う法人関係情報に関する管理又は顧客の有価証券の売買その他の取引等に関する管理について法人関係情報に係る不公正な取引の防止を図るために必要かつ適切な措置を講じていないと認められる状況

(i) where, in connection with the management of Corporate Information which the Authorized Transaction-at-Exchange Operator handles or management related to a customer's Purchase and Sale or Other Transactions of Securities, etc., it is found that the Authorized Transaction-at-Exchange Operator has not taken the measures necessary and appropriate for the prevention of an unfair transaction pertaining to the Corporate Information;

二 取引所金融商品市場における上場金融商品等の相場若しくは相場若しくは取引高に基づいて算出した数値を変動させ、若しくはくぎ付けし、固定し、若しくは安定させ、又は取引高を増加させることにより実勢を反映しない作為的なものを形成させるべき当該上場金融商品等に係る買付け若しくは売付け若しくはデリバティブ取引又はこれらの申込み若しくは委託等若しくは受託等をする行為を防止するための売買管理が十分でないとして認められる状況

(ii) where it is found that that the Authorized Transaction-at-Exchange Operator has not established the trading management sufficient for prevention of making an application, Entrustment, etc. or Acceptance for Entrustment, etc. for the sale, purchase or Derivative Transactions pertaining to the Listed Financial Instruments, etc., which may result in the formation of a manipulative quotation not reflecting actual market status by causing fluctuation, pegging, fixing or stabilizing the quotation of, or the figures calculated based on the quotation or transaction volumes of, the Listed Financial Instruments, etc. on the Financial Instruments Exchange Market, or by increasing the transaction volumes thereof;

三 取引所取引業務に係る電子情報処理組織の管理が十分でないとして認められる状況（取引所取引業務として高速取引行為を行う取引所取引許可業者にあつては、法第六十六条の五十七第一号に規定する状況を含む。）

(iii) where the management of an electronic data processing system for Transaction-at-Exchange Operation is found to be insufficient (in the case of an Authorized Transaction-at-Exchange Operator which conducts High-Speed Trading as part of the Transaction-at-Exchange Operation, including the situation provided in Article 66-57, item (i) of the Act).

#### 第四款 電子店頭デリバティブ取引等業務の許可

#### Subsection 4 Permission to Engage in Electronic Over-the-Counter Derivatives Transactions Operations

(許可の申請)

**(Application for Permission)**

第二百三十二条の二 法第六十条の十四第一項の許可を受けようとする者は、別紙様式第十九号の二により作成した同条第二項において準用する法第六十条の二第一項の許可申請書に、当該許可申請書の写し及び法第六十条の十四第二項において準用する法第六十条の二第三項の規定により当該許可申請書に添付すべき書類を添付して、金融庁長官に提出しなければならない。

Article 232-2 A person that intends to obtain a permission under Article 60-14, paragraph (1) of the Act must submit to the Commissioner of the Financial Service Agency a written application for permission under Article 60-2, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act prepared using Appended Form 19-2, attaching a copy of the written application for permission and the documents to be attached to the written application for permission pursuant to Article 60-2, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act.

(許可申請書の記載事項)

**(Matters to Be Stated in Written Application for Permission)**

第二百三十二条の三 法第六十条の十四第二項において準用する法第六十条の二第一項第十一号に規定する内閣府令で定める事項は、電子店頭デリバティブ取引等業務と同種類の業務を開始した日とする。

Article 232-3 The matter to be specified by Cabinet Office Order as referred to in Article 60-2, paragraph (1), item (xi) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act is the day of the commencement of the business of the same type as Electronic Over-the-Counter Derivatives Transactions, etc. Business Affairs.

(業務の内容及び方法)

**(Business Content and Means of Business)**

第二百三十二条の四 法第六十条の十四第二項において準用する法第六十条の二第三項第二号に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 232-4 The contents and means of business to be specified by Cabinet Office Order as referred to in Article 60-2, paragraph (3), item (ii) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act are as follows:

一 業務運営に関する基本原則

(i) the basic principles of business operations;

二 業務執行の方法

(ii) the means of execution of business;

三 業務分掌の方法

- (iii) the allocation of business operations;  
四 電子店頭デリバティブ取引等業務において行う特定店頭デリバティブ取引の種類及びその具体的内容
- (iv) the types and specific details of the Specified Over-the-Counter Derivatives Transactions to be conducted in relation to the Electronic Over-the-Counter Derivatives Transactions, etc. Business;  
五 苦情の解決のための体制
- (v) the system for handling complaints;  
六 我が国の金融商品取引法令に関する知識を有する役員及び使用人の確保の状況並びに当該役員及び使用人の配置状況
- (vi) the status of securing Officers and employees with knowledge on the Japanese laws and regulations related to financial instruments transactions, and the status of the allocation of such Officers and employees;  
七 電子店頭デリバティブ取引等業務を管理する責任者の氏名及び役職名
- (vii) the name and job title of the person responsible for the management of the Electronic Over-the-Counter Derivatives Transactions, etc. Business;  
八 電子店頭デリバティブ取引等業務を行う部署及び法第六十条の十四第二項において準用する法第四十条の七第二項の規定に基づく公表に係る業務を行う部署（電子店頭デリバティブ取引等業務の一部又は法第六十条の十四第二項において準用する法第四十条の七第二項の規定に基づく公表に係る業務の一部を他の者に委託する場合にあっては、その者を含む。）の名称及び組織の体制
- (viii) the name and organizational structure of the section in charge of the Electronic Over-the-Counter Derivatives Transactions, etc. Business and the section in charge of the business relating to the public announcement under Article 40-7, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act (in cases when a part of the Electronic Over-the-Counter Derivatives Transactions, etc. Business or a part of the business relating to the public announcement under Article 40-7, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act is to be entrusted to any other person, including such person);  
九 電子店頭デリバティブ取引等業務に係る顧客との取引開始基準及び顧客の管理方法
- (ix) the Conditions for Starting Transactions with customers pertaining to the Electronic Over-the-Counter Derivatives Transactions, etc. Business, and the means of management of the customers;  
十 料金に関する事項
- (x) the matters relating to the fees;  
十一 売付け及び買付けの気配その他価格情報を顧客に公表する方法（電子情報処理組織の使用その他の電子的方法に限る。）
- (xi) the means of disclosing quotes for the sale or purchase and other pricing

information to customers (limited to the means of using an electronic data processing system or other electronic means);

十二 取引価格の決定方法（特定店頭デリバティブ取引において当事者が想定元本として定めた金額が、第二百五条の八第二項各号に掲げる特定店頭デリバティブ取引の効力が生じる日から当該効力が消滅する日までの期間の区分に応じ、当該各号に定める金額以下である場合には、次のイに掲げるもの又は次のイ若しくはロに掲げるもののいずれかを顧客が選択することができるものに限る。）及び取引の成立の時期

(xii) the method for deciding the transaction price (for a Specified Over-the-Counter Derivatives Transactions, if the amount designated by the party as a notional principal does not exceed the amount specified in the items of Article 125-8, paragraph (2) according to the categories of periods from the day when the Specified Over-the-Counter Derivatives Transaction takes effect to the day when such transaction ceases to be in effect as respectively specified in these items, limited to the means of enabling customers to choose either the means specified in the following (a), or the means specified in the following (a) or (b), as well as the time when the transaction takes effect:

イ 前号の規定により公表された自己又は顧客の売付け及び買付けの気配に基づく価格を用いる方法

(a) the means of using a price based on quotes for the sale or purchase of itself or customers publicized pursuant to the preceding item;

ロ 顧客の間の交渉（顧客の指定に基づき三以上の他の顧客に対して売付け又は買付けの気配の提示を求め、当該求めに応じ当該他の顧客が提示した売付け又は買付けの気配、前号の規定により公表された売付け又は買付けの気配及び自己が売付け又は買付けの気配を提示する場合における当該気配を当該顧客に通知した上で行うものに限る。）に基づく価格を用いる方法

(b) the means of using a price determined based on a negotiation among customers (limited to a negotiation conducted after requesting three or more other customers designated by the customer to present quotes for the sale or purchase, and notifying the customer of the quotes for sale or purchase presented by the other customers in response to the request, the quotes for sale or purchase publicized pursuant to the preceding item, and the quotes in cases when the applicant for registration presents the quotes for sale or purchase);

十三 法第六十条の十四第二項において準用する法第四十条の七第二項の規定に基づく公表を行う方法

(xiii) the means of the public announcement under Article 40-7, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act;

十四 電子店頭デリバティブ取引等業務において使用する電子情報処理組織の概要、設置場所、容量及び保守の方法並びに当該電子情報処理組織に異常が発生した場合

の対処方法

(xiv) the outline, location, volume and means of maintenance of the electronic data processing system to be used for the Electronic Over-the-Counter Derivatives Transactions, etc. Business, and the means of handling of cases when there occurs any malfunction of such electronic data processing system;

十五 電子店頭デリバティブ取引等業務に係る決済の方法（法第百五十六条の六十二第一号又は第二号に掲げる取引に基づく債務を金融商品取引清算機関（当該金融商品取引清算機関が連携金融商品債務引受業務を行う場合には、連携清算機関等を含む。）又は外国金融商品取引清算機関に適切かつ迅速に負担させるための方法を含む。）及び顧客の契約不履行が生じた場合の対処方法

(xv) the means of settlement of the Electronic Over-the-Counter Derivatives Transactions, etc. Business (including the means of ensuring that the obligations arising from the transactions specified in Article 156-62, item (i) or (ii) of the Act are assumed by a Financial Instruments Clearing Organization (including a Collaborating Clearing Organization, etc., in cases when the Financial Instruments Clearing Organization conducts Collaborative Financial Instruments Obligation Assumption Service) or a Foreign Financial Instruments Clearing Organization in an appropriate and swift manner), and the means of handling of cases when there arises any customer's default in the performance of contracts;

十六 電子店頭デリバティブ取引等業務に係る取引記録の作成及び保存の方法

(xvi) the means for the preparation and preservation of the transaction records for the Electronic Over-the-Counter Derivatives Transactions, etc. Business;

十七 電子店頭デリバティブ取引等業務の執行状況について、検査を行う頻度、部署（当該業務の一部を他の者に委託する場合にあっては、その者を含む。）の名称及び体制

(xvii) the frequency of the inspection on the status of the execution of the Electronic Over-the-Counter Derivatives Transactions, etc. Business, and the name and structure of the section in charge of such inspection (including the person in cases when a part of the business is to be entrusted to other persons);

十八 不公正な取引の防止の方法その他の取引の公正の確保に関する事項

(xviii) the means of the prevention of unfair transactions, and any other matters relating to the securing of fair transactions; and

十九 その他電子取引基盤運営業務に係る損失の危険の管理に関する重要な事項

(xix) other important matters in regard to the means of management of risks of loss relating to the Electronic Trading Platform Management Service.

（許可申請書の添付書類）

(Documents to Be Attached to a Written Application for Permission)

第二百三十二条の五 法第六十条の十四第二項において準用する法第六十条の二第三項

第六号に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 232-5 The documents to be specified by Cabinet Office Order as referred to in Article 60-2, paragraph (3), item (vi) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act are the following documents:

一 電子店頭デリバティブ取引等業務の開始を決議した役員会等の議事録

(i) the minutes of the board of Officers, etc. resolving the commencement of the Electronic Over-the-Counter Derivatives Transactions, etc. Business;

二 本店又は電子店頭デリバティブ取引等店（法第六十条の十四第二項において読み替えて準用する法第六十条の二第一項第三号に規定する電子店頭デリバティブ取引等店をいう。以下同じ。）が所在する全ての国において登録等を受けていることを証する書面

(ii) a document evidencing that the applicant has obtained Registrations, etc. in all states where its head office or Electronic Over-the-Counter Transactions, etc. Office (meaning an Electronic Over-the-Counter Transactions, etc. Office provided in Article 60-2, paragraph (1), item (iii) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act following the deemed replacement of terms; the same applies hereinafter) are located;

三 全ての電子店頭デリバティブ取引等店において、電子店頭デリバティブ取引等業務と同種類の業務を一年以上継続して行っていること、又は令第十七条の十の四第二項に定める場合に該当することを証する書面

(iii) a document evidencing that the applicant has been continuously engaged in the business related to the same type of transactions as the Electronic Over-the-Counter Derivatives Transactions, etc. Business at all of its Offices for Electronic Over-the-Counter Transactions, etc. at least one year, or that the applicant falls under the case specified in Article 17-10-4, paragraph (2) of the Order;

四 純財産額を算出した書面

(iv) a document stating the calculated Net Assets;

五 役員、電子店頭デリバティブ取引等店所在国における代表者（法第六十条の十四第二項において読み替えて準用する法第六十条の二第一項第三号に規定する電子店頭デリバティブ取引等店所在国における代表者をいう。）及び国内における代表者（以下この款において「役員等」という。）の履歴書（役員が法人であるときは、当該役員沿革を記載した書面）

(v) the resumes of the applicant's Officers, its representative persons in a state where Offices for Electronic Over-the-Counter Transactions, etc. are located (meaning the Representative Person in State Where Transaction-at-Exchange Office is Located prescribed in Article 60-2, paragraph (1), item (iii) of the Act as applied mutatis pursuant to Article 60-14, paragraph (2) of the Act following the deemed replacement of terms), and its Representative

- Person in Japan (hereinafter collectively referred to as the "Officers, etc." in this Subsection) (in cases when any of the Officers is a corporation, a document containing the background of the Officers);
- 六 役員等の住民票の抄本（役員が法人であるときは、当該役員に登記事項証明書）又はこれに代わる書面
- (vi) the extracts of the certificates of residence of the Officers, etc. (in cases when any of the Officers is a corporation, the certificate of registered information of the Officer), or any other document in lieu thereof;
- 七 役員等の婚姻前の氏名を当該役員等の氏名に併せて法第六十条の十四第二項において準用する法第六十条の二第一項の許可申請書に記載した場合において、前号に掲げる書類が当該役員等の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- (vii) if the name of an Officer, etc. that was used before marriage is stated together with the current name of the Officer, etc. in a written application for permission under Article 60-2, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act, and the document specified in the preceding item is not a document certifying the name of the Officer, etc. used before marriage, a document certifying the name before marriage;
- 八 役員等が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
- (viii) the certificates issued by a public agency evidencing that none of the Officers, etc. falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof;
- 九 役員等が法第二十九条の四第一項第二号ハからトまでのいずれにも該当しない者であることを当該役員等が誓約する書面
- (ix) documents in which the Officer, etc. pledges that the Officer, etc. does not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (g) of the Act;
- 十 電子店頭デリバティブ取引等業務を管理する責任者の履歴書
- (x) the resume of the person responsible for the management of the Electronic Over-the-Counter Derivatives Transactions, etc. Business;
- 十一 電子店頭デリバティブ取引等業務に関する社内規則
- (xi) internal rules concerning the Electronic Over-the-Counter Derivatives Transactions, etc. Business;
- 十二 電子店頭デリバティブ取引等業務に関し顧客と取引を行う際に使用する契約書類及びその添付書類
- (xii) contracts and their attachments to be used for the transactions with customers in relation to the Electronic Over-the-Counter Derivatives Transactions, etc. Business;
- 十三 電子店頭デリバティブ取引等業務を行う際に使用する電子情報処理組織におい

て、不公正な取引の防止を図るために講じている措置を記載した書面  
(xiii) a document stating the measures to be taken for the prevention of unfair transactions, in relation to the electronic data processing system to be used for the Electronic Over-the-Counter Derivatives Transactions, etc. Business; and

十四 前条第十四号に掲げるものに関する許可申請者と特別の利害関係のない者の評価書

(xiv) an appraisal report issued by a person having no special interest relationship with the applicant for permission in relation to the matters specified in item (xiv) of the preceding Article.

(人的構成の審査基準)

(Criteria for Examination of the Structure of Personnel)

第二百三十二条の六 法第六十条の十四第二項において読み替えて準用する法第六十条の三第一項第一号ルに規定する電子店頭デリバティブ取引等業務を適確に遂行するに足りる人的構成を有しない者であるかどうかの審査をするときは、許可申請者が次に掲げるいずれかの基準に該当するかどうかを審査するものとする。

Article 232-6 When conducting an examination under Article 60-3, paragraph (1), item (i), (k) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act following the deemed replacement of terms as to whether the applicant for permission lacks a structure of personnel sufficient to conduct an Electronic Over-the-Counter Derivatives Transactions, etc. Business in the appropriate manner, it is to be examined whether the applicant falls under any of the following criteria:

一 その行う業務に関する十分な知識及び経験を有する役員又は使用人の確保の状況並びに組織体制に照らし、当該業務を適正に遂行することができないと認められること。

(i) that the applicant for permission is found not to be able to conduct the business in a proper manner, considering status of securing Officers or employees having sufficient knowledge and experience for conducting the business as well as its organizational structure; and

二 役員又は使用人のうちに、経歴、暴力団員による不当な行為の防止等に関する法律第二条第二号に規定する暴力団又は同条第六号に規定する暴力団員との関係その他の事情に照らして業務の運営に不適切な資質を有する者があることにより、電子店頭デリバティブ取引等業務の信用を失墜させるおそれがあると認められること。

(ii) that the applicant for permission is found to be likely to cause a loss of confidence in an Electronic Over-the-Counter Derivatives Transactions, etc. Business, on the grounds of having any Officer or employee with qualities unfit for the operation of the business in light of such Officer's or employee's career, relationship with the Organized Crime Group specified in Article 2, item (ii) of the Act on Prevention of Illegal Acts by Organized Crime Group



Members or relationship with the Organized Crime Group Members set forth item (vi) of that Article or any other circumstances.

(許可申請書記載事項の変更の届出)

(Notification of Change in Matters Stated in Written Application for Authorization)

第二百三十二条の七 法第六十条の十四第二項において準用する法第六十条の五第一項の規定により届出を行う電子店頭デリバティブ取引等許可業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、別紙様式第十九号の二により作成した変更後の内容を記載した書面及び当該書面の写しのほか、次の各号に掲げる場合の区分に応じ、当該各号に定める書類を添付して、金融庁長官に提出しなければならない。

Article 232-7 An Authorized Electronic Over-the-Counter Derivatives

Transactions, etc. Business Operator which submits a notification pursuant to Article 60-5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act must submit to the Commissioner of the Financial Service Agency a written notification stating the details of the change, change date and the reason for the change, attaching a document stating the content after the change prepared using Appended Form 19-2 and a copy thereof, as well as the documents specified in the following items according to the categories as respectively specified in these items:

一 法第六十条の十四第二項において準用する法第六十条の二第一項第一号に掲げる事項に変更があった場合 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(i) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (i) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act: the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

二 法第六十条の十四第二項において準用する法第六十条の二第一項第二号に掲げる事項に変更があった場合 次に掲げる書類

(ii) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (ii) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act: the following documents:

イ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(a) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

ロ 当該変更による純財産額の変動を記載した書面

(b) the document stating the increase or decrease in the Net Assets due to such change;

三 法第六十条の十四第二項において準用する法第六十条の二第一項第三号に掲げる事項に変更があった場合 次に掲げる書類

(iii) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (iii) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act: the following documents:

イ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(a) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

ロ 新たに役員となった者に係る次に掲げる書類

(b) the following documents relevant to the person that has newly assumed positions as Officer:

(1) 履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）

1. the resume (in cases when the Officer is a corporation, a document containing the background of the Officer);

(2) 住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面

2. the extracts of the certificates of residence (in cases when any of the Officers is a corporation, the certificate of registered information of the Officer), or any other document in lieu thereof;

(3) 婚姻前の氏名を、氏名に併せて別紙様式第十九号の二により作成した変更後の内容を記載した書面に記載した場合において、(2)に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

3. if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 19-2, and the document specified in 2. is not a document certifying the name used before marriage, a document certifying the name before marriage;

(4) 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

4. the certificates issued by a public agency evidencing that none of the Officers falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof; and

(5) 法第二十九条の四第一項第二号ハからトまでのいずれにも該当しない者であることを当該役員が誓約する書面

5. the documents in which the Officer pledges that the Officer does not fall under Article 29-4, paragraph (1), item (ii), (c) through (g) of the Act;

四 法第六十条の十四第二項において準用する法第六十条の二第一項第五号に掲げる事項に変更があった場合（電子店頭デリバティブ取引等店の名称に変更があった場合に限る。） 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(iv) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (v) of the Act as applied mutatis mutandis

pursuant to Article 60-14, paragraph (2) of the Act (limited to cases when the name of the office, etc. of Over-the-Counter Derivatives Transactions was changed): the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

五 法第六十条の十四第二項において準用する法第六十条の二第一項第六号に掲げる事項に変更があった場合（その他事業を開始した場合に限る。） 当該その他事業の内容を記載した書類

(v) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (vi) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act (limited to cases when the other business was commenced): a document stating the contents of such other business;

六 法第六十条の十四第二項において準用する法第六十条の二第一項第八号に掲げる事項に変更があった場合（国内に事務所その他の施設を設置した場合に限る。） 設置した国内の事務所その他の施設の組織及び人員配置を記載した書面

(vi) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (viii) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act (limited to cases when any office or other facility has been established in Japan): a document stating the organizational structure and positions of personnel for the office or other facilities so established;

七 法第六十条の十四第二項において準用する法第六十条の二第一項第九号に掲げる事項に変更があった場合 次に掲げる書類

(vii) in cases when there has been any change to the matters specified in Article 60-2, paragraph (1), item (ix) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act: the following documents:

イ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(a) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

ロ 新たに国内における代表者となった者に係る次に掲げる書類

(b) the following documents in relation to the person that has newly assumed the position of the representative person in Japan:

(1) 履歴書

1. resume; and

(2) 住民票の抄本又はこれに代わる書面

2. the extract of the representative's certificate of residence, or any other document in lieu thereof;

(3) 婚姻前の氏名を、氏名に併せて別紙様式第十九号の二により作成した変更後の内容を記載した書面に記載した場合において、(2)に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

3. if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 19-2, and the document specified in 2. is not a document certifying the name used before marriage, a document certifying the name before marriage;
  - (4) 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
4. the certificates issued by a public agency evidencing that none of the Officers falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof; and
  - (5) 法第二十九条の四第一項第二号ハからトまでのいずれにも該当しない者であることを当該国内における代表者が誓約する書面
5. the documents in which the representative person in Japan pledges that the representative person in Japan does not fall under Article 29-4, paragraph (1), item (ii), (c) through (g) of the Act.

(変更の届出を要する場合)

**(Cases When Notification of Change Is Required)**

第二百三十二条の八 法第六十条の十四第二項において準用する法第六十条の五第二項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 232-8 The cases to be specified by Cabinet Office Order as referred to in Article 60-5, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act are the following cases:

一 本店又は電子店頭デリバティブ取引等店において業務（電子店頭デリバティブ取引等店にあっては、電子店頭デリバティブ取引等に係るものに限る。）を休止し、又は再開した場合

(i) if the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has suspended or resumed the business at its head office or Electronic Over-the-Counter Transactions, etc. Office (in the case of an Electronic Over-the-Counter Transactions, etc. Office, limited to the business pertaining to an Electronic Over-the-Counter Transactions of Derivatives, etc.);

二 他の法人と合併した場合、分割により電子店頭デリバティブ取引等許可業者の事業の一部を承継させ、若しくは他の法人の事業の全部若しくは一部を承継した場合又は電子店頭デリバティブ取引等許可業者の事業の重要な一部の譲渡若しくは他の法人から事業の全部若しくは重要な一部を譲り受けた場合

(ii) if the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has merged with another corporation, where it has had the business of the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator succeeded through a split, where it has succeeded to all or part of any other corporation's business through a split,

where it has transferred a material part of the business of the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator, or where it has acquired all or a material part of any other corporation's business;

三 破産手続開始、再生手続開始、更生手続開始若しくは清算開始の申立てを行った場合又は本店若しくは主たる事務所の所在する国において当該国の法令に基づき同種類の申立てを行った場合

(iii) if the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has filed a petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings, or where it has filed the same type of petition in the state where its head office or principal office is located, pursuant to the laws and regulations of that state;

四 定款を変更した場合（電子店頭デリバティブ取引等業務に係る部分の変更その他重要な変更に限る。）

(iv) if the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has changed its articles of incorporation (limited to any material change such as a change to the parts pertaining to its Electronic Over-the-Counter Derivatives Transactions, etc. Business);

五 電子店頭デリバティブ取引等業務を開始した場合

(v) if the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has commenced the Electronic Over-the-Counter Derivatives Transactions, etc. Business;

六 法第六十条の十四第二項において準用する法第六十条の三第一項第一号イ、ロ、ホ、へ、ト（法に相当する外国の法令の規定に係る部分に限る。）又はチに規定する者に該当することとなった場合

(vi) if the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has come to fall under a person as specified in Article 60-3, paragraph (1), item (i), (a), (b), (e), (f), (g) (limited to the parts pertaining to the provisions of the laws and regulations of the foreign state which correspond to the Act) or (h) of that paragraph as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act;

七 役員等が法第二十九条の四第一項第二号イからトまでのいずれかに該当することとなった事実を知った場合

(vii) if the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has become aware that any of its Officers, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (a) through (g) of the Act;

八 純財産額が資本金の額に満たなくなった場合（第六号の規定に該当する場合を除く。）

(viii) if the Net Assets has become less than the amount of the stated capital

(excluding cases when item (vi) applies);

九 法に相当する外国の法令に基づく行政官庁の不利益処分を受けた場合（電子店頭デリバティブ取引等業務と同種類の業務に関するものに限り、第六号の規定に該当する場合を除く。）

(ix) if the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has been subject to any adverse disposition from the administrative agencies pursuant to the laws and regulations of the foreign state which correspond to the Act (limited to the disposition related to the same type of transactions as the Electronic Over-the-Counter Derivatives Transactions, etc. Business, and excluding cases when item (vi) applies);

十 役職員に法令等に反する行為（電子店頭デリバティブ取引等業務又はこれに付随する業務以外の業務に係るものにあつては、当該電子店頭デリバティブ取引等許可業者の業務の運営又は財産の状況に重大な影響を及ぼすおそれがあるものに限る。次号において「事故等」という。）があつたことを知つた場合

(x) if the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has become aware that any of its Officers or employees has committed any act in violation of the Laws and Regulations, etc. (with regard to any act pertaining to the business other than the Electronic Over-the-Counter Derivatives Transactions, etc. Business or a business incidental thereto, limited to the acts which may have a material impact on the business operation or status of property of such Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator; referred to as the "Problematic Conduct, etc." in the following item); and

十一 前号の規定に基づき届出をした事故等の詳細が判明した場合

(xi) if the details of the Problematic Conduct, etc. for which a notification was made under the preceding item have been revealed.

(業務の内容又は方法等の変更の届出)

(Notification of Change in Contents or Means of Business)

第二百三十二条の九 法第六十条の十四第二項において準用する法第六十条の五第二項の規定により届出を行う電子店頭デリバティブ取引等許可業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、次の各号に掲げる場合の区分に応じ当該各号に定める書類を添付して、金融庁長官に提出しなければならない。

Article 232-9 An Authorized Electronic Over-the-Counter Derivatives

Transactions, etc. Business Operator which submits a notification pursuant to Article 60-5, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act must submit to the Commissioner of the Financial Service Agency a written notification stating the details of the change, change date and the reason for the change, attaching the documents specified in the following items according to the categories as respectively specified in these items:

- 一 第二百三十二条の四各号に掲げるものに変更があった場合 同条各号に掲げるもの（内容に変更のあるものに限る。）を記載した書類
- (i) in cases when there has been any change to the matters specified in the items of Article 232-4: a document stating the matters specified in the items of that Article (limited to the matters whose particulars were changed);
- 二 前条第二号に該当する場合（合併の場合に限る。） 次に掲げる書類
- (ii) the cases falling under item (ii) of the preceding Article (limited to the case of a merger): the following documents:
- イ 合併契約の内容及び合併の手続を記載した書面
- (a) the document stating the contents of the merger agreement and the procedures for the merger;
- ロ 当事者の最近の貸借対照表（関連する注記を含む。以下この条において同じ。）
- (b) the latest balance sheets of the parties (including notes in reference thereto; hereinafter the same applies in this Article);
- ハ 合併後の純財産額を記載した書面
- (c) the Net Assets after the completion of the merger; and
- ニ 顧客勘定の処理方法を記載した書面
- (d) the document stating the means of treatment of the customers' accounts;
- 三 前条第二号に該当する場合（分割により他の法人の事業の全部又は一部を承継した場合に限る。） 次に掲げる書類
- (iii) the cases falling under item (ii) of the preceding Article (limited to cases when the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has succeeded to all or part of any other corporation's business through a split): the following documents:
- イ 吸収分割契約の内容及び分割の手続を記載した書面
- (a) the document stating the contents of the absorption-type split agreement and the procedures for the split;
- ロ 当事者の最近の貸借対照表
- (b) the latest balance sheets of the parties; and
- ハ 分割後の純財産額を記載した書面
- (c) the document stating the Net Assets after the completion of the split;
- 四 前条第二号に該当する場合（他の法人の事業の全部又は一部を譲り受けた場合に限る。） 次に掲げる書類
- (iv) the cases falling under item (ii) of the preceding Article (limited to cases when the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has acquired all or part of any other corporation's business): the following documents:
- イ 事業の譲受けの契約の内容及び事業の譲受けの手続を記載した書面
- (a) the document stating the contents of the business acquisition contract and the procedures for the acquisition of the business;

- ロ 当事者の最近の貸借対照表
- (b) the latest balance sheets of the parties; and
- ハ 事業の譲受け後の純財産額を記載した書面
- (c) the document specifying the Net Assets after the acquisition of the business;
- 五 前条第三号に該当する場合次に掲げる書類
- (v) the cases falling under item (iii) of the preceding Article: the following documents:
  - イ 破産手続開始、再生手続開始、更生手続開始又は清算開始の申立てに係る書面の写し
  - (a) the copies of the documents related to the filing of petitions for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, commencement of reorganization proceedings or commencement of liquidation proceedings; and
  - ロ 最近の日計表
  - (b) the latest daily accounts sheet;
- 六 前条第四号に該当する場合変更後の定款
- (vi) the cases falling under item (iv) of the preceding Article: the amended articles of incorporation;
- 七 前条第六号に該当する場合（法第六十条の十四第二項において準用する法第六十条の三第一項第一号イに該当することとなった場合に限り。）次に掲げる書類
- (vii) the cases falling under item (vi) of the preceding Article (limited to cases when the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has come to fall under Article 60-3, paragraph (1), item (i), (a) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act): the following documents:
  - イ 会社の登記事項証明書又はこれに代わる書面
  - (a) a certificate of the registered matters of the company, or any other document in lieu thereof; and
  - ロ 株主総会の議事録の写し
  - (b) a copy of the minutes of the shareholders meeting;
- 八 前条第六号に該当する場合（法第六十条の十四第二項において準用する法第六十条の三第一項第一号への規定に該当することとなった場合に限り。）純財産額が令第十七条の十の五第一項で定める金額に満たなくなった日の純財産額を算出するための計算を記載した書面
- (viii) the cases falling under item (vi) of the preceding Article (limited to cases when the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has come to fall under Article 60-3, paragraph (1), item (i), (f) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act): a document specifying the calculation of the Net Assets as of the day when the Net Assets become less than the amount



specified in Article 17-10-5, paragraph (1) of the Order;

九 前条第六号に該当する場合（法第六十条の十四第二項において準用する法第六十条の三第一項第一号トの規定に該当することとなった場合に限る。） 次に掲げる書類

(ix) the cases falling under item (vi) of the preceding Article (limited to cases when the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has come to fall under Article 60-3, paragraph (1), item (i), (g) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act): the following document:

イ 取消しを命ずる書類の写し又はこれに代わる書面

(a) a copy of the written order for rescission, or any other document in lieu thereof; and

ロ 当該外国の法令及びその訳文

(b) a copy of the laws and regulations of the foreign state and the Japanese translation thereof;

十 前条第六号に該当する場合（法第六十条の十四第二項において準用する法第六十条の三第一項第一号チの規定に該当することとなった場合に限る。） 確定判決の判決書の写し又は確定判決の内容を記載した書面

(x) the cases falling under item (vi) of the preceding Article (limited to cases when the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has come to fall under Article 60-3, paragraph (1), item (i), (h) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act): a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

十一 前条第七号に該当する場合（役員等が法第二十九条の四第一項第二号イに該当することとなった場合に限る。） 後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面

(xi) the cases falling under item (vii) of the preceding Article (limited to cases when any Officer, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act): a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or a document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

十二 前条第七号に該当する場合（役員等が法第二十九条の四第一項第二号ロの規定に該当することとなった場合に限る。） 破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(xii) the cases falling under item (vii) of the preceding Article (limited to cases when any Officer, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act): a copy of the written judgment on the order for the commencement of bankruptcy proceedings, or a document stating the details

of the order for the commencement of bankruptcy proceedings;

十三 前条第七号に該当する場合（役員等が法第二十九条の四第一項第二号ハ又はトの規定に該当することとなった場合に限る。） 確定判決の判決書の写し又は確定判決の内容を記載した書面

(xiii) the cases falling under item (vii) of the preceding Article (limited to cases when any of the Officers, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (g) of the Act): a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

十四 前条第七号に該当する場合（役員等が法第二十九条の四第一項第二号ニ又はホの規定に該当することとなった場合で、外国において取り消され、又は命ぜられた場合に限る。） 取消し又は廃止を命ずる書類の写し又はこれに代わる書面並びに取消し又は廃止の根拠となった外国の法令及びその訳文

(xiv) the cases falling under item (vii) of the preceding Article (limited to cases when any of the Officers, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, and if a rescission or order was effected in a foreign state): a copy of the written order for the rescission or discontinuation or any other document in lieu thereof, as well as a copy of the laws and regulations of the foreign state which served as the basis of such rescission or discontinuation and the Japanese translation thereof;

十五 前条第八号に該当する場合純財産額を算出するための計算を記載した書面

(xv) the cases falling under item (viii) of the preceding Article: a document stating the calculation of the Net Assets; and

十六 前条第九号に該当する場合不利益処分を規定する外国の法令及びその訳文

(xvi) the cases falling under item (ix) of the preceding Article: a copy of the laws and regulations of the foreign state providing for the adverse disposition, and the Japanese translation thereof.

（業務に関する帳簿書類）

(Books and Documents Related to Business Affairs)

第二百三十二条の十 法第六十条の十四第二項において準用する法第六十条の六において準用する法第四十六条の二の規定により電子店頭デリバティブ取引等許可業者が作成し、保存しなければならない帳簿書類は、第百五十七条第一項第三号、第四号及び第十五号の二に掲げる帳簿書類又は外国の法令に基づいて作成される書類であってこれらの帳簿書類に類するもの（以下この条において「外国帳簿書類」といい、外国帳簿書類が外国語で作成される場合にあっては、次に掲げる書類）とする。

Article 232-10 (1) The books and documents to be prepared and preserved by an Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator pursuant to Article 46-2 of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act are the books and

documents specified in Article 157, paragraph (1), items (iii), (iv) and (xv)-2 or documents similar thereto prepared under the laws and regulations of a foreign state (hereinafter referred to as "Foreign Books and Documents" in this Article, and in cases when the Foreign Books and Documents are prepared in a foreign language, the following documents):

一 外国帳簿書類

(i) the Foreign Books and Documents; and

二 外国帳簿書類の様式の訳文

(ii) a Japanese translation of the forms of the Foreign Books and Documents.

2 前項に規定する帳簿書類又は外国帳簿書類（外国帳簿書類の様式の訳文を含む。）は、その作成の日から十年間保存しなければならない。

(2) The books and documents or Foreign Books and Documents provided in the preceding paragraph (including the translations of forms of the Foreign Books and Documents) must be preserved for ten years from the date of preparation thereof.

（事業報告書の提出）

(Submission of Business Reports)

第二百三十二条の十一 法第六十条の十四第二項において準用する法第六十条の六において準用する法第四十六条の三第一項に規定する事業報告書は、別紙様式第十九号の三により作成しなければならない。

Article 232-11 A Business Report provided in Article 46-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act must be prepared using Appended Form 19-3.

（事業報告書の提出期限の承認の手続等）

(Procedures for Obtaining Approval on Time Limit for Submission of Business Report)

第二百三十二条の十二 令第十七条の十第一項ただし書の承認を受けようとする電子店頭デリバティブ取引等許可業者は、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

Article 232-12 (1) In cases when an Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator intends to obtain an approval under the proviso to Article 17-10, paragraph (1) of the Order, it must submit to the Commissioner of the Financial Services Agency a written application for approval stating the following particulars:

一 商号

(i) the trade name;

二 当該事業報告書の提出に関し当該承認を受けようとする期間

(ii) the period for which the approval is sought in relation to the submission of

the Business Report;

三 当該事業報告書に係る事業年度終了の日

(iii) the last day of the business year pertaining to the Business Report; and

四 当該事業報告書の提出に関し当該承認を必要とする理由

(iv) the reasons for seeking the approval with regard to the submission of the Business Report.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application specified in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された電子店頭デリバティブ取引等許可業者の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) a document evidencing that the representative of the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator as stated in the written application for approval is a person that has been duly authorized to submit such written application for approval; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to laws and regulations or practices as specified in the written application for approval, as well as copies of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

3 金融庁長官は、第一項の承認の申請があった場合において、当該電子店頭デリバティブ取引等許可業者が、その本国の法令又は慣行により、その事業年度経過後三月以内に事業報告書を提出することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後三月以内（直前事業年度に係る事業報告書の提出に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前事業年度）から当該申請に係る同項第四号に規定する理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る事業報告書について、承認をするものとする。

(3) In cases when the application for approval specified in paragraph (1) was filed, and if it is found that impossible for the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator to submit the Business Report within three months after the end of the business year due to the laws and regulations or practices of its own state, the Commissioner of the Financial Services Agency is to grant an approval with regard to the Business Report covering the business year containing the day of the filing of such application (in cases when such day falls within three months from the

commencement of the business year (in cases when the approval has been granted with regard to the submission of a Business Report covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) through the business year immediately preceding the business year containing the day when the reason specified in item (iv) of that paragraph for which the application was filed would be extinguished or changed.

4 前項の承認は、同項の電子店頭デリバティブ取引等許可業者が毎事業年度経過後三月以内に次に掲げる事項を記載した書類を金融庁長官に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval specified in the preceding paragraph is to be granted on the condition that the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator as specified in that paragraph submits to the Commissioner of the Financial Services Agency or Other Competent Official the documents stating the following particulars within three months after the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to that stated in any document already submitted within five years prior to the submission of those documents, the statement of such matters may be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) that the reasons for application for which approval was sought have not been extinguished or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert referring to the matters specified in the preceding item, as well as the copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(その他の書類等の提出期限の承認の手続等)

(Procedures for Obtaining Approval on Time Limit for Submission of Other Documents)

第二百三十二条の十三 令第十七条の十第三項ただし書の承認を受けようとする電子店頭デリバティブ取引等許可業者は、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

Article 232-13 (1) If an Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator intends to obtain an approval under the proviso to Article 17-10, paragraph (3) of the Order, it must submit to the Commissioner of the Financial Services Agency a written application for

approval stating the following particulars:

一 商号

(i) the trade name;

二 当該その他の書類等（法第六十条の十四第二項において準用する法第六十条の六において準用する法第四十九条の三第一項の書類及び書面をいう。以下この条において同じ。）の提出に関し当該承認を受けようとする期間

(ii) the period for the submission of Other Documents, etc. (meaning the documents specified in Article 49-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act; hereinafter the same applies in this Article) for which the approval is sought;

三 当該その他の書類等に係る事業年度終了の日

(iii) the last day of the business year pertaining to the Other Documents, etc.;

and

四 当該その他の書類等の提出に関し当該承認を必要とする理由

(iv) the reasons for seeking the approval with regard to the submission of the Other Documents, etc.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application specified in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された電子店頭デリバティブ取引等許可業者の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) a document evidencing that the representative of the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator as stated in the written application for approval is a person that has been duly authorized to submit such written application for approval; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to laws and regulations or practices as specified in the written application for approval, as well as copies of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

3 金融庁長官は、第一項の承認の申請があった場合において、当該電子店頭デリバティブ取引等許可業者が、その本国の法令又は慣行により、その事業年度経過後三月以内にその他の書類等を提出することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後三月以内（直前事業年度に係るその他の書類等の提出に関して当該承認を受けている場合にあつては、当該承認を受けた

期間内)の日である場合にあっては、その直前事業年度)から当該申請に係る同項第四号に規定する理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係るその他の書類等について、承認をするものとする。

(3) In cases when the application for approval specified in paragraph (1) was filed, and if it is found that impossible for the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator to submit the other document, etc. within three months after the end of the business year due to the laws and regulations or practices of its own state, the Commissioner of the Financial Services Agency is to grant an approval with regard to the other document, etc. covering the business year containing the day of the filing of such application (in cases when such day falls within three months from the commencement of the business year (in cases when the approval has been granted with regard to the submission of a other document, etc. covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) through the business year immediately preceding the business year containing the day when the reason specified in item (iv) of that paragraph for which the application was filed would be extinguished or changed.

4 前項の承認は、同項の電子店頭デリバティブ取引等許可業者が毎事業年度経過後三月以内に次に掲げる事項を記載した書類を金融庁長官に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval specified in the preceding paragraph is to be granted on the condition that the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator as specified in that paragraph submits to the Commissioner of the Financial Services Agency or Other Competent Official the documents stating the following particulars within three months after the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to that stated in any document already submitted within five years prior to the submission of those documents, the statement of such matters may be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) that the reasons for application for which approval was sought have not been extinguished or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert referring to the matters specified in the preceding item, as well as the copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

(業務又は財産の状況に関する報告等)

**(Report on Status of Business or Properties)**

第二百三十二条の十四 第一百七十三条（第二号を除く。）の規定は、法第六十条の十四第二項において準用する法第六十条の六において準用する法第四十六条の三第二項に規定する電子店頭デリバティブ取引等許可業者の電子店頭デリバティブ取引等業務又は財産の状況に関する報告書について準用する。この場合において、第一百七十三条中「所管金融庁長官等」とあるのは、「金融庁長官」と読み替えるものとする。

Article 232-14 (1) The provisions of Article 173 (excluding item (ii)) apply mutatis mutandis to a report on the Electronic Over-the-Counter Derivatives Transactions, etc. Business or properties of an Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator provided in Article 46-3, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act. In this case, the term "Commissioner of the Financial Services Agency or Other Competent Official" in Article 173 is deemed to be replaced with "Commissioner of the Financial Services Agency".

2 第九十四条第一項の規定は、法第六十条の十四第二項において準用する法第六十条の六において準用する法第四十九条の三第一項に規定する財務計算に関する書類について、第九十四条第二項の規定は、法第六十条の十四第二項において準用する法第六十条の六において準用する法第四十九条の三第一項に規定する業務の概要を記載した書面について、それぞれ準用する。この場合において、第九十四条第一項及び第二項中「法第四十九条の三第一項」とあるのは「法第六十条の十四第二項において準用する法第六十条の六において準用する法第四十九条の三第一項」と、同項中「法第四十九条第一項において読み替えて適用する」とあるのは「法第六十条の十四第二項において準用する法第六十条の六において準用する」と読み替えるものとする。

(2) The provisions of Article 194, paragraph (1) apply mutatis mutandis to the documents relating to financial calculations specified in Article 49-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act, and the provisions of Article 194, paragraph (2) apply mutatis mutandis to a document stating the outline of the business provided in Article 49-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act. In this case, the term "Article 49-3, paragraph (1) of the Act" in Article 194, paragraphs (1) and (2) is deemed to be replaced with "Article 49-3, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 60-6 of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act", and the term "as applied pursuant to Article 49, paragraph (1) of the Act following the deemed replacement of terms" in those paragraphs is deemed to be replaced with "as applied mutatis mutandis



pursuant to Article 60-6 of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act".

(許可の取消し等の公告)

(Public Notice of Rescission of Permission)

第二百三十二条の十五 法第六十条の十四第二項において準用する法第六十条の八第三項の規定による公告は、官報により行うものとする。

Article 232-15 The public notice under Article 60-8, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act is to be made in an Official Gazette.

(電子店頭デリバティブ取引等業務に係る禁止行為)

(Prohibited Acts Relating to Electronic Over-the-Counter Derivatives Transactions Business)

第二百三十二条の十六 法第六十条の十四第二項において準用する法第六十条の十三において準用する法第三十八条第九号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 232-16 The acts to be specified by Cabinet Office Order as referred to in Article 38, item (ix) of the Act as applied mutatis mutandis pursuant to Article 60-13 of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act are as follows:

一 あらかじめ顧客の同意を得ずに、当該顧客の計算により特定店頭デリバティブ取引等をする行為

(i) an act to conduct the Specified Over-the-Counter Derivatives Transactions, etc. on the customer's account, without the customer's prior consent;

二 不特定かつ多数の顧客に対し、特定かつ少数の銘柄の特定店頭デリバティブ取引等を一定期間継続して一斉にかつ過度に勧誘する行為で、公正な価格の形成を損なうおそれがあるもの

(ii) an act of soliciting unspecified and many customers to make Specified Over-the-Counter Derivatives Transactions, etc. of a specified and small portion of the issues, simultaneously and in an excessively aggressive manner continuously over a certain period, which is likely to prejudice the formation of a fair price; and

三 顧客の取引に基づく価格、指標、数値又は対価の額の変動を利用して自己又は当該顧客以外の第三者の利益を図ることを目的として、不特定かつ多数の顧客に対し、特定店頭デリバティブ取引等を一定期間継続して一斉にかつ過度に勧誘する行為

(iii) an act of soliciting unspecified and many customers to make Specified Over-the-Counter Derivatives Transactions, etc. simultaneously and in an excessively aggressive manner continuously over a certain period, with a view to taking advantage of fluctuations in the prices, indicators, figures or the amount of the consideration based on a customer's transaction and

thereby to gain own profit or a profit of customer other than such customer.

(業務の運営の状況が公益に反し又は投資者の保護に支障を生ずるおそれがあるもの)

(Circumstances Where the State of the Operation of Business Is Likely to Go Against Public Interest or Compromise the Protection of Investors)

第二百三十二条の十七 法第六十条の十四第二項において準用する法第六十条の十三において準用する法第四十条第二号に規定する内閣府令で定める状況は、次に掲げる状況とする。

Article 232-17 The circumstances to be specified by Cabinet Office Order as referred to in Article 40, item (ii) of the Act as applied mutatis mutandis pursuant to Article 60-13 of the Act as applied mutatis mutandis pursuant to Article 60-14, paragraph (2) of the Act are as follows:

一 顧客の特定店頭デリバティブ取引等に関し、受渡状況その他の顧客に必要な情報を適切に通知していないと認められる状況

(i) where, in connection with the customer's Specified Over-the-Counter Derivatives Transactions, etc., it is found that the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator has not properly informed the customer of the information necessary for such customer, such as delivery status and other matters;

二 電子店頭デリバティブ取引等業務に係る電子情報処理組織の管理が十分でないと認められる状況

(ii) where the management of the electronic data processing system to be used for the Electronic Over-the-Counter Derivatives Transactions, etc. Business is found to be insufficient; and

三 電子店頭デリバティブ取引等許可業者が、電気通信回線に接続している電子計算機を利用してその業務を行う場合において、顧客が当該電子店頭デリバティブ取引等許可業者を他の者と誤認することを防止するための適切な措置を講じていないと認められる状況

(iii) where the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator carries out its businesses by the use of a computer connected via telecommunications line, and it is found that it has not taken the appropriate measures for preventing the customer from confusing the Authorized Electronic Over-the-Counter Derivatives Transactions, etc. Business Operator with another party.

#### 第五款 情報収集のための施設の設置

#### Subsection 5 Establishment of Institution for Collecting Information

第二百三十三条 法第六十二条第一項に規定する有価証券関連業と密接な関係を有する業を行う者で内閣府令で定めるものは、次に掲げる者とする。

Article 233 (1) Those whose businesses are closely related to a Securities-Related Business as specified by Cabinet Office Order as referred to in Article 62, paragraph (1) of the Act are as follows:

一 外国の法令に準拠し、外国において法第二条第八項第七号又は第十七号に掲げる行為を業として行う者

(i) a person that conducts an act specified in Article 2, paragraph (8), item (vii) or (xvii) of the Act in the course of trade in a foreign state, in accordance with the laws and regulations of such foreign state;

二 外国の法令に準拠し、外国において法第二条第八項第十六号に掲げる行為（その行う同項第一号から第十号までに掲げる行為（法第二十八条第八項各号に掲げる行為に該当するものを除く。）に関して、顧客から金銭の預託を受けることを除く。）を業として行う者

(ii) a person that conducts an act specified in Article 2, paragraph (8) item (xvi) of the Act (excluding the acceptance a money deposited by the customers, in connection with the acts listed in items (i) through (x) of that paragraph conducted by such person (excluding the acts which fall under the items of Article 28, paragraph (8) of the Act)) in the course of trade in a foreign state, in accordance with the laws and regulations of such foreign state; and

三 外国の法令に準拠し、外国において信託会社が営む業務と同種類の業務を営む者

(iii) a person that operates the same type of business as that operated by a trust company in a foreign state, in accordance with the laws and regulations of such foreign state.

2 法第六十二条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（外国証券業者が個人である場合には、第四号及び第五号に掲げる事項を除く。）とする。

(2) The matters to be specified by Cabinet Office Order as referred to in Article 62, paragraph (1) of the Act are as follows (in the case of a Foreign Securities Service Provider which is an individual, the matters specified in items (iv) and (v) are excluded):

一 商号、名称又は氏名

(i) the trade name or name;

二 本店又は主たる事務所の所在の場所

(ii) the location of its head office or principal office;

三 業務の内容

(iii) the contents of the business;

四 資本金の額又は出資の総額

(iv) the amount of the stated capital or the total amount of investment;

五 代表権を有する役員役職名及び氏名

(v) the title and name of the Officers having the authority of representation;

六 国内に設置しようとする施設に関する次に掲げる事項

(vi) the following matters related to facilities to be established in Japan:

イ 名称

- (a) its name;  
ロ 代表者の氏名及び国内の住所
- (b) the name and domicile in Japan of the representative person;  
ハ 設置しようとする理由
- (c) the reasons for establishment;  
ニ 従業員数
- (d) the number of employees; and  
ホ 設置予定年月日
- (e) the scheduled date of establishment.

#### 第六節 適格機関投資家等特例業務に関する特例

### Section 6 Special Rules on Specially-Permitted Business for Qualified Institutional Investors

(適格機関投資家等特例業務の相手方)

(Counterparties to Specially-Permitted Business for Qualified Institutional Investors)

第二百三十三条の二 令第十七条の十二第一項第六号に規定する前号に掲げる者と密接な関係を有する者として内閣府令で定める者は、次に掲げる者とする。

Article 233-2 (1) The persons specified by Cabinet Office Order as those having a close relationship with the person specified in the preceding item as referred to in Article 17-12, paragraph (1), item (vi) of the Order are as follows:

一 当該前号に掲げる者（以下この項並びに第二百三十四条の二第一項第二号及び第二項第二号において「ファンド資産運用等業者」という。）の役員又は使用人

(i) an Officer or employee of such person specified in the preceding item (such person is hereinafter referred to as a "Fund Assets Investment Manager" in this paragraph, Article 234-2, paragraph (1), item (ii), and paragraph (2), item (ii) of that Article);

二 当該ファンド資産運用等業者の親会社等若しくは子会社等又は当該親会社等の子会社等

(ii) a Parent Company, etc. or a Subsidiary Company, etc. of such Fund Assets Investment Manager, or a Subsidiary Company, etc. of such Parent Company, etc.;

三 当該ファンド資産運用等業者が行う一のファンド資産（適格機関投資家等特例業務に係る出資対象事業持分を有する者から出資又は拠出を受けた金銭その他の財産をいう。次号において同じ。）の運用に係る権限の全部又は一部の委託を受けた者

(iii) a person that has been entrusted with all or part of the authority pertaining to investment of certain fund assets (meaning money and other property that is invested or paid by a person that has Equity in Invested Business pertaining to Specially-Permitted Business for Qualified Institutional Investors, etc.; the same applies in the following item) made by

such Fund Assets Investment Manager;

四 当該ファンド資産運用等業者が一のファンド資産の運用として行うこととなる取引の対象となるもの（以下この号において「取引対象」という。）の価値等（取引対象の価値、オプションの対価の額又は取引対象に係る指標の動向をいう。以下この号において同じ。）若しくは価値等の分析に基づく投資判断（投資の対象となるものの種類、数及び価格並びに売買の別、方法及び時期についての判断又は行うべき取引の内容及び時期についての判断をいう。）に関し、口頭、文書（新聞、雑誌、書籍その他不特定多数の者に販売することを目的として発行されるもので、不特定多数の者により随時に購入可能なものを除く。）その他の方法により助言を行うことを約し、当該ファンド資産運用等業者がそれに対し報酬を支払うことを約する契約を当該ファンド資産運用等業者と締結している者又は当該投資判断に関し、当該方法により助言を行うことを約し、当該者がそれに対し報酬を支払うことを約する契約を当該者と締結している者

(iv) a person that has concluded a contract with such Fund Assets Investment Manager in which the person promises to provide such Fund Assets Investment Manager with oral, written (excluding newspapers, magazines, books, or any other written work that is issued for sale to many and unspecified persons and which many and unspecified persons can buy as needed), or any other form of advice about the Value, etc. of the subject of transactions conducted by such Fund Assets Investment Manager as investment of certain fund assets (such subject is hereinafter referred to as the "Transaction Asset" in this item) (such Value, etc. means the value of the Transaction Asset, the amount of the consideration for the options, or the trend of an indicator pertaining to the Transaction Asset; hereinafter the same applies in this item) or about investment decisions (meaning decisions on the type, quantity, and price of assets for investment, as well as whether the transaction is purchase and sale or the means and timing thereof, or decisions on the contents and timing of any transactions to be conducted) based on analysis of the Value, etc., and the Fund Assets Investment Manager promises to pay remuneration for this, or another person that has concluded a contract with such person in which the person promises to provide such person with such form of advice about such investment decisions, and such person promises to pay remuneration for this;

五 前三号に掲げる者の役員又は使用人

(v) an Officer or employee of any of the persons specified in the preceding three items; and

六 当該ファンド資産運用等業者（個人である者に限る。）並びに第一号及び前三号に掲げる者の親族（配偶者並びに三親等以内の血族及び姻族に限る。）

(vi) a relative (limited to the spouse and a relative by blood or affinity within the third degree of kinship) of such Fund Assets Investment Manager (limited to one that is an individual) or of any of the persons specified in item

(i) and the preceding three items.

2 令第十七条の十二第一項第十二号に規定する内閣府令で定める要件は、取引の状況その他の事情から合理的に判断して、その保有する資産（第六十二条第二号イからトまでに掲げるものに限る。次項第一号イ及び第二号並びに第四項第二号から第四号までにおいて同じ。）の合計額が百億円以上であると見込まれることとする。

(2) the requirement to be specified by Cabinet Office Order as referred to in Article 17-12, paragraph (1), item (xii) of the Order is to be expected to hold the total amount of assets (limited to the assets specified in Article 62, item (ii), (a) through (g)); the same applies in item (i), (a) and item (ii) of the following paragraph and paragraph (4), items (ii) through (iv)) in an amount not less than 10 billion yen, judging reasonably from the status of transactions and other circumstances.

3 令第十七条の十二第一項第十四号に規定する内閣府令で定める要件は、次の各号のいずれかに該当することとする。

(3) The requirement to be specified by Cabinet Office Order as referred to in Article 17-12, paragraph (1), item (xiv) of the Order is to fall under either of the following items:

一 次に掲げる全ての要件に該当する個人であること。

(i) the individual fulfills all of the following requirements:

イ 取引の状況その他の事情から合理的に判断して、その保有する資産の合計額が一億円以上であると見込まれること。

(a) judging reasonably from the status of the transactions or any other circumstances, the total amount of the assets held by the individual is likely to be 100 million yen or more; and

ロ 当該個人が金融商品取引業者等（外国の法令上これに相当する者を含む。）に有価証券の取引又はデリバティブ取引を行うための口座を開設した日から起算して一年を経過していること。

(b) one year has elapsed from the day when the individual opened an account with a Financial Instruments Business Operator, etc. (including a person that is treated as being equivalent thereto under the laws and regulations of a foreign state) for securities transactions or derivatives transactions;

二 業務執行組合員等（組合契約を締結して組合の業務の執行を委任された組合員、匿名組合契約を締結した営業者若しくは有限責任事業組合契約を締結して組合の重要な業務の執行の決定に関与し、かつ、当該業務を自ら執行する組合員又は外国の法令に基づくこれらに類する者をいう。以下この号及び次項第四号ロにおいて同じ。）であって、取引の状況その他の事情から合理的に判断して、当該組合契約、匿名組合契約若しくは有限責任事業組合契約又は外国の法令に基づくこれらに類する契約に係る出資対象事業により業務執行組合員等としてその保有する資産の合計額が一億円以上であると見込まれる個人であること（業務執行組合員等として取引を行う場合に限る。）。

(ii) the individual is an Operating Partner, etc. (meaning a partner that has

concluded a partnership contract and is designated for the execution of operations of the partnership, a proprietor of a business that has concluded a silent partnership agreement, or a partner that has concluded a limited liability partnership agreement and is involved in the decision-making on the execution of the important business of the partnership, and that also personally executes such business, or a person that is treated as being similar thereto under foreign laws and regulations; hereinafter the same applies in this item and item (iv), (b) of the following paragraph), and the total amount of assets held by such individual as an Operating Partner, etc. is likely to be 100 million yen or more for the invested business pertaining to the partnership contract, silent partnership agreement, or limited liability partnership agreement, or agreement similar thereto based on foreign laws and regulations, judging reasonably from the status of the transactions or any other circumstances (limited to cases when the individual transacts as an Operating Partner, etc.).

4 令第十七条の十二第一項第十五号に規定する内閣府令で定める者は、次の各号のいずれかに該当する者とする。

(4) The person to be specified by Cabinet Office Order as referred to in Article 17-12, paragraph (1), item (xv) of the Order is the person that falls under any of the following items:

一 その社員総会における議決権の総数の四分の一以上の数が国若しくは地方公共団体により保有されている公益社団法人又はその拠出をされた金額の四分の一以上の金額が国若しくは地方公共団体により拠出をされている公益財団法人であって、地域の振興又は産業の振興に関する事業を公益目的事業（公益社団法人及び公益財団法人の認定等に関する法律（平成十八年法律第四十九号）第二条第四号に規定する公益目的事業をいう。）とするもの

(i) a public interest incorporated association for which one-fourth or more of the total number of voting rights at its general meeting of members is held by the national or local government or a public interest incorporated foundation for which one-fourth or more of the amount of contribution is contributed by the national or local government, and which is engaged in the business of regional revitalization or industrial promotion as its business for public interest purposes (meaning a business for public interest purposes provided in Article 2, item (iv) of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation (Act No. 49 of 2006));

二 取引の状況その他の事情から合理的に判断して、その保有する資産の合計額が百億円以上であると見込まれる存続厚生年金基金（改正前厚生年金保険法第百三十六条の三第四項に規定する年金給付等積立金の管理及び運用の体制が整備され、かつ、平成二十五年厚生年金等改正法附則第五条第一項の規定によりなおその効力を有するものとされる改正前厚生年金保険法第七十六条第二項の規定による届出がされ

ているものに限る。)

(ii) a surviving employee's pension fund whose total amount of assets held is expected to be 10 billion yen or more, judging reasonably from the status of transactions and other circumstances (limited to the fund which has established a structure for the management and investment of pension benefit funds provided in Article 136-3, paragraph (4) of the Former Employees' Pension Insurance Act and which has made a notification under Article 176, paragraph (2) of the Former Employees' Pension Insurance Act which remains in force pursuant to Article 5, paragraph (1) of the Supplementary Provisions to the 2013 Employees' Pension, etc. Revision Act);

三 外国の法令上企業年金基金又は前号に掲げる者に相当する者であつて、取引の状況その他の事情から合理的に判断して、その保有する資産の合計額が百億円以上であると見込まれる者

(iii) a person that is equivalent to a corporate pension fund or to a person specified in the preceding item under the laws and regulations of a foreign state, and, judging reasonably from the status of the transactions or any other circumstances, that is expected have a total amount of assets of 10 billion yen or more; and

四 次に掲げる要件のいずれかに該当する法人

(iv) a corporation which satisfies any of the following requirements:

イ 取引の状況その他の事情から合理的に判断して、当該法人が保有する資産の合計額が一億円以上であると見込まれること。

(a) judging reasonably from the status of the transactions or any other circumstances, the total amount of the assets held by the corporation is likely to be 100 million yen or more; and

ロ 当該法人が業務執行組合員等であつて、取引の状況その他の事情から合理的に判断して、組合契約、匿名組合契約若しくは有限責任事業組合契約又は外国の法令に基づくこれらに類する契約に係る出資対象事業により業務執行組合員等として当該法人が保有する資産の合計額が一億円以上であると見込まれること（業務執行組合員等として取引を行う場合に限る。）。

(b) the corporation is an Operating Partner, etc., and the total amount of assets held by such corporation as an Operating Partner, etc. is likely to be 100 million yen or more for the Invested Business pertaining to the partnership contract, silent partnership agreement, or limited liability partnership agreement, or agreement similar thereto based on foreign laws and regulations, judging reasonably from the status of the transactions or any other circumstances (limited to cases when the individual transacts as an Operating Partner, etc.);

五 次に掲げる者の子会社等又は関連会社等（令第十五条の十六第四項に規定する関連会社等をいう。次条第十一号及び第十二号において同じ。）



(v) a Subsidiary Company, etc. or Affiliated Company, etc. of the following persons (meaning an Affiliated Company, etc.; the same applies in items (xi) and (xii) of the following Article);

イ 金融商品取引業者等である法人

(a) a corporation which is a Financial Instruments Business Operator, etc.;

ロ 金融商品取引所に上場されている株券の発行者である会社

(b) a company which is an issuer of share certificates listed on a financial instruments and exchange;

ハ 資本金の額が五千万円以上である法人

(c) a corporation whose amount of stated capital is 50 million yen or more; and

ニ 純資産の額（貸借対照表上の資産の額から負債の額を控除して得た額をいう。次条第二号において同じ。）が五千万円以上である法人

(d) a corporation whose amount of net assets (meaning an amount of the assets reported on a balance sheet, deducting the amount of liabilities; the same applies in item (ii) of the following Article) is 50 million yen or more;

六 取引の状況その他の事情から合理的に判断して、一の日において、次のイに掲げる金額に対するロ及びハに掲げる金額の合計額の割合が百分の七十以上であると見込まれる会社であって、代表者（令第十七条の十二第一項第十四号に掲げる者に該当する者に限る。以下この条において同じ。）のためにその資産を保有し、又は運用するもの

(vi) a company for which, judging reasonably from the status of transactions and other circumstances, the proportion of the total of the amount specified in (b) and (c) to the amount specified in the following (a) in a day is expected to be 70 percent or more, and which holds or invests its assets for its representative (limited to a person that falls under the person specified in Article 17-12, paragraph (1), item (xiv) of the Order; hereinafter the same applies in this Article):

イ 当該一の日における当該会社の資産の帳簿価額の総額

(a) the aggregate book value of the assets of the company as of the relevant day;

ロ 当該一の日における次に掲げる資産（第八号において「特定資産」という。）の帳簿価額の合計額

(b) the total book value of the following assets (referred to as "Specified Asset" in item (viii)) as of the relevant day:

(1) 有価証券であって、当該会社の特別子会社の株式又は持分以外のもの

1. Securities which are not shares or equities of the Special Subsidiary Company of the company;

(2) 当該会社が現に自ら使用していない不動産（不動産の一部につき現に自ら使用していない場合は、当該一部分に限る。）

2. real properties not currently used by the company by itself (if the

company is not currently using a part of the real properties, limited to the relevant part);

(3) ゴルフ場その他の施設の利用に関する権利（当該会社の事業の用に供することを目的として有するものを除く。）

3. rights relating to the use of golf courses or other facilities (excluding the rights held for the use for the business of the company);

(4) 絵画、彫刻、工芸品その他の有形の文化的所産である動産、貴金属及び宝石（当該会社の事業の用に供することを目的として有するものを除く。）

4. paintings, sculptures, crafts and other movables which are tangible cultural outcome, precious metal and jewelry (excluding the rights held for the use for the business of the company); and

(5) 現金及び国内の金融機関に対する預貯金その他これらに類する資産

5. cash and deposits with domestic financial institutions and any other assets similar thereto;

ハ 当該一の日以前の五年間において、当該会社の代表者及び当該代表者に係る同族関係者に対して支払われた剰余金の配当等（株式又は持分に係る剰余金の配当又は利益の配当をいう。）及び給与（債務の免除による利益その他の経済的な利益を含む。）のうち法人税法（昭和四十年法律第三十四号）第三十四条及び第三十六条の規定により当該会社の各事業年度の所得の金額の計算上損金の額に算入されないこととなるものの金額

(c) the amount of the dividend of surplus, etc. (meaning a dividend or surplus or profits pertaining to shares or equities) and salary (including the benefit of release of debts and other economic benefits) paid to the representative of the company or the Connected Parties of the representative in five years before the relevant day, which are not included in the deductions for the purpose of calculation of the income for each business year of the company pursuant to Articles 34 and 36 of the Corporation Tax Act (Act No. 34 of 1965);

七 外国出資対象事業持分の発行者（当該権利を有する者が適格機関投資家、出資対象事業持分の発行者、令第十七条の十二第一項第一号から第十四号までに掲げる者又は前各号若しくは次号に掲げる者である場合に限る。）

(vii) an issuer of the Equity in Foreign Invested Business (limited to cases when the holder of the right is a Qualified Institutional Investor, an issuer of Equity in Invested Business, persons specified in Article 17-12, paragraph (1), items (i) through (xiv) of the Order or a person specified in the preceding items and the following item); and

八 取引の状況その他の事情から合理的に判断して、一の事業年度における総収入金額に占める特定資産の運用収入の合計額の割合が百分の七十五以上であると見込まれる会社であって前各号に掲げる者のためにその資産を保有し、又は運用するもの

(viii) a company for which, judging reasonably from the status of transactions and other circumstances, the proportion of the total amount of investment

income from the Specified Assets to the gross income for a single business year is expected to be 75 percent or more, and which holds or invests its assets for the persons specified in the preceding items.

5 前項第六号ロ（１）の「特別子会社」とは、会社並びにその代表者及び当該代表者に係る同族関係者が他の会社（外国会社を含む。）の総株主等の議決権の百分の五十を超える議決権を有する場合における当該他の会社のうち、次に掲げる要件のいずれにも該当しないものをいう。

(5) The term "Special Subsidiary Company" in paragraph (4), item (vi), (b), 1. means the other company in cases when the company and the representative and the Connected Parties of the representative hold voting rights exceeding 50 percent of the voting rights held by All Shareholders, etc. of the other company, in which case the other company falls under neither of the following conditions:

一 取引の状況その他の事情から合理的に判断して、資産の帳簿価額の総額に対する有価証券（当該他の会社並びにその代表者及び当該代表者に係る同族関係者が他の会社（外国会社を含む。）の総株主等の議決権の百分の五十を超える議決権を有する場合における当該他の会社の株式又は持分を除く。）及び前項第六号ロ（２）から（５）までに掲げる資産（次号において「特別特定資産」という。）の帳簿価額の合計額の割合が百分の七十以上であると見込まれること。

(i) that the proportion of the total book value of the Securities (excluding the shares or equities in the other company in cases when the company and the representative and the Connected Parties of the representative hold voting rights exceeding 50 percent of the voting rights held by All Shareholders, etc. of the other company (including a foreign company)) and the assets specified in paragraph (4), item (vi), (b), 2. through 5. (referred to as "Special Specific Asset" in the following item) to the aggregate book value of the assets is expected to be 70 percent or more, judging reasonably from the status of transactions and other circumstances:

二 取引の状況その他の事情から合理的に判断して、当該一の日属する事業年度の直前の事業年度における総収入金額に占める特別特定資産の運用収入の合計額の割合が百分の七十五以上であると見込まれること。

(ii) that, judging reasonably from the status of transactions and other circumstances, the proportion of the total amount of investment income from the Special Specified Assets to the gross income for the business year immediately preceding the business year in which the relevant day falls is expected to be 75 percent or more.

6 第四項第六号ハ及び前項の「同族関係者」とは、当該会社の代表者（代表者であった者を含む。以下この項において同じ。）の関係者のうち次に掲げるものをいう。

(6) The term "Connected Party" in paragraph (4), item (vi), (c) and the preceding paragraph means a related party of the representative of the Company (including a person that was formerly a representative of the company);

hereinafter the same applies in this paragraph):

一 当該代表者の親族

(i) a relative of the representative;

二 当該代表者と婚姻の届出をしていないが事実上婚姻関係と同様の事情にある者

(ii) a person that has not submitted a notification of marriage with the representative but is in a situation similar to a de-facto marriage relationship with the representative;

三 当該代表者の使用人

(iii) an Officer of the representative;

四 前三号に掲げる者以外の者で当該代表者から受ける金銭その他の資産によって生計を維持しているもの

(iv) a person other than the persons specified in the preceding three items that makes a living by receiving money or any other assets from the representative;

五 前三号に掲げる者と生計を一にするこれらの者の親族

(v) a relative of these persons that shares livelihood with the persons specified in the preceding three items; and

六 次に掲げる会社

(vi) a company specified in the following:

イ 代表者等（当該代表者及び当該代表者に係る前各号に掲げる者をいう。ロ及びハにおいて同じ。）が会社の総株主等の議決権の百分の五十を超える議決権を有する場合における当該会社

(a) a company of which voting rights exceeding 50 percent of the voting rights held by All Shareholders, etc. of the company are held by a Representative, etc. (meaning the representative and the persons related to the representative specified in the preceding items; the same applies in (b) and (c));

ロ 代表者等及びこれとイの関係がある会社が他の会社の総株主等の議決権の百分の五十を超える議決権を有する場合における当該他の会社

(b) the other company, in cases when a Representative, etc. or a company in relationship under (a) with the Representative, etc. has voting rights exceeding 50 percent of the voting rights held by All Shareholders, etc. of the other company; and

ハ 代表者等及びこれとイ又はロの関係がある会社が他の会社の総株主等の議決権の百分の五十を超える議決権を有する場合における当該他の会社

(c) the other company, in cases when a Representative, etc. or a company in relationship under (a) or (b) with the Representative, etc. has voting rights exceeding 50 percent of the voting rights held by All Shareholders, etc. of the other company.

(投資に関する事項について知識及び経験を有する者)

(Person Having Knowledge of and Experience in Matters Concerning Investment)

第二百三十三条の三 令第十七条の十二第二項に規定する内閣府令で定めるものは、その取得する出資対象事業持分に係る私募又は私募の取扱いの相手方となる時点において、次の各号のいずれかに該当する者とする。

Article 233-3 The person specified by Cabinet Office Order as referred to in Article 17-12, paragraph (2) of the Order is a person that falls under any of the following items at the time when the person becomes the counterparty to the private placement or handling of private placement pertaining to the Equity in Invested Business the person acquires:

一 金融商品取引所に上場されている株券の発行者である会社の役員

(i) an Officer of a company which is an issuer of share certificates listed on a financial instruments and exchange;

二 資本金の額又は純資産の額が五千万円以上である法人であって法第二十四条第一項の規定により有価証券報告書（同項に規定する有価証券報告書をいう。第九号において同じ。）を提出しているものの役員

(ii) an Officer of a corporation with an amount of stated capital or amount of net assets of 50 million yen or more, which has submitted an Annual Securities Report (meaning an Annual Securities Report provided in that paragraph; the same applies in item (ix)) pursuant to Article 24, paragraph (1) of the Act;

三 前条第四項第四号ロに掲げる要件に該当する法人の役員

(iii) an Officer of a corporation which falls under the requirements specified in Article 233-2, paragraph (4), item (iv), (b);

四 当該私募又は私募の取扱いの相手方となる日前五年以内に前三号に掲げる要件のいずれかに該当していた者

(iv) a person that fell under any of the requirements specified in the preceding three items within five years before the day when the person became the counterparty to the private placement or handling of private placement;

五 当該私募又は私募の取扱いの相手方となる日前五年以内に、前号又はこの号に該当する者として、当該出資対象事業持分と同一の発行者が発行する出資対象事業持分を取得した者

(v) a person that acquired an Equity in Invested Business issued by the same issuer as the Equity in Invested Business as a person that falls under the preceding item or this item, within five years before the day when the person became the counterparty to the private placement or handling of private placement;

六 当該私募又は私募の取扱いの相手方となる日前五年以内に前条第四項第四号ロに掲げる要件に該当する法人であった者

(vi) a person that was a corporation satisfying the requirement specified in Article 233-2, paragraph (4), item (iv), (b) within five years before the day

when the person became the counterparty to the private placement or handling of private placement;

七 次に掲げる業務のいずれかに、会社の役員若しくは従業者（特に専門的な能力であって当該業務の継続の上で欠くことができないものを発揮して当該業務に従事した者に限る。）又は会社との間で当該業務の助言を行うことを約し、当該会社がそれに対し報酬を支払うことを約する契約を締結した者として従事したと認められる期間が通算一年以上であって、当該業務に最後に従事した日から当該私募又は私募の取扱いの相手方となる日までの期間が五年以内である者

(vii) a person that is found to have engaged in any of the following businesses for a period of one year or more in total as an Officer or employee of a company (limited to a person that had engaged in the business using the highly specialized ability that is indispensable to the continuation of the business) or as a person that had concluded a contract with a company in which the person promised to provide the company with advice about the relevant business, and the company promised to pay remuneration for this, if the period from the last day on which the person engaged in such business to the day on which the person becomes the counterparty to such private placement or handling of private placement is five years or less:

イ 会社の設立、募集株式若しくは募集新株予約権を引き受ける者の募集又は新事業活動（会社が現に行っている事業と異なる種類の事業であって、新商品の開発又は生産、新役務の開発又は提供、商品の新たな生産又は販売の方式の導入、役務の新たな提供の方式の導入その他の新たな事業活動をいう。）の実施に関する業務

(a) business concerning implementation of incorporation of a company, solicitation of persons to subscribe for shares for subscription or share options for subscription, or new business activity (meaning a different type of business from those currently implemented by the company, which is a newly implemented business activity such as development or production of a new product, development or the provision of a new service, introduction of a new means of producing or selling a product, or introduction of a new means of providing a service);

ロ 合併、会社の分割、株式交換、株式移転、事業の譲受け若しくは譲渡又は他の会社の株式若しくは持分の取得に関する業務

(b) business relating to merger, company split, share exchange, share transfer, acquisition or transfer of business or acquisition of share or equity in other companies;

ハ 発行株式の金融商品取引所への上場に関する業務

(c) business relating to listing of issued shares on a Financial Instruments Exchange;

ニ 会社の経営戦略の作成、貸借対照表若しくは損益計算書の作成又は株主総会若しくは取締役会の運営に関する業務

- (d) business relating to the preparation of the company's management strategies, preparation of a balance sheet or profit and loss statement or management of shareholders meeting or board of directors;
- 八 当該私募又は私募の取扱いの相手方となる日前五年以内に提出された有価証券届出書（金融商品取引所に発行株式を上場しようとする会社が提出するものに限る。）において、株式の所有数の上位五十位までの株主として記載されている者
- (viii) a person listed as one of the first- to fiftieth-ranked shareholders based on the descending order of the numbers of shares held in a Securities Registration Statement (limited to a report submitted by a company intending to list its issued shares on a Financial Instruments Exchange) submitted within five years before the day when the person became the counterparty to the private placement or handling of private placement;
- 九 当該私募又は私募の取扱いの相手方となる日前五年以内に提出された有価証券届出書（前号に規定するものを除く。）又は有価証券報告書において、株式の所有数の上位十位までの株主として記載されている者
- (ix) a person listed as one of the first- to tenth-ranked shareholders based on the descending order of the numbers of shares held in a Securities Registration Statement (excluding a statement provided in the preceding item) or Annual Securities Report submitted within five years before the day when the person became the counterparty to the private placement or handling of private placement;
- 十 認定経営革新等支援機関（中小企業の新たな事業活動の促進に関する法律（平成十一年法律第十八号）第十七条第二項に規定する認定経営革新等支援機関をいう。）
- (x) a Certified Business Innovation Assisting Organization (meaning a Certified Business Innovation Assisting Organization provided in Article 17, paragraph (2) of the Act on Facilitating New Business Activities of Small and Medium-Sized Enterprises (Act No. 18 of 1999));
- 十一 前各号（第六号を除く。）のいずれかに該当する個人に係る次のいずれかに該当する会社、組合その他これらに準ずる事業体（外国におけるこれらに相当するものを含む。以下この号及び次号において「会社等」という。）
- (xi) a company, partnership or other business entity similar thereto which falls under any of the following (including entities equivalent thereto in a foreign state; hereinafter referred to as "Company, etc." in this item and the following item) which pertains to an individual who falls under any of the preceding items (excluding item (vi)):
- イ 当該個人が総株主等の議決権の百分の五十を超える議決権を保有する会社等（当該会社等の子会社等及び関連会社等を含む。）
- (a) a Company, etc. for which the individual holds voting rights exceeding 50 percent of the voting rights held by All Shareholders, etc. (including Subsidiary Companies, etc. and Affiliated Company, etc. of the Company,

etc.);

ロ 当該個人が総株主等の議決権の百分の二十以上百分の五十以下の議決権を保有する会社等

(b) a Company, etc. for which the individual holds voting rights not less than 20 percent but not exceeding 50 percent of the voting rights held by All Shareholders, etc.; and

十二 第一号から第十号までのいずれかに該当する会社等の子会社等又は関連会社等  
(xii) a Subsidiary Company, etc. or Affiliated Company, etc. of the Company, etc. which falls under any of items (i) through (x).

(投資に関する事項について知識及び経験を有する者を相手方として適格機関投資家等特例業務を行うための要件)

(Requirements for Specially-Permitted Business for Qualified Institutional Investors for Persons with Knowledge and Experience in Matters Relating to Investment)

第二百三十三条の四 令第十七条の十二第二項第一号イに規定する内閣府令で定める額は、現金及び預貯金の合計額とする。

Article 233-4 (1) The amount to be specified by Cabinet Office Order as referred to in Article 17-12, paragraph (2), item (i), (a) of the Order is the sum of cash and deposits.

2 令第十七条の十二第二項第一号イに規定する内閣府令で定める有価証券は、次に掲げるものとする。

(2) The Securities to be specified by Cabinet Office Order as referred to in Article 17-12, paragraph (2), item (i), (a) of the Order are as follows:

一 株券、新株予約権証券及び新株予約権付社債券

(i) share certificates, share option certificates and bonds with share options;  
and

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) instruments or certificates issued by a foreign entity which have the nature of the Securities specified in the preceding item.

3 令第十七条の十二第二項第一号イに規定する内閣府令で定めるものは、有価証券に対する投資を行った時点において次の各号に掲げる者が当該各号に定めるものを発行している場合における当該有価証券とする。

(3) The Securities to be specified by Cabinet Office Order as referred to in Article 17-12, paragraph (2), item (i), (a) of the Order are the Securities specified in the following items issued by any of the persons set forth therein at the time of the investment in the Securities:

一 当該有価証券の発行者 次に掲げる有価証券で金融商品取引所若しくは外国金融商品市場に上場されているもの又は店頭売買有価証券登録原簿（法第六十七条の十一第一項の店頭売買有価証券登録原簿をいう。以下この項において同じ。）に登録されているもの



- (i) Issuer of the Securities: the following Securities which are listed on a Financial Instruments Exchange or Foreign Financial Instruments Exchange Market or which are registered in a registry of over-the-counter traded securities (meaning the registry of over-the-counter traded securities under Article 67-11, paragraph (1) of the Act; hereinafter the same applies in this paragraph):
- イ 株券、新株予約権証券及び新株予約権付社債券
  - (a) share certificates, share option certificates and bonds with share options;
  - ロ 外国の者の発行する証券又は証書でイに掲げる有価証券の性質を有するもの
  - (b) instruments or certificates issued by a foreign entity which have the nature of the Securities specified in (a);
- 二 当該有価証券の発行者（会社法第二条第六号に規定する大会社であるものに限る。）の親会社等 前号イ又はロに掲げる有価証券で金融商品取引所若しくは外国金融商品市場に上場されているもの又は店頭売買有価証券登録原簿に登録されているもの
- (ii) a Parent Company, etc. of the issuer of the Securities (limited to a large company provided in Article 2, item (vi) of the Companies Act): the Securities specified in (a) or (b) of the preceding item which are listed on a Financial Instruments Exchange or Foreign Financial Instruments Exchange Market or which are registered in a registry of over-the-counter traded securities; and
- 三 当該有価証券の発行者の子会社等 第一号イ又はロに掲げる有価証券で金融商品取引所若しくは外国金融商品市場に上場されているもの又は店頭売買有価証券登録原簿に登録されているもの
- (iii) a Subsidiary Company, etc. of the issuer of the Securities: the Securities specified in item (i), (a) or (b) which are listed on a Financial Instruments Exchange or Foreign Financial Instruments Exchange Market or which are registered in a registry of over-the-counter traded securities.
- 4 令第十七条の十二第二項第一号ロに規定する内閣府令で定める場合は、次の各号のいずれかに該当する資金の借入れ又は債務の保証を行う場合であって、当該借入れの額と保証債務の額との合計額が、出資者（同号に規定する出資者をいう。第二百三十九条の二第一項において同じ。）が出資又は拠出をした金銭その他の財産の価額の百分の十五を超えない場合とする。
- (4) The cases to be specified by Cabinet Office Order as referred to in Article 17-12, paragraph (2), item (i), (b) of the Order are borrowing of funds or guarantee of obligations which falls under any of the following items, wherein the total amount of the borrowing and guarantee obligation does not exceed 15 percent of the value of money or other properties invested or paid by the investor (meaning the investor provided in that item; the same applies in Article 239-2, paragraph (1)):
- 一 弁済期限（弁済期限の延長があった場合は、当該延長された期間を含む。）が百

二十日を超えない資金の借入れ

(i) borrowing of funds for which the period before the due date is 120 days or shorter (in cases when the period is extended, including the extension period);

二 保証期間（保証期間の延長があった場合は、当該延長された期間を含む。）が百二十日を超えない債務の保証

(ii) guarantee of obligations for which the guarantee period is 120 days or shorter (in cases when the guarantee period is extended, including the extension period); and

三 出資対象事業に係る第二項各号に掲げる有価証券（投資を行った時点において金融商品取引所に上場されているもの又は前項に規定するものを除く。）の発行者の債務の保証（当該保証債務の額が当該有価証券の額を超えないものに限る。）

(iii) guarantee of obligations (limited to the guarantee for which the amount of guarantee obligation does not exceed the amount of the Securities) of an issuer of the Securities specified in the items of paragraph (2) which pertain to the Invested Business (excluding those listed on a Financial Instruments Exchange or those provided in the preceding paragraph).

（同種の新規発行権利）

(Newly-Issued Rights of the Same Type)

第二百三十四条 令第十七条の十二第四項第二号ロに規定する当該権利と同一種類のものとして内閣府令で定める他の権利は、有価証券としての当該権利と発行者及び出資対象事業が同一である有価証券としての権利とする。

Article 234 The other rights to be specified by Cabinet Office Order as being the same type of rights as the respective rights as referred to in Article 17-12, paragraph (4), item (ii), (b) of the Order are the rights as Securities whose Issuer and Invested Business are identical to such rights as Securities.

（投資者の保護に支障を生ずるおそれがあるもの）

(Cases When the State of the Operation of Business Is Likely to Compromise the Protection of Investors)

第二百三十四条の二 法第六十三条第一項第一号に規定する投資者の保護に支障を生ずるおそれがあるものとして内閣府令で定めるものは、出資対象事業持分に係る私募のうち、次の各号に掲げる要件のいずれかに該当するものとする。

Article 234-2 (1) The case to be specified by Cabinet Office Order as the case which may compromise the protection of investors as referred to in Article 63, paragraph (1), item (i) of the Act is a private placement of Equity in Invested Business which falls under any of the conditions specified in the following items:

一 当該権利を有することとなる適格機関投資家の全てが投資事業有限責任組合（投資事業有限責任組合契約に関する法律第二条第二項に規定する投資事業有限責任組

合をいい、取引の状況その他の事情から合理的に判断して、投資事業有限責任組合契約に基づき当該投資事業有限責任組合契約の相手方のために運用を行う金銭その他の財産の総額から借入金の額を控除した金額が五億円以上であると見込まれるものを除く。次項第一号において同じ。) であること。

(i) that all Qualified Institutional Investors to hold the right are Investment Limited Partnerships (meaning an Investment Limited Partnership provided in Article 2, paragraph (2) of the Limited Partnership Act for Investment, and excluding those for which the aggregate amount of money or other properties invested for counterparties to Limited Partnership Agreements for Investment under that agreements after deducting the amount of debts is expected to be 500 million yen or more, judging reasonably from the status of transactions and other circumstances; the same applies in item (i) of the following paragraph);

二 当該権利を有することとなる者が出資又は拠出をする金銭その他の財産の総額に占める当該権利に対して次に掲げる者（適格機関投資家、令第十七条の十二第一項各号（第六号を除く。）のいずれかに該当する者並びにファンド資産運用等業者の役員、使用人及び親会社等を除く。）が出資又は拠出をする金銭その他の財産の総額の割合が二分の一以上であること。

(ii) that the ratio of the aggregate amount of money or other properties invested or paid by the following persons (excluding Qualified Institutional Investors, a person that falls under any of the items of Article 17-12, paragraph (1) of the Order (excluding item (vi)), and the Officers, employees and Parent Companies, etc. of the Fund Assets Investment Manager) for the rights to the aggregate amount of money or other properties invested or paid by the persons to hold the rights is 50 percent or more:

イ 第二百三十三条の二第一項第二号から第六号までに掲げる者

(a) a person specified in Article 233-2, paragraph (1), items (ii) through (vi);  
and

ロ 第二百三十三条の三各号に掲げる者

(b) a person specified in the items of Article 233-3.

2 法第六十三条第一項第二号に規定する投資者の保護に支障を生ずるおそれがあるものとして内閣府令で定めるものは、出資対象事業持分に係る当該権利を有する者が出資又は拠出をする金銭その他の財産の運用を行う法第二条第八項第十五号に掲げる行為のうち、次の各号に掲げる要件のいずれかに該当するものとする。

(2) The case to be specified by Cabinet Office Order as the case which may compromise the protection of investors as referred to in Article 63, paragraph (1), item (ii) of the Act is the act specified in Article 2, paragraph (8), item (xv) of the Act relating to the investment of money or other properties invested or paid by the person that holds the right pertaining to the Equity in Invested Business, which falls under any of the conditions specified in the following items:

一 当該権利を有する適格機関投資家の全てが投資事業有限責任組合であること。

(i) in cases when all of the Qualified Institutional Investors which are the holders of the Equity are Investment Limited Partnerships;

二 当該権利を有する者が出資又は拠出をする金銭その他の財産の総額に占める当該権利に対して次に掲げる者（適格機関投資家、令第十七条の十二第一項各号（第六号を除く。）のいずれかに該当する者並びにファンド資産運用等業者の役員、使用人及び親会社等を除く。）が出資又は拠出をする金銭その他の財産の総額の割合が二分の一以上であること。

(ii) that the ratio of the aggregate amount of money or other properties invested or paid by the following persons (excluding Qualified Institutional Investors, a person that falls under any of the items of Article 17-12, paragraph (1) of the Order (excluding item (vi)), and the Officers, employees and Parent Companies, etc. of the Fund Assets Investment Manager) for the rights to the aggregate amount of money or other properties invested or paid by the persons to become holders of the rights is 50 percent or more:

イ 第二百三十三条の二第一項第二号から第六号までに掲げる者

(a) a person specified in Article 233-2, paragraph (1), items (ii) through (vi);  
and

ロ 第二百三十三条の三各号に掲げる者

(b) a person specified in the items of Article 233-3.

（適格機関投資家等から除かれる者）

（Persons Excluded from Definition of Qualified Institutional Investor）

第二百三十五条 法第六十三条第一項第一号ハに規定する内閣府令で定める者は、次に掲げる者とする。

Article 235 The persons to be specified by Cabinet Office Order as referred to in Article 63, paragraph (1), item (i) of the Act are as follows:

一 その発行する法第二条第一項第五号、第九号若しくは第十五号に掲げる有価証券若しくは同項第十七号に掲げる有価証券（同項第五号、第九号又は第十五号に掲げる有価証券の性質を有するものに限る。）に表示される権利又は同条第二項第三号若しくは第四号に掲げる権利（その取得の対価の額を超えて財産の給付を受けることがないことを内容とする権利を除く。）を適格機関投資家以外の者が取得している特別目的会社

(i) a Special Purpose Company, in cases when any person other than a Qualified Institutional Investor has acquired the rights indicated on the Securities specified in Article 2, paragraph (1), item (v), (ix) or (xv) of the Act or on the Securities specified in item (xvii) of that paragraph (limited to those having the nature of the Securities specified in items (v), (ix) or (xv) of that paragraph) issued by such Specified Purpose Company, or has acquired the rights specified in paragraph (2), item (iii) or (iv) of that Article in regard to such Special Purpose Company (excluding the rights wherein no property

in excess of the amount of the consideration for the acquisition thereof is to be delivered);

二 法第二条第二項第五号又は第六号に掲げる権利に対する投資事業に係る契約その他の法律行為（当該契約その他の法律行為に基づく権利が同項第五号又は第六号に掲げる権利に該当するものに限る。）で適格機関投資家以外の者を相手方とするもの（次に掲げるものを除く。）に基づき当該相手方から出資又は拠出を受けた金銭その他の財産を充てて当該投資事業を行い、又は行おうとする者

(ii) a person that, in accordance with a contract or other juridical act pertaining to the investment for the right specified in Article 2, paragraph (2), item (v) or (vi) of the Act (limited to cases when the right under such contract or other juridical act falls under the category of the right specified in item (v) or (vi) of that paragraph) concluded with any person other than a Qualified Institutional Investor (excluding those specified in the following), makes or intends to make such investment by using the money or other properties invested or contributed by such other party:

イ 次に掲げる数の合計数が四十九以下である場合における当該投資事業に係る投資事業有限責任組合契約及び有限責任事業組合契約（これらに類する外国の法令に基づく契約を含む。（２）において同じ。）

(a) Limited Partnership Agreement for Investment and Limited Liability Partnership Agreement pertaining to the investment (including a contract concluded under the laws and regulations of a foreign state similar thereto; the same applies in 2.), in cases when the total of the numbers listed in the following is 49 or less:

（１） 当該投資事業として出資又は拠出された金銭その他の財産を充てて行う出資対象事業に係る契約その他の法律行為に基づく権利を有する適格機関投資家以外の者（当該投資事業を行い、又は行おうとする者を除く。）の数

1. the number of the persons other than Qualified Institutional Investors that are entitled to the rights under contracts or other juridical acts pertaining to the investment, to which money or other properties invested or contributed as the investment is to be appropriated (excluding a person that makes or intends to make such investment); and

（２） 当該投資事業に係る投資事業有限責任組合契約又は有限責任事業組合契約（当該投資事業を行い、又は行おうとする者が金融商品取引業者等（投資運用業を行う者に限る。）であるものを除く。）に基づく権利を有する適格機関投資家以外の者の数

2. the number of the persons other than Qualified Institutional Investors that are entitled to the rights under Limited Partnership Agreements for Investment or Limited Liability Partnership Agreements pertaining to the investment (excluding cases when the person that makes or intends to make the investment is a Financial Instruments Business

Operator, etc. (limited to an operator engaged in an Investment Management Business));

ロ 当該投資事業を行い、又は行おうとする者と当該投資事業として出資又は拠出をされた金銭その他の財産を充てて出資対象事業を行い、又は行おうとする者が同一であり、かつ、次に掲げる数の合計が四十九以下である場合における当該投資事業に係る契約その他の法律行為

(b) a contract or another juridical act pertaining to the investment, in cases when a person that makes or intends to make the investment and a person that makes or intends to carry out the Invested Business using money or other properties invested or contributed as the investment are the same, and if the total of the numbers listed in the following is 49 or less:

(1) 当該出資対象事業に係る契約その他の法律行為に基づく権利を有する適格機関投資家以外の者（当該投資事業を行い、又は行おうとする者を除く。）の数

1. the number of the persons other than Qualified Institutional Investors that are entitled the rights under the contract or other juridical act pertaining to the Invested Business (excluding a person that makes or intends to make such investment); and

(2) 当該投資事業に係る契約その他の法律行為に基づく権利を有する適格機関投資家以外の者の数

2. the number of persons other than Qualified Institutional Investors that are entitled to the rights under the contracts or other juridical acts pertaining to the investment.

(適格機関投資家等特例業務に係る届出)

(Notification of Specially-Permitted Business for Qualified Institutional Investors)

第二百三十六条 法第六十三条第二項の規定により届出を行う者は、別紙様式第二十号により作成した適格機関投資家等特例業務に関する届出書に、当該届出書の写しを添付して、特例業務届出管轄財務局長等（当該届出を行う者の本店等の所在地を管轄する財務局長（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つては福岡財務支局長、国内に営業所又は事務所を有しない場合にあつては関東財務局長）をいう。第二百三十八条の四第一項、第二百三十九条第一項及び第三百四十八条第三項において同じ。）に提出しなければならない。

Article 236 (1) A person that intends to file a notification under Article 63, paragraph (2) of the Act must submit a written notification on Specially-Permitted Business for Qualified Institutional Investors, etc. prepared in accordance with Appended Form No. 20, attaching a copy thereof, to a Competent Director-General of Local Finance Bureau, etc. for Specially-Permitted Business (meaning a Director-General of a Local Finance Bureau with jurisdiction over the location of the notifying person's Head Office, etc. (in

cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when the person has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau); the same applies in Article 238-4, paragraph (1), Article 239, paragraph (1) and Article 348, paragraph (3)).

2 前項の届出書は、別紙様式第二十号に準じて英語で作成することができる。

(2) The written notification set forth in the preceding paragraph may be prepared in English, in the same manner as Appended Form No. 20.

(特例業務届出者の使用人)

(Employees of Person Notifying of Specially-Permitted Business)

第二百三十七条 令第十七条の十三第一号に規定する内閣府令で定める者は、部長、次長、課長その他いかなる名称を有する者であるかを問わず、同号に規定する業務を統括する者の権限を代行し得る地位にある者とする。

Article 237 (1) The person to be specified by Cabinet Office Order as referred to in Article 17-13, item (i) of the Order is a person that holds a position whereby the person may exercise authority on behalf of a person that supervises the business operation as prescribed in that item, such as a general manager, vice-chief, section manager or any other person irrespective of the job title.

2 令第十七条の十三第二号に規定する内閣府令で定める者は、金融商品の価値等の分析に基づく投資判断を行う者とする。

(2) The persons to be specified by Cabinet Office Order as referred to in Article 17-13, item (ii) of the Order are persons that make Investment Decisions based on analysis of the Values, etc. of Financial Instruments.

(適格機関投資家等特例業務に係る届出事項)

(Matters to Be Notified in Relation to Specially-Permitted Business for Qualified Institutional Investors)

第二百三十八条 法第六十三条第二項第九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 238 The matters to be specified by Cabinet Office Order as referred to in Article 63, paragraph (2), item (ix) of the Act are the following matters:

一 主たる営業所又は事務所及び適格機関投資家等特例業務を行う営業所又は事務所の電話番号並びに当該届出を行う者のホームページアドレス

(i) the principal office or other office, and the telephone number of the office or other office for conducting Specially-Permitted Business for Qualified Institutional Investors, etc. as well as the website URL of the notifying person;

二 法第六十三条第一項第一号に掲げる行為に係る業務を行う場合には、次に掲げる事項

(ii) in cases of conducting business pertaining to the act specified in Article 63,

paragraph (1), item (i) of the Act, the following matters:

イ 当該業務に係る出資対象事業持分の名称及び種別（出資対象事業持分の種別をいう。次号イにおいて同じ。）

(a) the name and type (meaning the type of Equity in Invested Business; the same applies in (b) of the following item) of the Equity in Invested Business pertaining to the business;

ロ 当該業務に係る出資対象事業の内容

(b) the contents of the Equity in Invested Business pertaining to the business;

ハ 当該業務に係る出資対象事業持分を取得する適格機関投資家の商号、名称又は氏名、種別（金融商品取引法第二条に規定する定義に関する内閣府令第十条第一項各号の種別をいう。次号ハにおいて同じ。）及び数

(c) the trade name, name or type (meaning the types under the items of Article 10, paragraph (1) of the Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act; the same applies in (c) of the following item) and number of the Qualified Institutional Investor that acquires the Equity in Invested Business pertaining to the business;

ニ 適格機関投資家以外の者を相手方として当該業務に係る出資対象事業持分の私募を行う場合には、その旨

(d) in the case of making a private placement of Equities in Invested Business pertaining to the business for any person other than Qualified Institutional Investors, to that effect;

ホ 第二百三十三条の三各号に掲げる者を相手方として当該業務に係る出資対象事業持分の私募を行う場合には、その旨

(e) in the case of making a private placement of Equities in Invested Business pertaining to the business for any person specified in the items of Article 233-3; and

ヘ ホに規定する場合には、当該業務に係る出資対象事業の貸借対照表及び損益計算書又はこれらに代わる書面（次号へ並びに第二百三十九条の二第一項第八号及び第九号において「財務諸表等」という。）について監査を行う公認会計士又は監査法人（外国におけるこれらの資格に相当する資格を有する者を含む。次号へ及び同項第八号において同じ。）の氏名又は名称

(f) in the case provided in (e), the name of the certified public accountant or audit corporation (including persons having the qualifications equivalent to those qualifications in a foreign state; the same applies in (f) of the following item and item (viii) of that paragraph) that conducts an audit of a balance sheet and profit and loss statement of the Invested Business pertaining to the business or a document in lieu thereof (referred to as "Financial Statements, etc." in (f) of the following item and Article 239-2, paragraph (1), items (viii) and (ix));



三 法第六十三条第一項第二号に掲げる行為に係る業務を行う場合には、次に掲げる事項

(iii) in cases of conducting business pertaining to the act specified in Article 63, paragraph (1), item (ii) of the Act, the following matters:

イ 当該業務に係る出資対象事業持分の名称及び種別

(a) the name and type of the Equity in Invested Business pertaining to the business;

ロ 当該業務に係る出資対象事業の内容

(b) the contents of the Equity in Invested Business pertaining to the business;

ハ 当該業務に係る出資対象事業持分を有する適格機関投資家の商号、名称又は氏名、種別及び数

(c) the trade name or name, type and number of the Qualified Institutional Investor (in cases when there are two or more of Qualified Institutional Investors, at least one of them) that acquires the Equity in Invested Business pertaining to the business;

ニ 適格機関投資家以外の者が当該業務に係る出資対象事業持分を有する場合には、その旨

(d) in cases when any person other than Qualified Institutional Investors holds Equities in Invested Business pertaining to the business, to that effect;

ホ 第二百三十三条の三各号に掲げる者が当該業務に係る出資対象事業持分を有する場合には、その旨

(e) in cases when any person specified in the items of Article 233-3 holds Equities in Invested Business pertaining to the business, to that effect; and

ヘ ホに規定する場合には、当該業務に係る出資対象事業の財務諸表等について監査を行う公認会計士又は監査法人の氏名又は名称

(f) in cases provided in (e), the name of the certified public account or audit corporation that conducts the audit of the Financial Statements, etc. of the Invested Business pertaining to the business;

四 外国法人であるときは、国内における代表者の所在地又は住所及び電話番号

(iv) in cases of a foreign corporation, the location or address and telephone number of the representative person in Japan; and

五 外国に住所を有する個人であるときは、国内における代理人の氏名、商号又は名称、所在地又は住所及び電話番号

(v) in cases of an individual domiciled in a foreign state, the name, trade name, location or address and telephone number of the agent in Japan.

(適格機関投資家等特例業務に係る届出書の添付書類)

(Documents to Be Attached to Written Notification on Specially-Permitted

Business for Qualified Institutional Investors)

第二百三十八条の二 法第六十三条第三項第三号に規定する内閣府令で定める書類は、次に掲げる書類とする。ただし、やむを得ない事由があるときは、第三号又は第四号に掲げる書類は、同条第二項の規定による届出後遅滞なく提出すれば足りる。

Article 238-2 (1) The documents to be specified by Cabinet Office Order as referred to in Article 63, paragraph (3), item (iii) of the Act are the following documents; provided, however, that the documents specified in item (iii) or (iv) may be submitted without delay after submission of the written notification under paragraph (2) of that Article, if any unavoidable ground exists:

一 法人であるときは、次に掲げる書類

(i) in cases when the applicant is a corporation, the following documents:

イ 役員及び重要な使用人（令第十七条の十三に規定する使用人をいう。以下この節において同じ。）の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）

(a) the resume of the Officer and Major Employees (meaning the Officer provided in Article 17-13 of the Order; hereinafter the same applies in this Section) (in cases when the Officer is a corporation, a document containing the background of the officer);

ロ 役員及び重要な使用人の住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面

(b) the extracts of the certificates of residence of the Officers and Major Employees (in cases when any of the Officers is a corporation, the certificate of registered information of the Officer), or any other document in lieu thereof;

ハ 役員及び重要な使用人の婚姻前の氏名を当該役員及び重要な使用人の氏名に併せて法第六十三条第二項の届出書に記載した場合において、ロに掲げる書類が当該役員及び重要な使用人の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(c) if the name of the Officer or Major Employee that was used before marriage is stated together with the current name of the Officer or Major Employee in a written notification under Article 63, paragraph (2) of the Act, and the document specified in (b) is not a document certifying the name of the Officer or Major Employee used before marriage, a document certifying the name before marriage;

ニ 役員及び重要な使用人が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

(d) the certificates issued by a public agency evidencing that none of the Officers and Major Employees falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof; and

ホ 役員及び重要な使用人が法第二十九条の四第一項第二号ハからリまで及び暴力団員等（法第六十三条第七項第一号ハに規定する暴力団員等をいう。以下同

じ。) のいずれにも該当しない者であることを当該役員及び重要な使用人が誓約する書面

(e) a document containing a pledge by the Officer and Major Employee that they do not fall under Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act and are not Members, etc. of an Organized Crime Group (meaning the Members, etc. of an Organized Crime Group provided in Article 63, paragraph (7), item (i), (c) of the Act; the same applies hereinafter); and

二 個人であるときは、次に掲げる書類

(ii) in cases when the notifying person is an individual, the following documents:

イ 届出者及び重要な使用人の履歴書

(a) the resumes of the notifying person and Major Employee;

ロ 届出者及び重要な使用人（届出者が外国に住所を有する個人であるときは、国内における代理人を含む。ハにおいて同じ。）の住民票の抄本又はこれに代わる書面

(b) extracts of the certificates of residence of the notifying person and Major Employees (in cases when the notifying person is an individual domiciled in a foreign state, including the representative person in Japan; the same applies in (c)), or any other document in lieu thereof;

ハ 届出者及び重要な使用人の婚姻前の氏名を当該届出者及び重要な使用人の氏名に併せて法第六十三条第二項の届出書に記載した場合において、ロに掲げる書類が当該届出者及び重要な使用人の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(c) if the name of the notifying person or Major Employee that was used before marriage is stated together with the notifying person's or the Major Employee's current name in a written notification under Article 63, paragraph (2) of the Act, and the document specified in (b) is not a document certifying the notifying person's or the Major Employee's name used before marriage, a document certifying the name before marriage;

ニ 届出者及び重要な使用人が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

(d) the certificates issued by a public agency evidencing that none of the notifying person and Major Employees falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof; and

ホ 重要な使用人が法第二十九条の四第一項第二号ハからリまで及び暴力団員等のいずれにも該当しない者であることを当該重要な使用人が誓約する書面

(e) a document containing a pledge by the Major Employee that such employee does not fall under Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act and is not a Member, etc. of an Organized Crime

Group;

三 法第六十三条第一項第一号に掲げる行為に係る業務を行う場合には、次に掲げる書類

(iii) in cases when the applicant conducts the business pertaining to the acts specified in Article 63, paragraph (1), item (i) of the Act, the following documents:

イ 当該行為に係る出資対象事業持分を有することとなる適格機関投資家の全てが投資事業有限責任組合（投資事業有限責任組合契約に関する法律第二条第二項に規定する投資事業有限責任組合をいう。以下同じ。）である場合には、次に掲げる事項を証する書面

(a) in cases when all of the Qualified Institutional Investors to hold the Equity in Invested Business pertaining to the act are Investment Limited Partnerships (meaning an Investment Limited Partnership provided in Article 2, paragraph (2) of the Limited Partnership Act for Investment; the same applies hereinafter), a document certifying the following matters:

(1) 投資事業有限責任組合契約に基づき当該投資事業有限責任組合契約の相手方のために運用を行う金銭その他の財産の総額

1. the aggregate amount of money or other properties invested for the counterparties to the Limited Partnership Agreement for Investment in accordance with such agreement; and

(2) 当該適格機関投資家の借入金の額

2. the amount of debt of the Qualified Institutional Investor;

ロ 次に掲げる事項を証する書面

(b) a document certifying the following matters:

(1) 当該行為に係る出資対象事業持分を有することとなる者が出資又は拠出をする金銭その他の財産の総額

1. the aggregate amount of money or other properties to be invested or paid by persons to hold the Equity in Invested Business pertaining to the act;

(2) 当該行為に係る出資対象事業持分を有することとなる者のうち、第二百三十四条の二第一項第二号に掲げる者が出資又は拠出をする金銭その他の財産の総額

2. the aggregate amount of money or other properties to be invested or paid by persons to hold the Equity in Invested Business pertaining to the act as specified in Article 134-2, paragraph (1), item (ii);

四 法第六十三条第一項第二号に掲げる行為に係る業務を行う場合には、次に掲げる書類

(iv) in cases when the notifying person conducts the business pertaining to the acts specified in Article 63, paragraph (1), item (ii) of the Act, the following documents:

イ 当該行為に係る出資対象事業持分を有する適格機関投資家の全てが投資事業有

限責任組合である場合には、次に掲げる事項を証する書面

(a) in cases when all of the Qualified Institutional Investors holding the Equity in Invested Business pertaining to the act are Investment Limited Partnerships, a document certifying the following matters:

(1) 投資事業有限責任組合契約に基づき当該投資事業有限責任組合契約の相手方のために運用を行う金銭その他の財産の総額

1. the aggregate amount of money or other properties invested for the counterparties to the Limited Partnership Agreement for Investment in accordance with such agreement; and

(2) 当該適格機関投資家の借入金の額

2. the amount of debt of the Qualified Institutional Investor;

ロ 次に掲げる事項を証する書面

(b) a document certifying the following matters:

(1) 当該行為に係る出資対象事業持分を有する者が出資又は拠出をする金銭その他の財産の総額

1. the aggregate amount of money or other properties to be invested or paid by a holder of the Equity in Invested Business pertaining to the act; and

(2) 当該行為に係る出資対象事業持分を有する者のうち、第二百三十四条の二第二項第二号に掲げる者が出資又は拠出をする金銭その他の財産の総額

2. the aggregate amount of money or other properties to be invested or paid by a holder of the Equity in Invested Business pertaining to the act as specified in Article 134-2, paragraph (2), item (ii).

2 前項各号に掲げる書類は、英語で記載することができる。

(2) The documents under the items of the preceding paragraph may be prepared in English.

(電磁的記録)

(Electronic or Magnetic Record)

第二百三十八条の三 法第六十三条第四項に規定する内閣府令で定める電磁的記録は、次に掲げる構造のいずれかに該当するものとする。

Article 238-3 (1) The electronic or magnetic records to be specified by Cabinet Office Order as referred to in Article 63, paragraph (4) of the Act must have a structure specified in the following:

一 日本工業規格X六二二三に適合する九十ミリメートルフレキシブルディスクカートリッジ

(i) a 90mm flexible magnetic disc cartridge conforming to JIS X6223;

二 日本工業規格X〇六〇六及びX六二八二に適合する直径百二十ミリメートルの光ディスク

(ii) a 120mm optical disc conforming to JIS X0606 and X6282.

2 前項第一号の電磁的記録への記録は、次に掲げる方式に従ってしなければならない。

(2) Entry of information into the electronic or magnetic records under the preceding paragraph must be completed in accordance with the following specifications:

一 トラックフォーマットについては、日本工業規格 X 六二二五に規定する方式

(i) track format: Means prescribed in JIS X6225;

二 ボリューム及びファイル構成については、日本工業規格 X 〇六〇五に規定する方式

(ii) volume and file composition: Means prescribed in JIS X0605.

3 第一項の電磁的記録には、次に掲げる事項を記載しなければならない。

(3) The following matters must be recorded in the electronic or magnetic record under paragraph (1):

一 届出者の商号又は名称

(i) the trade name or name of the notifying person; and

二 届出年月日

(ii) the date of the notification.

(適格機関投資家等特例業務に係る届出事項の内閣総理大臣による縦覧)

(Public Inspection of Notified Matters Relating to Specially-Permitted Business for Qualified Institutional Investors by the Prime Minister)

第二百三十八条の四 金融庁長官、特例業務届出管轄財務局長等又は管轄財務局長等は、特例業務届出者又は金融商品取引業者等（法第六十三条の三第一項に規定する金融商品取引業者等をいう。以下この節において同じ。）に係る別紙様式第二十号の二に記載されている事項を当該特例業務届出者若しくは金融商品取引業者等の本店等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、国内に営業所又は事務所を有しない場合にあっては関東財務局）に備え置いて公衆の縦覧に供し、又はインターネットの利用その他の方法により公表するものとする。

Article 238-4 (1) The Commissioner of the Financial Services Agency, Competent Director-General of Local Finance Bureau, etc. for Specially-Permitted Business or Competent Director-General of Local Finance Bureau, etc. is to keep the records of the matters stated in Appended Form 20-2 of the Person Notifying of Specially-Permitted Business or Financial Instruments Business Operator, etc. (meaning a Financial Instruments Business Operator, etc. provided in Article 63-3, paragraph (1) of the Act; hereinafter the same applies in this Section) at the local finance bureau with jurisdiction over the location of the Head Office, etc. of the Person Notifying of Specially-Permitted Business or Financial Instruments Business Operator, etc. (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when the operator has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau) and make them available for public inspection or publicize

them by the use of the internet or other means.

2 法第六十三条第五項（法第六十三条の三第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項は、別紙様式第二十号の二に記載されている事項とする。

(2) The matters to be specified by Cabinet Office Order as referred to in Article 63, paragraph (5) of the Act (including cases when it is applied mutandis pursuant to Article 63-3, paragraph (2) of the Act) are the matters specified in Appended Form 20-2.

（適格機関投資家等特例業務に係る届出事項の特例業務届出者又は金融商品取引業者等による縦覧）

(Public Inspection of Notified Matters Relating to Specially-Permitted Business for Qualified Institutional Investors by Persons Notifying of Specially-Permitted Business and Financial Instruments Business Operators)

第二百三十八条の五 法第六十三条第六項（法第六十三条の三第二項において準用する場合を含む。次項において同じ。）の規定により特例業務届出者又は金融商品取引業者等は、別紙様式第二十号の二により作成した書面の写しを主たる営業所若しくは事務所及び適格機関投資家等特例業務を行う全ての営業所若しくは事務所に備え置いて公衆の縦覧に供し、又はインターネットの利用その他の方法により、投資者が常に容易に閲覧することができるよう公表しなければならない。

Article 238-5 (1) Pursuant to the provisions of Article 63, paragraph (6) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act; the same applies in the following paragraph), a Person Notifying of Specially-Permitted Business or Financial Instruments Business Operator, etc. is to keep the copy of a document prepared using Appended Form 20-2 at its head office or other office or all business office or other office for Specially-Permitted Business for Qualified Institutional Investors, etc. and make such information available for public inspection, or publicize them by the use of the internet or other means in a way which allows easy access by investors any time.

2 法第六十三条第六項に規定する内閣府令で定める事項は、別紙様式第二十号の二に記載されている事項とする。

(2) The matters to be specified by Cabinet Office Order as referred to in Article 63, paragraph (6) of the Act are the matters specified in Appended Form 20-2.

3 第一項の書面は、別紙様式第二十号の二に準じて英語で作成することができる。

(3) The document under paragraph (1) may be prepared in English in accordance with Appended Form 20-2.

（適格機関投資家等特例業務に係る届出事項の変更の届出）

(Notification of Change of Matters Notified in Relation to Specially-Permitted Business for Qualified Institutional Investors)

第二百三十九条 法第六十三条第八項の規定により届出を行う特例業務届出者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、別紙様式第二十号により作成した変更後の内容を記載した書面及び当該書面の写しを添付して、特例業務届出所管金融庁長官等（令第四十二条第二項の規定により金融庁長官の指定を受けた特例業務届出者にあつては金融庁長官、それ以外の特例業務届出者にあつては特例業務届出管轄財務局長等をいう。以下同じ。）に提出しなければならない。

Article 239 (1) A Person Notifying of Specially-Permitted Business that intends to file a notification under Article 63, paragraph (8) of the Act must submit a written notification stating the particulars and date of and reasons for the change, attaching a document stating the particulars after such change prepared in accordance with Appended Form No. 20 and a copy thereof, to the Competent Director-General of Local Finance Bureau, etc. for Specially-Permitted Business (meaning the Commissioner of the Financial Services Agency, in the case of a Person Notifying of Specially-Permitted Business designated by the Commissioner of the Financial Services Agency under Article 42, paragraph (2) of the Order or the Competent Director-General of Local Finance Bureau, etc. for Specially-Permitted Business; the same applies hereinafter), in the case of any other Person Notifying of Specially-Permitted Business.

2 前項の届出書には、次の各号に掲げる場合の区分に応じ、当該各号に定める書類を添付するものとする。ただし、やむを得ない事由があるときは、当該届出書の提出後遅滞なく提出すれば足りる。

(2) The documents specified in the preceding paragraph are to be attached to the written notification set forth in paragraph (1) in accordance with the category of cases listed in those items; provided, however, that in cases when there are unavoidable circumstances, it is sufficient to submit it without delay after the written notification is submitted:

一 法第六十三条第二項第一号に掲げる事項について変更があった場合 次に掲げる書類

(i) in cases when there is a change to the matters specified in Article 63, paragraph (2), item (i) of the Act: the following documents:

イ 当該変更に係る事項を記載した登記事項証明書（個人であるときは、住民票の抄本）又はこれに代わる書面

(a) a certificate of registered information (in cases of an individual, an extract of residence certificate) stating the matters relating to the change or a document in lieu thereof; and

ロ 婚姻前の氏名を、氏名に併せて別紙様式第二十号により作成した変更後の内容を記載した書面に記載した場合において、イに掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(b) if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change



prepared using Appended Form 20, and the document specified in (a) is not a document certifying the name used before marriage, a document certifying the name before marriage;

二 法第六十三条第二項第二号又は第六号に掲げる事項について変更があった場合当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(ii) in cases when there is a change to the matters specified in Article 63, paragraph (2), item (ii) or (vi) of the Act: the certificate of the registered matters stating the matters pertaining to the change or any other document in lieu thereof;

三 法第六十三条第二項第三号又は第四号に掲げる事項について変更があった場合次に掲げる書類

(iii) in the case of a change to the matters specified in Article 63, paragraph (2), item (iii) or (iv) of the Act: the following documents:

イ 役員に変更があった場合には、当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(a) in the case of change of Officers, the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

ロ 新たに役員又は重要な使用人となった者に係る次に掲げる書類

(b) the following documents relevant to the person that has newly assumed positions as Officer or Major Employee:

(1) 履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）

1. the resume (in cases when the Officer is a corporation, a document containing the background of the Officer);

(2) 住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書又はこれに代わる書面）

2. the extracts of the certificates of residence (in cases when any of the Officers is a corporation, the certificate of registered information of the Officer), or any other document in lieu thereof;

(3) 婚姻前の氏名を、氏名に併せて別紙様式第二十号により作成した変更後の内容を記載した書面に記載した場合において、(2)に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

3. if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 20, and the document specified in 2. is not a document certifying the name used before marriage, a document certifying the name before marriage;

(4) 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

4. the certificates issued by a public agency evidencing that none of the Officers falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of

the Act, or any other document in lieu thereof; and

(5) 法第二十九条の四第一項第二号ハからリまで及び暴力団員等のいずれにも該当しない者であることを当該役員又は重要な使用人が誓約する書面

5. a document containing a pledge by the Officer or Major Employee that such officer or employee does not fall under Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act and is not a Member, etc. of an Organized Crime Group;

四 第二百三十八条第五号に掲げる事項について変更があった場合 新たに国内における代理人となった者に係る住民票の抄本又はこれに代わる書面

(iv) in the case of any change in the matters specified in Article 238, item (v): an extract of the certificate of residence of the person that newly assumed the position of the agent in Japan.

3 第一項の届出書及び前項各号に掲げる書類は、英語で記載することができる。

(3) The written notification under paragraph (1) and the documents specified in the items of the preceding paragraph may be prepared in English.

4 第一項の書面は、別紙様式第二十号に準じて英語で作成することができる。

(4) The document under paragraph (1) may be prepared in English in accordance with Appended Form 20.

(契約書の写しの提出の手続等)

(Procedures for Submission of Copy of Contract)

第二百三十九条の二 法第六十三条第九項（法第六十三条の三第二項において準用する場合を含む。以下この条において同じ。）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 239-2 (1) The matters to be specified by Cabinet Office Order as referred to in Article 63, paragraph (9) of the Act (including cases when it is applied mutandis pursuant to Article 63-3, paragraph (2) of the Act; hereinafter the same applies in this Article) are the following matters:

一 出資対象事業持分の名称

(i) the name of the Equity in Invested Business;

二 出資対象事業の内容

(ii) the details of the Invested Business;

三 出資対象事業を行う営業所又は事務所の所在地

(iii) the location of business office or other office if the Invested Business is to be conducted;

四 出資者及び当該出資者から出資又は拠出を受けた金銭その他の財産の運用を行う者（以下この項において「ファンド資産運用者」という。）の商号、名称又は氏名及び住所

(iv) the trade names or names and addresses of equity investors and the person that manages money and other properties invested or paid by the equity investors (hereinafter referred to as a "Fund Asset Manager" in this

- paragraph);
- 五 出資者が出資又は拠出をする金額（金銭以外の財産を出資又は拠出の目的とするときは、その内容及び価額）
- (v) the amount to be invested or paid by the equity investors (in cases when properties other than money are to be invested or paid, the details and value thereof);
- 六 出資対象事業持分に係る契約期間がある場合においては、当該契約期間
- (vi) in cases when a contract period is provided for the Equity in Invested Business, the contract period;
- 七 出資対象事業の事業年度
- (vii) the business year of the Invested Business;
- 八 ファンド資産運用者が、出資対象事業の事業年度ごとに、当該事業年度の財務諸表等を作成し、公認会計士又は監査法人の監査を受けること。
- (viii) that the Fund Asset Manager prepares Financial Statements, etc. for each business year of the Invested Business and receives an audit by a certified public account or audit corporation;
- 九 ファンド資産運用者が、出資対象事業に係る事業年度終了後相当の期間内に、出資者に対し、財務諸表等及び前号の監査に係る報告書の写しを提供すること。
- (ix) that the Fund Asset Manager provides investors with a copy of the Financial Statements, etc. and the report on the audit under the preceding paragraph within a reasonable period after the end of the business year pertaining to the Invested Business;
- 十 ファンド資産運用者が、出資対象事業に係る事業年度終了後相当の期間内に、出資者を招集して、出資者に対し出資対象事業の運営及び財産の運用状況を報告すること。
- (x) that the Fund Asset Manager assembles investors and provides them with a report on the management of the Invested Business and status of investment of properties after a reasonable period from the end of the business year pertaining to the Invested Business;
- 十一 出資者から出資又は拠出を受けた金銭その他の財産を充てて有価証券その他の資産に対する投資を行う場合において、ファンド資産運用者が出資者に対し、その投資の内容を書面により通知すること。
- (xi) that, in the case of making investment using money and other assets invested or paid by investors, the Fund Asset Manager notifies the investors of the details of investment in writing;
- 十二 正当な事由がある場合において、出資者の有する出資対象事業持分の過半数（これを上回る割合を定めた場合には、その割合以上）の同意を得て、ファンド資産運用者を解任することができること。
- (xii) that a Fund Asset Manager may be dismissed with the consent of a majority of Equity in Invested Business held by investors if any justifiable reason exists;

十三 ファンド資産運用者が退任した場合において、全ての出資者の同意により、新たなファンド資産運用者を選任することができること。

(xiii) that a new Fund Asset Manager may be appointed with the consent of all investors in cases when the Fund Asset Manager resigns; and

十四 出資対象事業持分に係る契約の変更（軽微な変更を除く。）をする場合において、出資者の有する出資対象事業持分の過半数（これを上回る割合を定めた場合には、その割合以上）の同意を得なければならないこと。

(xiv) that, in the case of a change to the contract for Equity in Invested Business (excluding minor changes), an approval of a majority (or, if a higher proportion has been provided, such proportion) of the Equity in Invested Business held by investors is required.

2 法第六十三条第九項に規定する同条第二項各号に掲げる事項のうち内閣府令で定めるものは、次に掲げる事項とする。

(2) The matters specified in the items of Article 63, paragraph (2) of the Act to be specified by Cabinet Office Order, as referred to in paragraph (9) of that Article, are the following matters:

一 第二百三十八条第二号ホに掲げる事項（新たに同号に規定する業務を行う場合における変更に係るものに限る。）

(i) the matters specified in Article 238, item (ii), (e) (limited to the matter relating to the change in cases when the business provided in that item is to be newly commenced);

二 第二百三十八条第三号ホに掲げる事項（新たに同号に規定する業務を行う場合における変更に係るものに限る。）

(ii) the matters specified in Article 238, item (iii), (e) (limited to the matter relating to the change in cases when the business provided in that item is to be newly commenced).

3 法第六十三条第九項により特例業務届出者又は金融商品取引業者等が出資対象事業持分に係る契約の契約書の写しを提出する場合には、次の各号に掲げる区分に応じ、当該各号に定める日から三月以内に、特例業務届出者にあつては特例業務届出所管金融庁長官等、金融商品取引業者等にあつては所管金融庁長官等に提出しなければならない。

(3) When a Person Notifying of Specially-Permitted Business or Financial Instruments Business Operator, etc. submits a copy of the contract for Equity in Invested Business pursuant to Article 63, paragraph (9) of the Act, it must submit it to the Competent Commissioner of the Financial Services Agency or Other Competent Official for Specially-Permitted Business in the case of a Person Notifying of Specially-Permitted Business or to the Commissioner of the Financial Services Agency or Other Competent Official in the case of a Financial Instruments Business Operator, etc., within three months from the day specified in the following items according the categories respectively set forth therein:

一 法第六十三条第二項又は第六十三条の三第一項の規定による届出 当該届出が行われた日

(i) the notification pursuant to Article 63, paragraph (2) or Article 63-3, paragraph (1) of the Act: the date of submission of the notification; and

二 法第六十三条第八項（法第六十三条の三第二項において準用する場合を含む。）の規定による届出（前項各号に掲げる事項の変更に係るものに限る。） 当該変更があった日

(ii) the notification pursuant to Article 63, paragraph (8) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act (limited to a notification pertaining change of the matters specified in the items of the preceding paragraph): the day when the change occurred.

4 特例業務届出者又は金融商品取引業者等は、前項に規定する期間内に契約書の写しを提出することができない場合において、その旨を特例業務届出者にあつては特例業務届出所管金融庁長官等、金融商品取引業者等にあつては所管金融庁長官等に届け出たときは、三月に限り、当該期間を延長することができる。

(4) If a Person Notifying of Specially-Permitted Business or Financial Instruments Business Operator, etc. is unable to submit a copy of the contract within the period provided in the preceding paragraph, it may receive an extension of the period for three years only, if it notifies such fact to the Competent Commissioner of the Financial Services Agency or Other Competent Official for Specially-Permitted Business in the case of a Person Notifying of Specially-Permitted Business or to the Commissioner of the Financial Services Agency or Other Competent Official in the case of a Financial Instruments Business Operator, etc.

5 前項の届出は、届出書に、第三項に規定する期間内に提出することが困難な理由を記載した書面を添付して行わなければならない。

(5) For making a notification under the preceding paragraph, a written notification attaching a document stating the reason for the difficulty in submitting the documents within the period provided in paragraph (3) must be submitted.

6 特例業務届出者又は金融商品取引業者等は、第三項に規定する期間（第四項の規定により当該期間が延長された場合にあつては、当該延長後の期間）内に出資対象事業持分に係る契約を締結することができないときはその旨を、当該期間経過後遅滞なく、特例業務届出者にあつては特例業務届出所管金融庁長官等、金融商品取引業者等にあつては所管金融庁長官等に届け出なければならない。

(6) If a Person Notifying of Specially-Permitted Business or Financial Instruments Business Operator, etc. is unable to conclude a contract for the Equity in Invested Business within the period provided in paragraph (3) (in the case of extension of the period pursuant to paragraph (4), within the extended period), it must notify such fact to the Competent Commissioner of the

Financial Services Agency or Other Competent Official for Specially-Permitted Business in the case of a Person Notifying of Specially-Permitted Business or to the Commissioner of the Financial Services Agency or Other Competent Official in the case of a Financial Instruments Business Operator, etc., without delay after the elapse of the relevant period.

7 法第六十三条第十項（法第六十三条の三第二項において準用する場合を含む。）の規定により特例業務届出者又は金融商品取引業者等が変更に係る契約の契約書の写しを提出する場合には、変更の内容、変更年月日及び変更の理由を記載した書面を添付して、当該変更後遅滞なく、特例業務届出者にあつては特例業務届出所管金融庁長官等、金融商品取引業者等にあつては所管金融庁長官等に提出しなければならない。

(7) When a Person Notifying of Specially-Permitted Business or Financial Instruments Business Operator, etc. submits a copy of the contract relating to change pursuant to Article 63, paragraph (10) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act), it must attach a document stating the detail, date and reason for change and submit it to the Competent Commissioner of the Financial Services Agency or Other Competent Official for Specially-Permitted Business in the case of a Person Notifying of Specially-Permitted Business or to the Commissioner of the Financial Services Agency or Other Competent Official in the case of a Financial Instruments Business Operator, etc., without delay after the change.

8 第二条の規定にかかわらず、第三項及び前項の契約書の写しであつて日本語又は英語により記載されていないもの（特例業務届出者に係るものに限る。）には、日本語又は英語による訳文を付さなければならない。

(8) Notwithstanding the provisions of the preceding two Articles, if a copy of the contract under paragraph (3) and the preceding paragraph is not written in Japanese or English (limited to a contract pertaining to the Person Notifying of Specially-Permitted Business), its Japanese or English translation must be attached.

9 第四項及び第六項の届出書並びに第五項の書面（特例業務届出者に係るものに限る。）は、英語で記載することができる。

(9) The written notification under paragraphs (4) and (6) and the document under paragraph (5) (limited to a document pertaining to the Person Notifying of Specially-Permitted Business) may be prepared in English.

（適格機関投資家等特例業務に該当しなくなった場合の届出）

(Notification in Cases of Exclusion from Definition as a Specially-Permitted Business for Qualified Institutional Investors)

第二百四十条 法第六十三条第十三項の規定により届出を行う特例業務届出者は、その旨、該当しなくなった年月日及び該当しなくなった理由を記載した届出書を特例業務届出所管金融庁長官等に提出しなければならない。

Article 240 (1) A Person Notifying of Specially-Permitted Business that intends

to file a notification under Article 63, paragraph (13) of the Act must submit a written notification stating such fact, the date when the business came to be excluded from the definition of the Specially-Permitted Business for Qualified Institutional Investors, etc. and the reasons therefor, to the Competent Commissioner of the Financial Services Agency or Other Competent Official for Specially-Permitted Business.

2 前項の届出書は、英語で記載することができる。

(2) The written notification set forth in the preceding paragraph may be prepared in English.

(特例業務届出者の地位の承継の届出)

(Notification of Succession of Status of a Person Notifying of Specially-Permitted Business)

第二百四十一条 法第六十三条の二第二項の規定により届出を行う者は、次に掲げる事項を記載した届出書を、同条第一項の特例業務届出者に係る特例業務届出所管金融庁長官等に提出しなければならない。

Article 241 (1) A person that intends to file a notification under Article 63-2, paragraph (2) of the Act must submit a written notification stating the following particulars, to the Competent Commissioner of the Financial Services Agency or Other Competent Official for Specially-Permitted Business pertaining to the Person Notifying of Specially-Permitted Business set forth in paragraph (1) of that Article:

一 承継した者の商号、名称又は氏名

(i) the trade name or name of the successor;

二 承継の年月日及び理由

(ii) the date of and reasons for the succession;

三 承継の方法

(iii) the means of succession;

四 承継した者が法人であるときは、資本金の額又は出資の総額

(iv) in cases when the successor is a corporation, the amount of stated capital or the total amount of investment;

五 承継した者が法人であるときは、役員の名又は名称

(v) in cases when the successor is a corporation, the name of its Officers;

六 承継した者に重要な使用人があるときは、その者の氏名

(vi) in cases when the successor has Major Employees, their names;

七 承継した者の主たる営業所又は事務所の名称及び所在地

(vii) the name and address of the principal office or other office of the successor;

八 承継した者が適格機関投資家等特例業務を行う営業所又は事務所の名称及び所在地

(viii) the name and address of the business office or other office if the successor

conducts the Specially-Permitted Business for Qualified Institutional Investors, etc.;

九 承継した者が他に事業を行っているときは、その事業の種類

(ix) in cases when the successor conducts other business, the type of such business;

十 承継した者の主たる営業所又は事務所及び適格機関投資家等特例業務を行う営業所又は事務所の電話番号並びに当該承継した者のホームページアドレス

(x) the principal office or other office of the successor and the telephone number of the office or other office for conducting the Specially-Permitted Business for Qualified Institutional Investors, etc. as well as the website URL of the successor;

十一 承継した者が外国法人であるときは、国内における代表者の所在地又は住所及び電話番号

(xi) in cases when the successor is a foreign corporation, the location or address and telephone number of the representative person in Japan; and

十二 承継した者が外国に住所を有する個人であるときは、国内における代理人の氏名、商号又は名称、所在地又は住所及び電話番号

(xii) in cases when the successor is an individual domiciled in a foreign state, the name, trade name, location or address and telephone number of the agent in Japan.

2 前項の届出書には、次に掲げる書類を添付するものとする。ただし、やむを得ない理由があるときは、当該届出書の提出後遅滞なく提出すれば足りる。

(2) The following documents must be attached to the written notification under the preceding paragraph; provided, however, that the documents may be submitted without delay after submission of the written notification, if any unavoidable ground exists:

一 承継した者が法人であるときは、次に掲げる書類

(i) in cases when the successor is an individual, the following documents:

イ 法第六十三条第七項第一号イからニまでのいずれにも該当しないことを誓約する書面、定款（これに準ずるものを含む。）及び法人の登記事項証明書（これに準ずるものを含む。）

(a) a document to pledge that it does not fall under any of Article 63, paragraph (7), item (i), (a) through (d) of the Act, its articles of incorporation (including a document equivalent thereto) and a certificate of registered information of the corporation (including a document equivalent thereto);

ロ 役員及び重要な使用人の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）

(b) the resume of the Officers and Major Employees (in cases when the Officer is a corporation, a document containing the background of the officer);



- ハ 役員及び重要な使用人の住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面
- (c) the extracts of the certificates of residence of the Officers and Major Employees (in cases when any of the Officers is a corporation, the certificate of registered information of the Officer), or any other document in lieu thereof;
- ニ 役員及び重要な使用人の婚姻前の氏名を当該役員及び重要な使用人の氏名に併せて前項の届出書に記載した場合において、ハに掲げる書類が当該役員及び重要な使用人の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- (d) if the name of the Officer or Major Employee that was used before marriage is stated together with the current name of the Officer or Major Employee in a written notification under the preceding paragraph, and the document specified in (c) is not a document certifying the name of the Officer or Major Employee used before marriage, a document certifying the name before marriage;
- ホ 役員及び重要な使用人が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
- (e) the certificates issued by a public agency evidencing that none of the Officers and Major Employees falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof;
- ヘ 役員及び重要な使用人が法第二十九条の四第一項第二号ハからリまで及び暴力団員等のいずれにも該当しない者であることを当該役員及び重要な使用人が誓約する書面
- (f) a document containing a pledge by the Officer and Major Employee that they do not fall under Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act and are not Members, etc. of an Organized Crime Group;
- 二 承継した者が個人であるときは、次に掲げる書類
- (ii) in cases when the successor is an individual, the following documents:
- イ 法第六十三条第七項第二号イからニまでのいずれにも該当しないことを誓約する書面
- (a) a document to pledge that the successor does not fall under any of Article 63, paragraph (7), item (ii), (a) through (d) of the Act;
- ロ 承継した者及び重要な使用人の履歴書
- (b) the resumes of the successor and Major Employees;
- ハ 承継した者及び重要な使用人（承継した者が外国に住所を有する個人であるときは、国内における代理人を含む。ニにおいて同じ。）の住民票の抄本又はこれに代わる書面
- (c) extracts of the certificates of residence of the successor and Major Employees (in cases when the successor is an individual domiciled in a foreign state, including the representative person in Japan; the same

- applies in (d)), or any other document in lieu thereof;
- ニ 承継した者及び重要な使用人の婚姻前の氏名を当該承継した者及び重要な使用人の氏名に併せて前項の届出書に記載した場合において、ハに掲げる書類が当該承継した者及び重要な使用人の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- (d) if the name of the successor or Major Employee that was used before marriage is stated together with the successor's or the Major Employee's current name in a written notification under the preceding paragraph, and the document specified in (c) is not a document certifying the successor's or the Major Employee's name used before marriage, a document certifying the name before marriage;
- ホ 承継した者及び重要な使用人が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
- (e) the certificates issued by a public agency evidencing that none of the successor and Major Employees falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof;
- ヘ 承継した者及び重要な使用人が法第二十九条の四第一項第二号ハからリまで及び暴力団員等のいずれにも該当しない者であることを当該承継した者及び重要な使用人が誓約する書面
- (f) a document containing a pledge by the successor and Major Employee that they do not fall under Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act and are not Members, etc. of an Organized Crime Group;
- 三 法第六十三条第一項第一号に掲げる行為に係る業務を行う場合には、次に掲げる書類
- (iii) in cases when the applicant conducts the business pertaining to the acts specified in Article 63, paragraph (1), item (i) of the Act, the following documents:
- イ 当該行為に係る出資対象事業持分を有することとなる適格機関投資家の全てが投資事業有限責任組合である場合には、次に掲げる事項を証する書面
- (a) in cases when all of the Qualified Institutional Investors to hold the Equity in Invested Business pertaining to the act are Investment Limited Partnerships, a document certifying the following matters:
- (1) 投資事業有限責任組合契約に基づき当該投資事業有限責任組合契約の相手方のために運用を行う金銭その他の財産の総額
1. the aggregate amount of money or other properties invested for the counterparties to the Limited Partnership Agreement for Investment in accordance with such agreement; and
- (2) 当該適格機関投資家の借入金の額
2. the amount of debt of the Qualified Institutional Investor;
- ロ 次に掲げる事項を証する書面
- (b) a document certifying the following matters:

- (1) 当該行為に係る出資対象事業持分を有することとなる者が出資又は拠出をする金銭その他の財産の総額
1. the aggregate amount of money or other properties to be invested or paid by persons to hold the Equity in Invested Business pertaining to the act; and
- (2) 当該行為に係る出資対象事業持分を有することとなる者のうち、第二百三十四条の二第一項第二号に掲げる者が出資又は拠出をする金銭その他の財産の総額
2. the aggregate amount of money or other properties to be invested or paid by the persons specified in Article 234-2, paragraph (1), item (ii) that are to hold the Equity in Invested Business pertaining to the act;
- 四 法第六十三条第一項第二号に掲げる行為に係る業務を行う場合には、次に掲げる書類
- (iv) in cases of conducting the business pertaining to the acts specified in Article 63, paragraph (1), item (ii) of the Act, the following documents:
- イ 当該行為に係る出資対象事業持分を有する適格機関投資家の全てが投資事業有限責任組合である場合には、次に掲げる事項を証する書面
- (a) in cases when all of the Qualified Institutional Investors holding the Equity in Invested Business pertaining to the act are Investment Limited Partnerships, a document certifying the following matters:
- (1) 投資事業有限責任組合契約に基づき当該投資事業有限責任組合契約の相手方のために運用を行う金銭その他の財産の総額
1. the aggregate amount of money or other properties invested for the counterparties to the Limited Partnership Agreement for Investment in accordance with such agreement; and
- (2) 当該適格機関投資家の借入金の額
2. the amount of debt of the Qualified Institutional Investor;
- ロ 次に掲げる事項を証する書面
- (b) a document certifying the following matters:
- (1) 当該行為に係る出資対象事業持分を有する者が出資又は拠出をする金銭その他の財産の総額
1. the aggregate amount of money or other properties to be invested or paid by a holder of the Equity in Invested Business pertaining to the act;
- (2) 当該行為に係る出資対象事業持分を有する者のうち、第二百三十四条の二第二項第二号に掲げる者が出資又は拠出をする金銭その他の財産の総額
2. the aggregate amount of money or other properties to be invested or paid by the persons specified in Article 234-2, paragraph (2), item (ii) that hold the Equity in Invested Business pertaining to the act.
- 3 第一項の届出書及び前項各号に掲げる書類は、英語で記載することができる。
- (3) The written notification under paragraph (1) and the documents set forth in the items of the preceding paragraph may be prepared in English.

(特例業務届出者が廃業等の届出を行う場合)

(Cases of Notification of Discontinuation of Business by a Person Notifying of Specially-Permitted Business)

第二百四十一条の二 法第六十三条の二第三項第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 241-2 The cases to be specified by Cabinet Office Order as referred to in Article 63-2, paragraph (3), item (iii) of the Act are as follows:

一 法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）若しくはハ又は第三号（重要な使用人に係る部分を除く。）に該当することとなった場合

(i) if the Person Notifying of Specially-Permitted Business falls under Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the laws and regulations of the foreign state equivalent to the Act) or (c) of the same item, or item (iii) of that paragraph (excluding the part pertaining to Major Employees);

二 役員又は重要な使用人が法第二十九条の四第一項第二号イからリまでのいずれかに該当することとなった事実を知った場合

(ii) if any officer or Major Employee has become aware that any of its Officers, etc. or Major Employees has come to fall under Article 29-4, paragraph (1), item (ii), (a) through (i) of the Act;

三 定款を変更した場合

(iii) in cases of any change to its articles of incorporation;

四 役職員に法令等に反する行為（適格機関投資家等特例業務以外の業務に係るものにあつては、当該特例業務届出者の業務の運営又は財産の状況に重大な影響を及ぼすおそれのあるものに限る。以下この号及び次号並びに次条第一項第六号及び第七号において「事故等」という。）があつたことを知った場合（事故等が第百十八条第一号イからニまで若しくは第二号イ若しくはロに掲げる行為又は同号ハに掲げる行為（法令に違反する行為を除く。）であつて、過失による場合を除く。次号において同じ。）

(iv) if the Person Notifying of Specially-Permitted Business has become aware that any of its Officers or employees has committed any act in breach of the Laws and Regulations (in cases of acts pertaining to the business other than Specially-Permitted Business for Qualified Institutional Investors, etc., limited to acts which may give material impact on the management of business or status of properties of the Person Notifying of Specially-Permitted Business; hereinafter referred to as the "Problematic Conduct, etc." in this item and following item, and Article 241-3, paragraph (1), items (vi) and (vii)) (the above excludes cases when the Problematic Conduct, etc. falls under the act specified in Article 118, item (i), (a) through (d) or Article 118, item (ii), (a) or (b), or in (c) of that item (excluding the act in breach of

laws and regulations), and where such act was caused through negligence; the same applies in the following item);

五 前号の事故等の詳細が判明した場合

(v) if the details of the Problematic Conduct, etc. under the preceding item have been revealed;

六 訴訟若しくは調停（適格機関投資家等特例業務以外の業務に係るものにあつては、当該特例業務届出者の業務の運営又は財産の状況に重大な影響を及ぼすおそれがあるものに限る。）の当事者となった場合又は当該訴訟若しくは調停が終結した場合

(vi) if the Person Notifying of Specially-Permitted Business has become a party to any action or conciliation (with regard to any action or conciliation relevant to a business other than the Specially-Permitted Business for Qualified Institutional Investors, etc., limited to that which may have a material impact on the Person Notifying of Specially-Permitted Business or the status of its property), or where such action or conciliation has been concluded; and

七 外国法人又は外国に住所を有する個人にあつては、法に相当する外国の法令に基づく行政官庁の不利益処分を受けた場合（法第二十九条の四第一項第一号イに該当する場合を除く。）

(vii) if the Person Notifying of Specially-Permitted Business is a foreign corporation or an individual domiciled in a foreign state, and where such Person Notifying of Specially-Permitted Business has been subject to any adverse disposition rendered by an administrative agency under the laws and regulations of the foreign state equivalent to the Act (excluding cases when such Person Notifying of Specially-Permitted Business falls under Article 29-4, paragraph (1), item (i), (a) of the Act).

(特例業務届出者の廃業等の届出)

(Notification of Discontinuation of a Person Notifying of Specially-Permitted Business)

第二百四十二条 法第六十三条の二第三項の規定により届出を行う特例業務届出者は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を特例業務届出所管金融庁長官等に提出しなければならない。

Article 242 (1) A Person Notifying of Specially-Permitted Business that intends to file a notification under Article 63-2, paragraph (3) of the Act must submit a written notification stating the matters listed in the following in accordance with the categories of the cases set forth respectively therein, to the Competent Commissioner of the Financial Services Agency or Other Competent Official for Specially-Permitted Business:

一 法第六十三条の二第三項第一号に該当する場合 休止の期間又は再開の年月日及び休止又は再開の理由

(i) the cases falling under Article 63-2, paragraph (3), item (i) of the Act: period

of suspension or date of resumption, and the reasons for such suspension or resumption;

二 法第六十三条の二第三項第二号に該当する場合 廃止の年月日及び理由

(ii) the cases falling under Article 63-2, paragraph (3), item (ii) of the Act: the date of and reasons for the discontinuation; and

三 前条第一号に該当する場合 次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに掲げる事項

(iii) in the case of falling under item (vii) of the preceding Article: the matters specified in the following (a) through (c) in accordance with the categories of cases specified in those (a) through (c):

イ 法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）に該当することとなった場合にあっては、次に掲げる事項

(a) in the case of falling under Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act), the following matters:

(1) 法に相当する外国の法令の規定により当該特例業務届出者が当該外国において受けている登録等又は法に相当する外国の法令の規定により当該特例業務届出者が当該外国において行った法第六十三条第二項若しくは第六十三条の三第一項の規定による届出と同種類の届出の内容

1. contents of the same type of the Registration, etc. obtained by the Person Notifying of Specially-Permitted Business in the foreign state pursuant to the laws and regulations of the foreign state equivalent to the Act or the same type of the notification under Article 63, paragraph (2) or Article 63-3, paragraph (1) of the Act made by the Person Notifying of Specially-Permitted Business pursuant to the laws and regulations of the foreign state equivalent to the Act;

(2) 当該登録等又は届出の年月日

2. the date of the Registration, etc. or notification:

(3) 当該登録等を取り消され、又は当該届出に係る業務の廃止を命ぜられた年月日及び理由

3. the date of and reason for the rescission of the Registration, etc. or order for suspension of the business pertaining to the notification;

(4) 当該登録等を取り消され、又は当該届出に係る業務の廃止を命ぜられた業務の内容

4. the details of the business for which the Registration, etc. was rescinded or suspension of the business pertaining to the notification was ordered;

ロ 法第二十九条の四第一項第一号ハに該当することとなった場合にあっては、次に掲げる事項

(b) in cases of falling under Article 29-4, paragraph (1), item (i), (c) of the Act, the following matters:

- (1) 違反した法令の規定
  - 1. the provisions of the laws and regulations which were violated; and
  - (2) 刑の確定した年月日及び罰金の額
  - 2. the date when the punishment became final and binding, and the amount of the fine imposed;
- ハ 法第二十九条の四第一項第三号（重要な使用人に係る部分を除く。）に該当することとなった場合にあっては、次に掲げる事項
- (c) in the case of falling under Article 29-4, paragraph (1), item (iii) of the Act (excluding the part pertaining to the Major Employees), the following matters:
- (1) 該当することとなった者の氏名
  - 1. the name of the person that has come to fall under that provision;
  - (2) 当該者が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の審判又は保佐開始の審判を受けた年月日
  - 2. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, the day when such person became subject to the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;
  - (3) 当該者が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定を受けた年月日
  - 3. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when such person became subject to the order for the commencement of bankruptcy proceedings;
  - (4) 当該者が法第二十九条の四第一項第二号ハ又はハに該当することとなった場合にあっては、刑の確定した年月日及び刑の種類
  - 4. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the punishment became final and binding, and the type of punishment;
  - (5) 当該者が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合にあっては、取り消され、又は命ぜられた年月日及び理由
  - 5. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons therefor;
  - (6) 当該者が法第二十九条の四第一項第二号ヘ又はトに該当することとなった場合にあっては、行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七（法第六十条の十四第二項において準用する場合を含む。次号において同じ。）、第六十三条の二第二項、第三項（法第六十三条の三第二項において準用する場合を含む。次号において同じ。）若しくは第四項、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由

6. in cases when the person falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act, and the date of and reason for the notification under Article 50-2, paragraph (1) of the Act, Article 60-7 of the Act (including cases when it is applied mutandis pursuant to Article 60-14, paragraph (2) of the Act; the same applies in the following item), Article 63-2, paragraph (2) of the Act, Article 63-2, paragraph (3) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act; the same applies in the following item), Article 63-2, paragraph (4) of the Act, Article 66-19, paragraph (1) of the Act, Article 66-40, paragraph (1) of the Act or Article 66-61, paragraph (1) of the Act;

(7) 当該者が法第二十九条の四第一項第二号チに該当することとなった場合にあっては、解任又は解職を命ぜられた年月日及び理由

7. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act, the date when a dismissal or removal was ordered and the reasons therefor;

四 前条第二号に該当する場合 次に掲げる事項

(iv) the cases falling under item (ii) of the preceding Article: the following matters:

イ 法第二十九条の四第一項第二号イからリまでのいずれかに該当することとなった役員又は重要な使用人の氏名又は名称

(a) the name of the Officer or Major Employees that have come to fall under any of Article 29-4, paragraph (1), item (ii), (a) through (i) of the Act;

ロ 当該役員又は重要な使用人が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の審判又は保佐開始の審判を受けた年月日

(b) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, the date when the Officer or Major Employee became subject to an ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

ハ 当該役員又は重要な使用人が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定を受けた年月日

(c) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when the Officer or Major Employee became subject to the order for the commencement of bankruptcy proceedings;

ニ 当該役員又は重要な使用人が法第二十九条の四第一項第二号ハ又はリに該当することとなった場合にあっては、刑の確定した年月日及び刑の種類

(d) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the



punishment became final and binding, and the type of punishment;

ホ 当該役員又は重要な使用人が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合にあっては、取り消され、又は命ぜられた年月日及び理由

(e) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons therefor;

ヘ 当該役員又は重要な使用人が法第二十九条の四第一項第二号へ又はトに該当することとなった場合にあっては、行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七、第六十三条の二第二項から第四項まで、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由

(f) in cases when the Officer or Major Employee falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act and the date of and reason for the notification under Article 50-2, paragraph (1), Article 60-7, Article 63-2, paragraphs (2) through (4), Article 66-19, paragraph (1), Article 66-40, paragraph (1) or Article 66-61, paragraph (1) of the Act;

ト 当該役員又は重要な使用人が法第二十九条の四第一項第二号チに該当することとなった場合にあっては、解任又は解職を命ぜられた年月日及び理由

(g) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act, the date when a dismissal or removal was ordered and the reasons therefor;

五 前条第三号に該当する場合 次に掲げる事項

(v) the cases falling under item (iii) of the preceding Article: the following matters:

イ 変更の内容及び理由

(a) the particulars and reasons for the change; and

ロ 変更の年月日

(b) the date of change;

六 前条第四号に該当する場合 次に掲げる事項

(vi) the cases falling under item (iv) of the preceding Article: the following matters:

イ 事故等が発生した営業所又は事務所の名称

(a) the name of the business office or other office where an act against the laws and regulations, etc. occurred;

ロ 事故等を惹起した役職員の氏名又は名称及び役職名

(b) affiliation, name, and title of the Officer or employee that caused the Problematic Conduct, etc.; and

ハ 事故等の概要

(c) outline of the Problematic Conduct, etc.;

七 前条第五号に該当する場合 次に掲げる事項

(vii) in cases falling under item (v) of the preceding Article: the following matters:

イ 事故等が発生した営業所又は事務所の名称

(a) the name of the business office or other office if an act against the laws and regulations, etc. occurred;

ロ 事故等を惹起した役職員の氏名又は名称及び役職名

(b) affiliation, name, and title of the Officer or employee that caused the Problematic Conduct, etc.;

ハ 事故等の詳細

(c) details of the Problematic Conduct, etc.; and

ニ 社内処分を行った場合はその内容

(d) in cases when any internal action has been taken, the details thereof;

八 前条第六号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに掲げる事項

(viii) in the case of falling under item (vi) of the preceding Article: the matters specified in the following (a) and (b) in accordance with the categories of cases specified in those (a) and (b):

イ 訴訟又は調停の当事者となった場合にあっては、次に掲げる事項

(a) in cases when it has become the party to a suit or conciliation: the following matters:

(1) 訴訟又は調停の当事者の氏名又は名称及び住所

1. the name and address of the party of the suit or conciliation;

(2) 訴訟の提起又は調停の申立てが行われた年月日

2. the day when the action or conciliation was filed;

(3) 管轄裁判所名

3. the name of the court with jurisdiction; and

(4) 事件の内容

4. the details of the case;

ロ 訴訟又は調停が終結した場合にあっては、次に掲げる事項

(b) in cases when the action or conciliation has been concluded, the following matters:

(1) 訴訟又は調停の当事者の氏名又は名称及び住所

1. the name and address of the party of the suit or conciliation;

(2) 訴訟又は調停が終結した年月日

2. the day when the action or conciliation was concluded; and

(3) 判決又は和解の内容

3. the details of the judgment or settlement;

九 前条第七号に該当する場合 次に掲げる事項

(ix) the cases falling under item (vii) of the preceding Article: the following matters:

イ 不利益処分の内容

(a) the details of the adverse disposition; and

ロ 不利益処分を受けた年月日及び理由

(b) the date when the Financial Instruments Business Operator, etc. came to be subject to the adverse disposition and the reasons therefor.

2 前項の届出書は、英語で記載することができる。

(2) The written notification set forth in the preceding paragraph may be prepared in English.

(特例業務届出者の廃業等の届出書に添付すべき書類)

(Documents to Be Attached to Written Notification for Discontinuation of Business by a Person Notifying of Specially-Permitted Business)

第二百四十二条の二 法第六十三条の二第三項の規定により届出を行う特例業務届出者は、前条第一項に規定する事項を記載した届出書に、次の各号に掲げる場合の区分に該当する場合には、当該各号に定める書類を添付しなければならない。

Article 242-2 (1) In cases of falling under any of the categories of the cases listed in the following items, a Person Notifying of Specially-Permitted Business which files a notification under Article 63-2, paragraph (3) of the Act must attach the document specified in the relevant item to the written notification stating the matters prescribed in paragraph (1) of the preceding Article:

一 第二百四十一条の二第一号に該当する場合 次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに掲げる書類

(i) in the case of falling under Article 241-2, item (i): the matters specified in the following (a) through (c) in accordance with the categories of cases listed in those (a) through (c):

イ 特例業務届出者が法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）に該当することとなった場合にあっては、次に掲げる書類

(a) in cases when a Person Notifying of Specially-Permitted Business has come to fall under Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act), the following documents:

(1) 取消し又は廃止を命ずる書面の写し又はこれに代わる書面

1. a copy of the written order for rescission or discontinuation, or any other document in lieu thereof; and

(2) 当該外国の法令及びその訳文

2. a copy of the laws and regulations of the foreign state and the Japanese translation thereof;

ロ 特例業務届出者が法第二十九条の四第一項第一号ハに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面

(b) in cases when a Person Notifying of Specially-Permitted Business has come to fall under Article 29-4, paragraph (1), item (i), (c) of the Act, a copy

of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

ハ 特例業務届出者が法第二十九条の四第一項第三号に該当することとなった場合にあっては、次に掲げる書類

(c) in cases when a Person Notifying of Specially-Permitted Business has come to fall under Article 29-4, paragraph (1), item (iii) of the Act, the following documents:

(1) 当該特例業務届出者が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面

1. in cases when the Person Notifying of Specially-Permitted Business has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

(2) 当該特例業務届出者が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

2. in cases when the Person Notifying of Specially-Permitted Business has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on an order for the commencement of bankruptcy proceedings, or the document stating the details of the order for the commencement of bankruptcy proceedings;

(3) 当該特例業務届出者が法第二十九条の四第一項第二号ハ又はリに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面

3. in cases when the Person Notifying of Specially-Permitted Business has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (g) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

(4) 当該特例業務届出者が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合で、外国において取り消され、又は命ぜられた場合にあっては、取消し又は廃止を命ずる書面の写し又はこれに代わる書面並びに取消し又は廃止の根拠となる外国の法令及びその訳文

4. in cases when the Person Notifying of Specially-Permitted Business has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, and if a rescission or order was effected in a foreign state, a copy of the written order for rescission or discontinuation of business or a document in lieu thereof, as well as a copy of the laws and regulations

of the foreign state which served as the basis of such rescission or discontinuation of business and the Japanese translation thereof;

二 第二百四十一条の二第二号に該当する場合 次に掲げる書類

(ii) the cases falling under Article 241-2, item (ii): the following documents:

イ 役員又は重要な使用人が法第二十九条の四第一項第二号イに該当することとなった場合にあつては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面

(a) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

ロ 役員又は重要な使用人が法第二十九条の四第一項第二号ロに該当することとなった場合にあつては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(b) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on an order for the commencement of bankruptcy proceedings, or the document stating the details of the order for the commencement of bankruptcy proceedings;

ハ 役員又は重要な使用人が法第二十九条の四第一項第二号ハ又はハに該当することとなった場合にあつては、確定判決の判決書の写し又は確定判決の内容を記載した書面

(c) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (g) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

ニ 役員又は重要な使用人が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合で、外国において取り消され、又は命ぜられた場合にあつては、取消し又は廃止の根拠となる外国の法令及びその訳文

(d) in cases when the Officer or Major Employee has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, and if a rescission or order was effected in a foreign state, a copy of the laws and regulations of the foreign state which served as the basis of such rescission or discontinuation of business and the Japanese translation thereof;

三 第二百四十一条の二第三号に該当する場合 変更後の定款

(iii) the cases falling under Article 241-2, item (iii): the following documents:  
and

四 第二百四十一条の二第七号に該当する場合 当該不利益処分を規定する外国の法令及びその訳文

(iv) the cases falling under Article 199, item (x): a copy of the laws and regulations of a foreign state which provides for the adverse disposition, and the Japanese translation thereof.

2 前項各号に掲げる書類は、英語で記載することができる。

(2) The documents under the items of the preceding paragraph may be prepared in English.

(特例業務届出者の解散の届出)

(Notification of Dissolution of a Person Notifying of Specially-Permitted Business)

第二百四十三条 法第六十三条の二第四項の規定により届出を行う者は、解散の年月日及び理由を記載した届出書を、当該届出に係る特例業務届出者が令第四十二条第二項の規定により金融庁長官の指定を受けた特例業務届出者の場合にあつては金融庁長官、それ以外の特例業務届出者の場合にあつては当該特例業務届出者の本店等の所在地を管轄する財務局長（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つては福岡財務支局長、国内に営業所又は事務所を有しない場合にあつては関東財務局長）に提出しなければならない。

Article 243 (1) A person that intends to file a notification under Article 63-2, paragraph (4) of the Act must submit a written notification stating the date of and reasons for the dissolution, to the Commissioner of the Financial Services Agency, in cases when the Person Notifying of Specially-Permitted Business regarding the notification is a one designated by the Commissioner of the Financial Services Agency under Article 42, paragraph (2) of the Order, or, to the Director-General of a Local Finance Bureau with jurisdiction over the location of the Head Office, etc. of the Person Notifying of Specially-Permitted Business (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof, or in cases when the person has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau), in the case of any other Person Notifying of Specially-Permitted Business.

2 前項の届出書は、英語で記載することができる。

(2) The written notification set forth in the preceding paragraph may be prepared in English.

(金融商品取引業者等による適格機関投資家等特例業務に係る届出事項)

(Matters to Be Notified by Financial Instruments Business Operator in Relation to Specially-Permitted Business for Qualified Institutional Investors)

第二百四十四条 法第六十三条の三第一項の規定により届出を行う金融商品取引業者等は、別紙様式第二十一号により作成した適格機関投資家等特例業務に関する届出書に、当該届出書の写しを添付して、所管金融庁長官等に提出しなければならない。

Article 244 (1) A Financial Instruments Business Operator, etc. which intends to file a written notification under Article 63-3, paragraph (1) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a notification on the Specially-Permitted Business for Qualified Institutional Investors, etc. prepared in accordance with Appended Form No. 21, attaching a copy thereof.

2 法第六十三条の三第一項に規定する内閣府令で定める事項は、第二百三十八条第一号から第三号までに掲げる事項とする。

(2) The matters provided for by Cabinet Office Order prescribed in Article 63-3, paragraph (1) of the Act are the matters specified in Article 238, items (i) through (iii).

3 第一項の届出書には、次の各号に掲げる書類を添付するものとする。

(3) The documents specified in the following items are to be attached to the written notification under paragraph (1):

一 法第六十三条第一項第一号に掲げる行為に係る業務を行う場合には、次に掲げる書類

(i) in cases when the applicant conducts the business pertaining to the acts specified in Article 63, paragraph (1), item (i) of the Act, the following documents:

イ 当該行為に係る出資対象事業持分を有することとなる適格機関投資家の全てが投資事業有限責任組合である場合には、次に掲げる事項を証する書面

(a) in cases when all of the Qualified Institutional Investors to hold the Equity in Invested Business pertaining to the act are Investment Limited Partnerships, a document certifying the following matters:

(1) 投資事業有限責任組合契約に基づき当該投資事業有限責任組合契約の相手方のために運用を行う金銭その他の財産の総額

1. the aggregate amount of money or other properties invested for the counterparties to the Limited Partnership Agreement for Investment in accordance with such agreement;

(2) 当該適格機関投資家の借入金の額

2. the amount of debt of the Qualified Institutional Investor;

ロ 次に掲げる事項を証する書面

(b) a document certifying the following matters:

(1) 当該行為に係る出資対象事業持分を有することとなる者が出資又は拠出をする金銭その他の財産の総額

1. the aggregate amount of money or other properties to be invested or paid by persons to hold the Equity in Invested Business pertaining to the act;

(2) 当該行為に係る出資対象事業持分を有することとなる者のうち、第二百三十四条の二第一項第二号に掲げる者が出資又は拠出をする金銭その他の財産の総額

2. the aggregate amount of money or other properties to be invested or paid by persons to hold the Equity in Invested Business pertaining to the act as specified in Article 134-2, paragraph (2), item (i);
- 二 法第六十三条第一項第二号に掲げる行為に係る業務を行う場合には、次に掲げる書類
- (ii) in cases when the applicant conducts the business pertaining to the acts specified in Article 63, paragraph (1), item (ii) of the Act, the following documents:
- イ 当該行為に係る出資対象事業持分を有する適格機関投資家の全てが投資事業有限責任組合である場合には、次に掲げる事項を証する書面
- (a) in cases when all of the Qualified Institutional Investors holding the Equity in Invested Business pertaining to the act are Investment Limited Partnerships, a document certifying the following matters:
- (1) 投資事業有限責任組合契約に基づき当該投資事業有限責任組合契約の相手方のために運用を行う金銭その他の財産の総額
1. the aggregate amount of money or other properties invested for the counterparties to the Limited Partnership Agreement for Investment in accordance with such agreement;
- (2) 当該適格機関投資家の借入金の額
2. the amount of debt of the Qualified Institutional Investor;
- ロ 次に掲げる事項を証する書面
- (b) a document certifying the following matters:
- (1) 当該行為に係る出資対象事業持分を有する者が出資又は拠出をする金銭その他の財産の総額
1. the aggregate amount of money or other properties to be invested or paid by a holder of the Equity in Invested Business pertaining to the act; and
- (2) 当該行為に係る出資対象事業持分を有する者のうち、第二百三十四条の二第二項第二号に掲げる者が出資又は拠出をする金銭その他の財産の総額
2. the aggregate amount of money or other properties to be invested or paid by a holder of the Equity in Invested Business pertaining to the act as specified in Article 134-2, paragraph (2), item (ii).

(金融商品取引業者等による適格機関投資家等特例業務に係る届出事項の変更の届出)

(Notification of Change in Notified Matters Pertaining to a Specially-Permitted Business for Qualified Institutional Investors by the Financial Instruments Business Operator)

第二百四十四条の二 法第六十三条の三第二項において準用する法第六十三条第八項の規定により届出を行う金融商品取引業者等は、変更の内容、変更年月日及び変更の理由を記載した届出書に、別紙様式第二十一号により作成した変更後の内容を記載した



書面及び当該書面の写しを添付して、所管金融庁長官等に提出しなければならない。

**Article 244-2** The Financial Instruments Business Operator, etc. making a notice pursuant to the provisions of Article 63, paragraph (3) of the Act as applied mutatis mutandis to Article 63-3, paragraph (2) of the Act must attach a document stating the content after the change prepared in accordance with Appended Form No. 21 and a copy of the document to a written notification stating the content of change, date of change, and reasons for the change, and submit it to the Commissioner of Financial Services Agency or Other Competent Official.

(金融商品取引業者等による適格機関投資家等特例業務に該当しなくなった場合の届出)

**(Notification to Be Filed by Financial Instruments Business Operator in Case of Exclusion from Category of Specially-Permitted Business for Qualified Institutional Investors)**

第二百四十五条 法第六十三条の三第二項において準用する法第六十三条第十三項の規定により届出を行う金融商品取引業者等は、その旨、該当しなくなった年月日及び該当しなくなった理由を記載した届出書を、所管金融庁長官等に提出しなければならない。

**Article 245** A Financial Instruments Business Operator, etc. which files a notification pursuant to Article 63, paragraph (13) as applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification stating such fact, the date when its business no longer falls under the Specially-Permitted Business for Qualified Institutional Investors, etc. and the reasons therefor.

(金融商品取引業者等による適格機関投資家等特例業務の廃止等の届出)

**(Notification by Financial Instruments Business Operator in Relation to the Discontinuation of a Specially-Permitted Business for Qualified Institutional Investors)**

第二百四十六条 法第六十三条の三第二項において準用する法第六十三条の二第三項の規定により届出を行う金融商品取引業者等は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を所管金融庁長官等に提出しなければならない。

**Article 246** A Financial Instruments Business Operator, etc. which intends to file a notification under Article 63-2, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act must submit to the Commissioner of Financial Services Agency or Other Competent Official a written notification stating the matters prescribed in the following items, in accordance with the categories of the cases set forth respectively

therein:

一 法第六十三条の三第二項において準用する法第六十三条の二第三項第一号に該当する場合 休止の期間又は再開の年月日及び休止又は再開の理由

(i) the cases falling under Article 63-2, paragraph (3), item (i) of the Act as applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act: the period of suspension or date of resumption, and the reasons for such suspension or resumption;

二 法第六十三条の三第二項において準用する法第六十三条の二第三項第二号に該当する場合 廃止の年月日及び理由

(ii) the cases falling under Article 63-2, paragraph (3), item (ii) of the Act as applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act: the date of and reasons for the discontinuation; and

三 法第六十三条の三第二項において準用する法第六十三条の二第三項第三号に該当する場合 次のイからニまでに掲げる場合の区分に応じ、当該イからニまでに定める事項

(iii) in the case of falling under Article 73-2, paragraph (3), item (iii): the documents specified in the following (a) through (d) in accordance with the categories of cases listed in those (a) through (d):

イ 第二百四十一条の二第四号に該当する場合 次に掲げる事項

(a) the cases falling under Article 241-2, item (iv): the following documents:

(1) 役職員に法令等に反する行為（適格機関投資家等特例業務に係るものに限る。以下この号において「事故等」という。）が発生した営業所又は事務所の名称

1. the name of the business office or other office if the Officers and employees committed an act in breach of the Laws and Regulations, etc. (limited to an act pertaining to Specially-Permitted Business for Qualified Institutional Investors, etc.; hereinafter referred to as "Problematic Conduct, etc." in this item);

(2) 事故等を惹起した役職員の氏名又は名称及び役職名

2. affiliation, name, and title of the Officer or employee that caused the Problematic Conduct, etc.; and

(3) 事故等の概要

3. outline of the Problematic Conduct, etc.;

ロ 第二百四十一条の二第五号に該当する場合 次に掲げる事項

(b) the cases falling under Article 241-2, item (v): the following matters:

(1) 事故等が発生した営業所又は事務所の名称

1. the name of the business office or other office if the Problematic Conduct, etc. occurred;

(2) 事故等を惹起した役職員の氏名又は名称及び役職名

2. affiliation, name, and title of the Officer or employee that caused the Problematic Conduct, etc.; and

- (3) 事故等の詳細
- 3. details of the Problematic Conduct, etc.; and
- (4) 社内処分を行った場合はその内容
- 4. in cases when any internal action has been taken, the details thereof;
- ハ 第二百四十一条の二第六号に該当する場合であつて、訴訟又は調停（適格機関投資家等特例業務に係るものに限る。以下この号において同じ。）の当事者となった場合 次に掲げる事項
- (c) if Article 241-2, item (vi) applies, the Financial Instruments Business Operator has become a party to any action or conciliation (limited to an action or conciliation pertaining to Specially-Permitted Business for Qualified Institutional Investors, etc.; hereinafter the same applies in this item): the following matters:
  - (1) 訴訟又は調停の当事者の氏名又は名称及び住所
  - 1. the name and address of the party of the suit or conciliation;
  - (2) 訴訟の提起又は調停の申立てが行われた年月日
  - 2. the day when the action or conciliation was filed;
  - (3) 管轄裁判所名
  - 3. the name of the court with jurisdiction; and
  - (4) 事件の内容
  - 4. the details of the case;
- ニ 第二百四十一条の二第六号に該当する場合であつて、訴訟又は調停が終結した場合 次に掲げる事項
- (d) if Article 241-2, item (vi) applies and such action or conciliation has been concluded: the following matters:
  - (1) 訴訟又は調停の当事者の氏名又は名称及び住所
  - 1. the name and address of the party of the suit or conciliation;
  - (2) 訴訟又は調停が終結した年月日
  - 2. the day when the action or conciliation was concluded; and
  - (3) 判決又は和解の内容
  - 3. the details of the judgment or settlement.

(業務に関する帳簿書類)

(Books and Documents Related to Business Affairs)

第二百四十六条の二 法第六十三条の四第一項（法第六十三条の三第二項において準用する場合を含む。）の規定により特例業務届出者又は金融商品取引業者等が作成すべき帳簿書類は、次に掲げるものとする。

Article 246-2 (1) The books and documents to be prepared by a Person Notifying of Specially-Permitted Business or Financial Instruments Business Operator, etc. pursuant to Article 63-4, paragraph (1) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act) are as follows:

一 第一百五十七条第一項第一号イ（１）から（４）まで及びニ並びに第二号イに掲げる帳簿書類

(i) the books and documents specified in Article 157, paragraph (1), item (i), (a), 1. through 4. and (d), and Article 157, item (ii), (a);

二 法第六十三条第一項第一号に掲げる行為に係る業務を行う者であるときは、第一百五十七条第一項第七号及び第九号に掲げる帳簿書類

(ii) in cases of a person conducting the business pertaining to the act specified in Article 63, paragraph (1), item (i) of the Act, the books and documents specified in Article 157, paragraph (1), items (vii) and (ix); and

三 法第六十三条第一項第二号に掲げる行為に係る業務を行う者であるときは、第一百五十七条第一項第十七号イからハまでに掲げる帳簿書類

(iii) in cases of a person conducting the business pertaining to the act specified in Article 63, paragraph (1), item (ii) of the Act, the books and documents specified in Article 157, paragraph (1), items (xvii), (a) through (c).

2 前項各号に掲げる帳簿書類は、英語で記載することができる。

(2) The books and documents under the items of the preceding paragraph may be prepared in English.

3 第一項第一号に掲げる帳簿書類はその作成の日（第一百五十七条第一項第二号イに掲げる帳簿書類にあっては、その効力を失った日）から五年間、第一項第二号及び第三号に掲げる帳簿書類はその作成の日（同条第一項第十七号イに掲げる帳簿書類にあっては、その契約その他の法律行為に係る業務の終了の日）から十年間保存しなければならない。

(3) The books and documents specified in paragraph (1), item (i) must be kept for five years from the day of preparation thereof (in the case of the books and documents specified in Article 157, paragraph (1), item (ii), (a), from the day when such documents cease to be in effect), and the books and documents specified in paragraph (1), items (ii) and (iii) for ten years from the day of preparation thereof (in the case of the books and documents specified in Article 157, paragraph (1), item (xvii), (a), from the day of termination of the business pertaining to the contract or any other juridical act).

（事業報告書）

**(Business Report)**

第二百四十六条の三 法第六十三条の四第二項（法第六十三条の三第二項において準用する場合を含む。）の規定により特例業務届出者又は金融商品取引業者等が提出する事業報告書は、別紙様式第二十一号の二により作成しなければならない。

Article 246-3 (1) A Business Report to be submitted by a Person Notifying of Specially-Permitted Business or a Financial Instruments Business Operator, etc. pursuant to Article 63-4, paragraph (2) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act) must be prepared using Appended Form 21-2.

2 前項の事業報告書（特例業務届出者に係るものに限る。）は、別紙様式第二十一号の二に準じて英語で作成することができる。

(2) The Business Report under the preceding paragraph (limited to a report pertaining to a Person Notifying of Specially-Permitted Business) may be prepared in English in accordance with Appended Form 21-2.

3 特例業務届出者（会社に限る。）は、第一項の事業報告書を作成する場合には、一般に公正妥当と認められる企業会計の慣行、指定国際会計基準又は修正国際基準（当該特例業務届出者が外国会社である場合にあっては、その主たる営業所若しくは事務所又は適格機関投資家等特例業務を行う営業所若しくは事務所の所在するいずれかの外国における公正妥当な企業会計の慣行を含む。）に従うものとする。

(3) When a Person Notifying of Specially-Permitted Business (limited to a company) prepares a Business Report under paragraph (1), it is to be subject to the corporate accounting practices that are generally accepted as fair and appropriate, the Designated International Accounting Standards or Japan's Modified International Standards (in cases when the Person Notifying of Specially-Permitted Business is a foreign company, including fair and appropriate corporate accounting practices of a foreign state where its principal business office or other office or the business office or other office for Specially-Permitted Business for Qualified Institutional Investors, etc. is located).

4 特例業務届出者（会社を除く。）は、第一項の事業報告書を作成する場合には、一般に公正妥当と認められる会計の慣行（当該特例業務届出者が外国に住所を有する個人である場合にあっては、その主たる営業所若しくは事務所又は適格機関投資家等特例業務を行う営業所若しくは事務所の所在するいずれかの外国における公正妥当な会計の慣行を含む。）に従うものとする。

(4) When a Person Notifying of Specially-Permitted Business (excluding a company) prepares a business report under paragraph (1), it is to be subject to the accounting practices that are generally accepted as being fair and appropriate (in cases when the Person Notifying of Specially-Permitted Business is an individual domiciled in a foreign company, including fair and appropriate accounting practices of a foreign state where its principal business office or other office or the business office or other office for Specially-Permitted Business for Qualified Institutional Investors, etc. is located).

5 適格機関投資家等特例業務を行う金融商品取引業者（会社に限り、法第六十三条第一項各号の行為を業として行うことについて法第二十九条又は第三十三条の二の登録を受けている者を除く。）は、第一項の事業報告書を作成する場合には、一般に公正妥当と認められる企業会計の慣行に従うものとする。

(5) When Specially-Permitted Business for Qualified Institutional Investors, etc. (limited to companies, but excluding those registered under Article 29 or Article 33-2 of the Act for conducting the acts under the items of Article 63, paragraph (1) of the Act in the course of trade) prepares a Business Report

under paragraph (1), it is to be subject to accounting standards generally accepted as fair and appropriate.

- 6 適格機関投資家等特例業務を行う金融商品取引業者（会社及び法第六十三条第一項各号の行為を業として行うことについて法第二十九条又は第三十三条の二の登録を受けている者を除く。）は、第一項の事業報告書を作成する場合には、一般に公正妥当と認められる会計の慣行に従うものとする。

(6) When a Financial Instruments Business Operator conducting Specially-Permitted Business for Qualified Institutional Investors, etc. (excluding companies and those registered under Article 29 or Article 33-2 of the Act for conducting the acts under the items of Article 63, paragraph (1) of the Act in the course of trade) prepares a Business Report under paragraph (1), it is to be subject to accounting standards generally accepted as fair and appropriate.

（事業報告書の提出期限の承認の手続等）

(Procedures for Obtaining Approval on Time Limits for the Submission of Business Reports)

第二百四十六条の四 外国法人又は外国に住所を有する個人である特例業務届出者又は金融商品取引業者等（以下この条及び第二百四十六条の六において「外国法人等である特例業務届出者等」という。）は、令第十七条の十三の三ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を特例業務届出者にあつては特例業務届出所管金融庁長官等、金融商品取引業者等にあつては所管金融庁長官等に提出しなければならない。

Article 246-4 (1) When a Person Notifying of Specially-Permitted Business or Financial Instruments Business Operator, etc. which is a foreign corporation or an individual domiciled in a foreign state (hereinafter referred to as "Person Notifying of Specially-Permitted Business Which is Foreign Judicial Person, etc." in this Article and Article 246-6 intends to obtain an approval under the proviso to Article 17-13-3 of the Order, it must submit a written application for approval stating the following particulars to the Competent Commissioner of the Financial Services Agency or Other Competent Official for Specially-Permitted Business in the case of a Person Notifying of Specially-Permitted Business or to the Commissioner of the Financial Services Agency or Other Competent Official in the case of a Financial Instruments Business Operator, etc.:

一 商号、名称又は氏名

(i) the trade name or name;

二 法第六十三条第二項又は第六十三条の三第一項の規定による届出の年月日

(ii) the date of notification under Article 63, paragraph (2) of the Act or Article 63-3, paragraph (1);

三 事業報告書の提出に関し当該承認を受けようとする期間

(iii) the period for which the approval is sought in relation to the submission of

the Business Report;

四 事業報告書に係る事業年度終了の日

(iv) the last day of the business year pertaining to the Business Report; and

五 事業報告書の提出に関し当該承認を必要とする理由

(v) the reasons for seeking the approval with regard to the submission of the Business Report.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application specified in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された外国法人等である特例業務届出者等の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) a document evidencing that the representative of the Person Notifying of Specially-Permitted Business which is Foreign Corporation, etc. as stated in the written application for approval is a person that has been duly authorized to submit such written application for approval; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to laws and regulations or practices as specified in the written application for approval, as well as copies of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

3 特例業務届出所管金融庁長官等又は所管金融庁長官等は、第一項の承認の申請があった場合において、外国法人等である特例業務届出者等が、その本国の法令又は慣行により、その事業年度経過後三月以内に事業報告書を提出することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後三月以内（直前事業年度に係る事業報告書の提出に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前事業年度）から当該申請に係る同項第五号に規定する理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る事業報告書について、承認をするものとする。

(3) In cases when the application for approval under paragraph (1) was filed, and if it is found that impossible for the Person Notifying of Specially-Permitted Business Which is Foreign Corporation, etc. to submit the Business Report within three months after the end of the business year due to the laws and regulations or practices of its own state, the Competent Director-General of Local Finance Bureau, etc. for Specially-Permitted Business or the Commissioner of the Financial Services Agency or Other Competent Official is

to grant an approval with regard to the Business Report covering the business year containing the day of the filing of such application (in cases when such day falls within three months from the commencement of the business year (in cases when the approval has been granted with regard to the submission of a Business Report covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) through the business year immediately preceding the business year containing the day when the reason specified in item (v) of that paragraph for which the application was filed would be extinguished or changed.

- 4 前項の承認は、同項の外国法人等である特例業務届出者等が毎事業年度経過後三月以内に次に掲げる事項を記載した書類を特例業務届出者にあつては特例業務届出所管金融庁長官等、金融商品取引業者等にあつては所管金融庁長官等に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval specified in the preceding paragraph is to be granted on the condition that the Person Notifying of Specially-Permitted Business, etc. Which is Foreign Corporation, etc. as specified in that paragraph submits the documents stating the following particulars to the Competent Commissioner of the Financial Services Agency or Other Competent Official for Specially-Permitted Business in the case of a Person Notifying of Specially-Permitted Business, or to the Commissioner of the Financial Services Agency or Other Competent Official in the case of a Financial Instruments Business Operator, etc., within three months after the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to that stated in any document already submitted within five years prior to the submission of those documents, the statement of such matters may be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) that the reasons for application for which approval was sought have not been extinguished or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert referring to the matters specified in the preceding item, as well as the copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

- 5 第一項の承認申請書、第二項各号に掲げる書類及び前項の書類（特例業務届出者に係るものに限る。）は、英語で記載することができる。

(5) The written application for approval under paragraph (1), the documents specified in the items of paragraph (2) and the documents under the preceding



paragraph (limited to those pertaining to a Person Notifying of Specially-Permitted Business) may be prepared in English.

(説明書類の縦覧)

**(Public Inspection of Explanatory Documents)**

第二百四十六条の五 法第六十三条の四第三項（法第六十三条の三第二項において準用する場合を含む。以下この条において同じ。）の規定により特例業務届出者又は金融商品取引業者等は、別紙様式第二十一号の三により作成した説明書類又は第二百四十六条の三第一項の事業報告書の写しを主たる営業所若しくは事務所及び適格機関投資家等特例業務を行う全ての営業所若しくは事務所に備え置く方法その他の方法により法第六十三条の四第三項の説明書類を公衆の縦覧に供し、又はインターネットの利用その他の方法により、投資者が常に容易に閲覧することができるよう公表しなければならない。

Article 246-5 (1) Pursuant to the provisions of Article 63-4, paragraph (3) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act; hereinafter the same applies in this Article), a Person Notifying of Specially-Permitted Business or Financial Instruments Business Operator, etc. must make available for public inspection the explanatory documents under Article 63-4, paragraph (3) of the Act by means of keeping the copies of the explanatory documents prepared using Appended Form 21-3 or the business report under Article 246-3, paragraph (1) at its principal office or other office and all business offices or offices for Specially-Permitted Business for Qualified Institutional Investors, etc. or other means, or publicize such information by the use of the internet or other means so as to allow easy access by the investors.

2 前項の説明書類（特例業務届出者に係るものに限る。）は、別紙様式第二十一号の三に準じて英語で作成することができる。

(2) The explanatory documents under the preceding paragraph (limited to a document pertaining to a Person Notifying of Specially-Permitted Business) may be prepared in English in accordance with Appended Form 21-3.

3 法第六十三条の四第三項に規定する内閣府令で定めるものは、別紙様式第二十一号の三又は第二百四十六条の三第一項の事業報告書に記載されている事項とする。

(3) The matters to be specified by Cabinet Office Order as referred to in Article 63-4, paragraph (3) of the Act are the matters specified in Appended Form 21-3 or a Business Report under Article 246-3, paragraph (1).

(説明書類の縦覧期限の承認の手續等)

**(Procedures for Obtaining Approval on Period of Public Inspection of Explanatory Documents)**

第二百四十六条の六 外国法人等である特例業務届出者等は、令第十七条の十三の四ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を特例

業務届出者にあつては特例業務届出所管金融庁長官等、金融商品取引業者等にあつては所管金融庁長官等に提出しなければならない。

**Article 246-6 (1) When a Person Notifying of Specially-Permitted Business**

Which is a Foreign Corporation, etc. intends to obtain an approval under the proviso to Article 17-13-4 of the Order, it must submit a written application for approval stating the following particulars to the Competent Commissioner of the Financial Services Agency or Other Competent Official for Specially-Permitted Business in the case of a Person Notifying of Specially-Permitted Business or to the Commissioner of the Financial Services Agency or Other Competent Official in the case of a Financial Instruments Business Operator, etc.:

一 商号、名称又は氏名

(i) the trade name or name;

二 法第六十三条第二項又は第六十三条の三第一項の規定による届出の年月日

(ii) the date of notification under Article 63, paragraph (2) of the Act or Article 63-3, paragraph (1);

三 説明書類の縦覧に関し当該承認を受けようとする期間

(iii) the period for which the approval is sought in relation to the inspection of the explanatory documents;

四 説明書類に係る事業年度終了の日

(iv) the last day of the business year pertaining to the explanatory documents; and

五 説明書類の縦覧に関し当該承認を必要とする理由

(v) the reasons for seeking the approval with regard to the inspection of the explanatory documents.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application specified in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された外国法人等である特例業務届出者等の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) a document evidencing that the representative of the Person Notifying of Specially-Permitted Business Which is a Foreign Corporation, etc. as stated in the written application for approval is a person that has been duly authorized to submit such written application for approval; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to laws and regulations or practices as

specified in the written application for approval, as well as copies of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

- 3 特例業務届出所管金融庁長官等又は所管金融庁長官等は、第一項の承認の申請があった場合において、外国法人等である特例業務届出者等が、その本国の法令又は慣行により、その事業年度経過後四月を経過した日から説明書類を備え置き、公衆の縦覧に供することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後四月以内（直前事業年度に係る説明書類の縦覧に関して当該承認を受けている場合にあつては、当該承認を受けた期間内）の日である場合にあつては、その直前事業年度）から当該申請に係る同項第五号に規定する理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る説明書類について、承認をするものとする。

(3) In cases when the application for approval specified in paragraph (1) was filed, and if it is found that impossible for the Person Notifying of Specially-Permitted Business Which is a Foreign Corporation, etc. to make the explanatory document available for public inspection within four months after the end of the business year due to the laws and regulations or practices of its own state, the Competent Director-General of Local Finance Bureau, etc. for Specially-Permitted Business or the Commissioner of the Financial Services Agency or Other Competent Official is to grant an approval with regard to the explanatory document covering the business year containing the day of the filing of such application (in cases when such day falls within four months from the commencement of the business year (in cases when the approval has been granted with regard to the inspection of an explanatory document covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) through the business year immediately preceding the business year containing the day when the reason specified in item (v) of that paragraph for which the application was filed would be extinguished or changed.

- 4 前項の承認は、同項の外国法人等である特例業務届出者等が毎事業年度経過後四月以内に次に掲げる事項を記載した書類を特例業務届出者にあつては特例業務届出所管金融庁長官等、金融商品取引業者等にあつては所管金融庁長官等に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval specified in the preceding paragraph is to be granted on the condition that the Person Notifying of Specially-Permitted Business, etc. Which is a Foreign Corporation, etc. as specified in that paragraph submits the documents stating the following particulars to the Competent Commissioner of the Financial Services Agency or Other Competent Official for Specially-Permitted Business in the case of a Person Notifying of Specially-Permitted

Business or to the Commissioner of the Financial Services Agency or Other Competent Official in the case of a Financial Instruments Business Operator, etc., within four months after the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to that stated in any document already submitted within five years prior to the submission of those documents, the statement of such matters may be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) that the reasons for application for which approval was sought have not been extinguished or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert referring to the matters specified in the preceding item, as well as the copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

5 第一項の承認申請書、第二項各号に掲げる書類及び前項の書類（特例業務届出者に係るものに限る。）は、英語で記載することができる。

(5) The written application for approval under paragraph (1), the documents specified in the items of paragraph (2) and the documents under the preceding paragraph (limited to those pertaining to a Person Notifying of Specially-Permitted Business) may be prepared in English.

（監督処分のお知らせ）

(Public Notice of Supervisory Disposition)

第二百四十六条の七 法第六十三条の五第六項の規定による公告は、官報により行うものとする。

Article 246-7 The public notice prescribed in Article 63-5, paragraph (6) of the Act is to be given by means of publication in the Official Gazette.

## 第七節 外務員

### Section 7 Sales Representatives

（外務員登録原簿の記載事項）

(Matters to Be Entered into Registry of Sales Representatives)

第二百四十七条 法第六十四条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 247 The matters to be specified by Cabinet Office Order as referred to in Article 64, paragraph (1) of the Act are as follows:

一 登録申請者の商号、名称又は氏名

(i) the trade name or name of the applicant for registration; and

二 外務員についての次に掲げる事項

(ii) the following matters with regard to the Sales Representatives:

イ 役員（外国法人にあっては、国内における営業所若しくは事務所に駐在する役員（取締役、会計参与、監査役及び執行役又はこれらに類する役職にある者を含む。））又は使用人の別

(a) whether the Sales Representative is an Officer (in the case of a foreign corporation, meaning an officer stationed at a business office or any other office in Japan (including a director, accounting advisor, company auditor or executive officer, or a person that holds any position equivalent thereto)) or employee; and

ロ 法第六十四条の五第一項の規定により職務の停止を命ぜられたときは、その処分の日、理由及び期間

(b) in cases when any Sales Representative has been ordered to suspend business pursuant to the provisions of Article 64-5, paragraph (1) of the Act, the day and period of and reasons for such disposition.

（外務員登録原簿を備える場所）

(Place to Be Equipped with Registry of Sales Representatives)

第二百四十八条 法第六十四条第一項に規定する内閣府令で定める場所は、財務局又は福岡財務支局（法第六十四条の七第一項又は第二項の規定により、登録事務（同条第一項に規定する登録事務をいう。以下同じ。）を協会（同項に規定する協会をいう。以下同じ。））に行わせることとする金融商品取引業者等の外務員に係る登録原簿については、当該協会）とする。

Article 248 The place to be specified by Cabinet Office Order as referred to in Article 64, paragraph (1) of the Act is a local finance bureau or the Fukuoka Local Finance Branch Bureau (with regard to the registry pertaining to the Sales Representatives of the Financial Instruments Business Operator, etc. which designates an Association to handle the Registration Works (meaning the Registration Works prescribed in Article 64-7, paragraph (1) of the Act; the same applies hereinafter) pursuant to the provisions of Article 64-7, paragraph (1) or (2) of the Act, such Association).

（登録の申請）

(Application for Registration)

第二百四十九条 法第六十四条第一項の登録を受けようとする金融商品取引業者等は、別紙様式第二十二号により作成した同条第三項の登録申請書に、当該登録申請書の写し及び同条第四項の規定により当該登録申請書に添付すべき書類を添付して、管轄財務局長等に提出しなければならない。

Article 249 A Financial Instruments Business Operator, etc. which intends to obtain a registration under Article 64, paragraph (1) of the Act must submit to the Competent Director-General of Local Finance Bureau, etc. a written

application for registration under paragraph (3) of that Article prepared in accordance with Appended Form No. 22, attaching a copy thereof and the documents to be attached thereto pursuant to the provisions of paragraph (4) of that Article.

(登録申請書の記載事項)

(Matters to Be Specified in a Written Application for Registration)

第二百五十条 法第六十四条第三項第四号に規定する内閣府令で定める事項は、登録の申請に係る外務員についての金融商品取引業を行ったことの有無及び金融商品取引業を行ったことのある者については、その行った期間とする。

Article 250 The matters to be specified by Cabinet Office Order as referred to in Article 64, paragraph (3), item (iv) of the Act are information as to whether the Sales Representative regarding the application for registration has conducted any Financial Instruments Business, and, with regard to Sales Representatives which has conducted any Financial Instruments Business, the period of conducting such business.

(登録申請書の添付書類)

(Documents to Be Attached to a Written Application for Registration)

第二百五十一条 法第六十四条第四項に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 251 The documents to be specified by Cabinet Office Order as referred to in Article 64, paragraph (4) of the Act are as follows:

一 登録の申請に係る外務員の住民票の抄本又はこれに代わる書面

(i) the extracts of the certificates of residence of Sales Representatives regarding the application for registration, or any other document in lieu thereof; and

二 登録の申請に係る外務員が法第六十四条の二第一項各号のいずれにも該当しない者であることを申請者及び当該外務員が誓約する書面

(ii) the documents in which the applicant and the Sales Representative regarding the application for registration pledge that such Sales Representative does not fall under any of the items of Article 64-2, paragraph (1) of the Act.

(登録事項の変更等の届出)

(Notification of Changes to Registered Matters)

第二百五十二条 法第六十四条の四第一号の規定により届出を行う金融商品取引業者等は、別紙様式第二十三号により作成した変更届出書を管轄財務局長等に提出しなければならない。

Article 252 (1) A Financial Instruments Business Operator, etc. which intends to file a notification under Article 64-4, item (i) of the Act must submit to the

Competent Director-General of Local Finance Bureau, etc. a written notification of change prepared in accordance with Appended Form No. 23.

2 法第六十四条の四第二号又は第三号の規定により届出を行う金融商品取引業者等は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を管轄財務局長等に提出しなければならない。

(2) A Financial Instruments Business Operator, etc. which intends to file a notification under Article 64-4, item (ii) or (iii) of the Act must submit to the Competent Director-General of Local Finance Bureau, etc. a written notification stating the matters listed in the following items, in accordance with the categories of the cases set forth respectively therein:

一 法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号イに該当することとなった場合に限る。） 次に掲げる事項

(i) the case falling under Article 64-4, item (ii) of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act): the following matters:

イ 該当することとなった者の氏名

(a) the name of the Sales Representative that has come to fall under such provision; and

ロ 後見開始の審判又は保佐開始の審判を受けた年月日

(b) the day when the Sales Representative became subject to a ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

二 法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号ロに該当することとなった場合に限る。） 次に掲げる事項

(ii) the case falling under Article 64-4, item (ii) of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act): the following matters:

イ 該当することとなった者の氏名

(a) the name of the Sales Representative that has come to fall under such provision; and

ロ 破産手続開始の決定を受けた年月日

(b) the day when the Sales Representative became subject to the order for the commencement of bankruptcy proceedings;

三 法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号ハ又はリに該当することとなった場合に限る。） 次に掲げる事項

(iii) the case falling under Article 64-4, item (ii) of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act): the following matters:

イ 該当することとなった者の氏名

(a) the name of the Sales Representative that has come to fall under such provision; and

- ロ 刑の確定した年月日及び刑の種類
- (b) the day when the punishment became final and binding, and the type of punishment;
- 四 法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号ニ又はホに該当することとなった場合に限る。） 次に掲げる事項
- (iv) the case falling under Article 64-4, item (ii) of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act): the following matters:
- イ 該当することとなった者の氏名
- (a) the name of the Sales Representative that has come to fall under such provision; and
- ロ 取り消され、又は命ぜられた年月日及び理由
- (b) the date of rescission or order and the reasons therefor;
- 五 法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号へ又はトに該当することとなった場合に限る。） 次に掲げる事項
- (v) in the cases falling under Article 64-4, item (ii) of the Act (limited to the case of falling under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act): the following matters:
- イ 該当することとなった者の氏名
- (a) the name of the person that has come to fall under that provision;
- ロ 行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七（法第六十条の十四第二項において準用する場合を含む。）、第六十三条の二第二項、第三項（法第六十三条の三第二項において準用する場合を含む。）若しくは第四項、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由
- (b) the date of and reason for the notice under Article 15 of the Administrative Procedure Act, and the date of and reason for the notification under Article 50-2, paragraph (1) of the Act, Article 60-7 of the Act (including cases when it is applied mutandis pursuant to Article 60-14, paragraph (2) of the Act), Article 63-2, paragraph (2) of the Act, Article 63-2, paragraph (3) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act), Article 63-2, paragraph (4) of the Act, Article 66-19, paragraph (1) of the Act, Article 66-40, paragraph (1) of the Act or Article 66-61, paragraph (1) of the Act;
- 六 法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号チに該当することとなった場合に限る。） 次に掲げる事項
- (vi) the case falling under Article 64-4, item (ii) of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (f) of the Act): the following matters:
- イ 該当することとなった者の氏名



(a) the name of the Sales Representative that has come to fall under such provision; and

ロ 解任又は解職を命ぜられた年月日及び理由

(b) the date when the dismissal or removal was ordered and the reasons therefor;

七 法第六十四条の四第三号に該当する場合 次に掲げる事項

(vii) the case falling under Article 64-4, item (iii) of the Act: the following matters:

イ 職務を行わないこととなった者の氏名

(a) the name of the person that has ceased to conduct business;

ロ 外務員の職務を行わないこととなった理由

(b) the reason for ceasing to conduct the duties of a Sales Representative.

3 法第六十四条の四第二号又は第三号の規定により届出を行う金融商品取引業者等は、次の各号に掲げる場合の区分に該当する場合には、前項に規定する事項を記載した届出書に、当該各号に定める書類を添付しなければならない。

(3) A Financial Instruments Business Operator, etc. which files a notification under Article 64-4, item (ii) or (iii) of the Act must, in cases of falling under any of the categories of the cases listed in the following items, attach the document specified in the relevant item to the written notification stating the matters prescribed in the preceding paragraph:

一 法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号イに該当することとなった場合に限る。） 後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面

(i) the case falling under Article 64-4, item (ii) of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act): a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

二 法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号ロに該当することとなった場合に限る。） 破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(ii) the case falling under Article 64-4, item (ii) of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act): a copy of the written judgment on the order for the commencement of bankruptcy proceedings, or the document stating the details of the order for the commencement of bankruptcy proceedings;

三 法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号ハ又はリに該当することとなった場合に限る。） 確定判決の判決書の写し又は確定判決の内容を記載した書面

(iii) the case falling under Article 64-4, item (ii) of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act): a copy of the judgment document on the final and binding judgment, or a document stating the particulars of the final and binding judgment;

四 法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号ニ又はホの規定に該当することとなった場合で、外国において取り消され、又は命ぜられた場合に限る。） 取消し又は廃止を命ずる書類の写し又はこれに代わる書面並びに取消し又は廃止の根拠となる外国の法令及びその訳文

(iv) the case falling under Article 64-4, item (ii) of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, and if the rescission or order was effected in a foreign state): a copy of the written order for the rescission or discontinuation of business or any other document in lieu thereof, as well as a copy of the laws and regulations of a foreign state which served as the basis of such rescission or discontinuation of business and a Japanese translation thereof.

（外務員が退職する際の届出）

**(Notification to Be Filed Upon Retirement of Sales Representatives)**

第二百五十三条 法第六十四条の四第三号の規定により届出を行おうとする金融商品取引業者等は、当該外務員に法第六十四条の五第一項第二号に該当する事実がある場合には、当該届出の前に法第五十条第一項の規定に基づき、当該事実の詳細を記載した書面を管轄財務局長等に届け出なければならない。

**Article 253** A Financial Instruments Business Operator, etc. which intends to file a notification under Article 64-4, item (iii) of the Act must, in cases when there exists any fact pertaining to the Sales Representative which falls under Article 64-5, paragraph (1), item (ii) of the Act, submit the document stating the details of such fact to the Competent Director-General of Local Finance Bureau, etc. prior to the filing of such notification, pursuant to the provisions of Article 50, paragraph (1) of the Act.

（協会の外務員登録事務）

**(Registration Work of Sales Representatives to Be Handled by Association)**

第二百五十四条 法第六十四条の七第一項及び第二項の規定に基づき、次に掲げる登録に関する事務であって、協会に所属する金融商品取引業者等の外務員に係るものを当該協会に、協会に所属しない金融商品取引業者等に係るものを同項の規定により金融庁長官が定める協会に行わせるものとする。

**Article 254** Pursuant to the provisions of Article 64-7, paragraphs (1) and (2) of the Act, the following registration works related to the Sales Representatives of the Financial Instruments Business Operator, etc. belonging to the

Association are to be delegated to the Association, and the following registration works relevant to Financial Instruments Business Operator, etc. not belonging to an Association are to be delegated to an Association designated by a the Commissioner of the Financial Services Agency under that paragraph:

- 一 法第六十四条第三項の規定による登録申請書の受理  
(i) an acceptance of a written application for registration pursuant to Article 64, paragraph (3) of the Act;
- 二 法第六十四条第五項の規定による登録  
(ii) a registration pursuant to Article 64, paragraph (5) of the Act;
- 三 法第六十四条第六項、第六十四条の二第三項及び第六十四条の五第三項の規定による通知  
(iii) notices pursuant to Article 64, paragraph (6), Article 64-2, paragraph (3) and Article 64-5, paragraph (3) of the Act;
- 四 法第六十四条の二第一項の規定による登録の拒否  
(iv) a refusal of registration pursuant to Article 64-2, paragraph (1) of the Act;
- 五 法第六十四条の二第二項の規定による審問  
(v) a hearing pursuant to Article 64-2, paragraph (2) of the Act;
- 六 法第六十四条の四の規定による届出の受理  
(vi) an acceptance of a notification pursuant to Article 64-4 of the Act;
- 七 法第六十四条の五第一項の規定による登録の取消し及び職務の停止の命令  
(vii) a rescission of a registration and order for suspension of business pursuant to Article 64-5, paragraph (1) of the Act;
- 八 法第六十四条の五第二項の規定による聴聞  
(viii) a hearing pursuant to Article 64-5, paragraph (2) of the Act; and
- 九 法第六十四条の六の規定による登録の抹消  
(ix) deletion of the registration pursuant to Article 64-6 of the Act.

(財務局長等への届出)

(Notification to the Director-General of the Finance Bureau)

第二百五十五条 法第六十四条の七第五項の規定により届出を行う協会は、次に掲げる事項を記載した届出書を、登録事務に係る外務員の所属する金融商品取引業者等の本店等の所在地を管轄する財務局長（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つては福岡財務支局長、国内に営業所又は事務所を有しない場合にあつては関東財務局長）に提出しなければならない。

Article 255 An Association which intends to file a notification pursuant to the provisions of Article 64-7, paragraph (5) of the Act must submit a written notification specifying the following matters to the Director-General of a Local Finance Bureau with jurisdiction over the location of the Head Office, etc. of the Financial Instruments Business Operator, etc. to which the Sales Representative pertaining to the Registration Work belongs (in cases when

such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when the operator has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau):

一 登録事務に係る外務員の所属する金融商品取引業者等の商号、名称又は氏名

(i) the trade name or name of the Financial Instruments Business Operator, etc. to which the Sales Representatives pertaining to the Registration Work belongs;

二 登録事務に係る外務員の氏名及び生年月日

(ii) the name and date of birth of the Sales Representatives pertaining to the Registration Works;

三 処理した登録事務の内容及び処理した年月日

(iii) the details of the Registration Works which have been handled and the day of the handling thereof; and

四 前号の登録事務の内容が職務の停止の命令又は登録の抹消である場合には、その理由

(iv) in cases when the details of the Registration Works set forth in the preceding item is an order for suspension of duties or deletion of registration, the reasons therefor.

(登録手数料の額)

(Amount of Registration Fees)

第二百五十六条 令第十七条の十五第一項に規定する内閣府令で定める額は、千円とする。

Article 256 (1) The amount to be specified by Cabinet Office Order as referred to in Article 17-15, paragraph (1) of the Order is one thousand yen.

2 令第十七条の十五第二項ただし書の規定により、現金をもって手数料を納付するときは、行政手続等における情報通信の技術の利用に関する法律（平成十四年法律第百五十一号）第三条第一項の規定により同項に規定する電子情報処理組織を使用して行う法第六十四条第一項（法第六十六条の二十五において準用する場合を含む。）の登録の申請により得られた納付情報により行うものとする。

(2) In cases when a cash payment of the fee is to be made pursuant to the proviso to Article 17-15, paragraph (2) of the Order, such payment is to be made in accordance with the information about the payment obtained by filing an application for registration under Article 64, paragraph (1) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 66-25 of the Act) using the electronic information processing system set forth in Article 3, paragraph (1) of the Act on Use of Information and Communications Technology in Administrative Procedure (Act No. 151 of 2002) pursuant to that paragraph.

### 第三章 金融商品仲介業者

## Chapter III Financial Instruments Intermediary Service Providers

### 第一節 総則

#### Section 1 General Provisions

(登録の申請)

(Application for Registration)

第二百五十七条 法第六十六条の登録を受けようとする者は、別紙様式第二十四号により作成した法第六十六条の二第一項の登録申請書に、当該登録申請書の写し及び同条第二項又は第三項の規定により当該登録申請書に添付すべき書類又は電磁的記録を添付して、その者の本店等の所在地を管轄する財務局長（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つては福岡財務支局長、国内に営業所又は事務所を有しない場合にあつては関東財務局長）に提出しなければならない。

Article 257 A person that intends to obtain a registration under Article 66 of the Act must submit to the Director-General of a Local Finance Bureau with jurisdiction over the location of such person's Head Office, etc. (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when the person has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau) a written application for registration set forth in Article 66-2, paragraph (1) of the Act prepared in accordance with Appended Form No. 24, attaching a copy thereof and the documents or Electronic or Magnetic Record to be attached thereto pursuant to the provisions of paragraph (2) or (3) of that Article.

(登録申請書の記載事項)

(Matters to Be Stated in Written Applications for Registration)

第二百五十八条 法第六十六条の二第一項第六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 258 The matters to be specified by Cabinet Office Order as referred to in Article 66-2, paragraph (1), item (vi) of the Act are as follows:

一 個人である場合において、他の会社の常務に従事しているときは、当該他の会社の商号及び事業の種類

(i) in cases when the applicant for registration is an individual regularly engaged in the business of any other company, the trade name and type of business of such other company;

二 法人である場合において、その役員が他の会社の常務に従事し、又は事業を行っているときは、当該役員の氏名並びに当該他の会社の商号及び事業の種類又は行っている事業の種類

(ii) in cases when the applicant for registration is a corporation any of whose Officers is engaged in ordinary business of any other company or carries out

any business, the name of such Officer, as well as the trade name and business type of such other company, or the type of business carried out;

三 所属金融商品取引業者等が二以上あるときは、登録申請者の事故（法第六十六条の十五において準用する法第三十九条第三項に規定する事故をいう。以下この号、第二百七十七条から第二百七十九条まで及び第二百八十一条第十二号ハにおいて同じ。）につき、当該事故による損失の補てんを行う所属金融商品取引業者等の商号又は名称

(iii) in cases when the applicant for registration has two or more Entrusting Financial Instruments Business Operators, etc., the trade name or name of the Entrusting Financial Instruments Business Operator, etc. which compensates for losses arising from the applicant for registration's Problematic Conduct (meaning the Problematic Conduct prescribed in Article 39, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 66-15 of the Act; hereinafter the same applies in this item, Articles 277 through 279 and Article 281, item (xii), (c)); and

四 本店等の名称及び所在地

(iv) the name and location of the Head Office, etc.

（業務の内容及び方法）

(Contents and Means of Business Affairs)

第二百五十九条 法第六十六条の二第二項第二号に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 259 The matters to be specified by Cabinet Office Order as referred to in Article 66-2, paragraph (2), item (ii) of the Act are as follows:

一 業務の内容及び方法

(i) the contents and means of business affairs; and

二 法人であるときは、業務分掌の方法

(ii) in cases when the applicant for registration is a corporation, the means of allocation of business operations.

（登録申請書の添付書類）

(Documents to Be Attached to Written Application for Registration)

第二百六十条 法第六十六条の二第二項第四号に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 260 The documents to be specified by Cabinet Office Order as referred to in Article 66-2, paragraph (2), item (iv) of the Act are as follows:

一 法人であるときは、次に掲げる書類

(i) in cases when the applicant for registration is a corporation, the following documents:

イ 役員の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）

(a) the resumes of the Officers (in cases when any of the Officers is a

- corporation, the document describing the background of the Officer);
- ロ 役員の住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面
- (b) the extracts of the certificates of residence of the Officers (in cases when any of the Officers is a corporation, the certificate of registered matters of the Officer), or any other document in lieu thereof;
- ハ 役員の婚姻前の氏名を当該役員の氏名に併せて法第六十六条の二第一項の登録申請書に記載した場合において、ロに掲げる書類が当該役員の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- (c) if the name of an Officer that was used before marriage is stated together with the current name of the Officer in a written application for registration under Article 66-2, paragraph (1) of the Act, and the document specified in (b) is not a document certifying the name of the Officer used before marriage, a document certifying the name before marriage;
- ニ 役員が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
- (d) the certificates issued by a public agency evidencing that none of the Officers falls under Article 29-4, paragraph (1), item (ii), (a) or (b) of the Act, or any other document in lieu thereof;
- ホ 役員が法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員が誓約する書面
- (e) the documents in which each of the Officers pledges that the Officers do not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act;
- 二 個人であるときは、次に掲げる書類
- (ii) in cases when the applicant for registration is an individual, the following documents:
- イ 履歴書
- (a) resume of the applicant for registration;
- ロ 住民票の抄本又はこれに代わる書面
- (b) the extracts of the certificates of residence of the applicant for registration, or any other documents in lieu thereof;
- ハ 婚姻前の氏名を、氏名に併せて法第六十六条の二第一項の登録申請書に記載した場合において、ロに掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- (c) if the name that was used before marriage is stated together with the current name in a written application for registration under Article 66-2, paragraph (1) of the Act, and the document specified in (b) is not a document certifying the name used before marriage, a document certifying the name before marriage;
- ニ 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又は

これに代わる書面

(d) the certificate issued by a public agency evidencing that the applicant for registration does not fall under Article 29-4, paragraph (1), item (ii), (a) or (b) of the Act, or any other document in lieu thereof;

三 所属金融商品取引業者等との間の金融商品仲介業に係る業務の委託契約に係る契約書の写し

(iii) a copy of the business entrustment contract for the Financial Instruments Intermediary Service concluded with the Entrusting Financial Instruments Business Operator, etc.; and

四 第二百五十八条第三号に掲げる事項に係る契約書の写し

(iv) a copy of the contract pertaining to the matters specified in Article 258, item (iii).

(電磁的記録)

(Electronic or Magnetic Records)

第二百六十一条 法第六十六条の二第三項に規定する内閣府令で定める電磁的記録は、次に掲げる構造のいずれかに該当するものとする。

Article 261 (1) The Electronic or Magnetic Record to be specified by Cabinet Office Order as referred to in Article 66-2, paragraph (3) of the Act must have a structure specified in the following:

一 日本工業規格X六二二三に適合する九十ミリメートルフレキシブルディスクカートリッジ

(i) a 90mm flexible magnetic disc cartridge conforming to JIS X6223;

二 日本工業規格X〇六〇六及びX六二八二に適合する直径百二十ミリメートルの光ディスク

(ii) a 120mm optical disc conforming to JIS X0606 and X6282.

2 前項第一号の電磁的記録への記録は、次に掲げる方式に従ってしなければならない。

(2) Entry onto the Electronic or Magnetic Record under item (i) of the preceding paragraph must be completed in accordance with the following means:

一 トラックフォーマットについては、日本工業規格X六二二五に規定する方式

(i) with regard to the track format, the means designated by the JIS X6225; and

二 ボリューム及びファイル構成については、日本工業規格X〇六〇五に規定する方式

(ii) with regard to volume and file configuration, the means designated by the JIS X0605.

3 第一項の電磁的記録には、次に掲げる事項を記載しなければならない。

(3) With regard to the Electronic or Magnetic Record set forth in paragraph (1), a document containing the following matters must be affixed:

一 登録申請者の商号又は名称

(i) the trade name or name of an applicant for registration; and



二 申請年月日

(ii) the date of application.

(金融商品仲介業者登録簿の縦覧)

(Public Inspection of the Registry of Financial Instruments Intermediary Service Providers)

第二百六十二条 管轄財務局長等は、その登録をした金融商品仲介業者に係る金融商品仲介業者登録簿を当該金融商品仲介業者の本店等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つては福岡財務支局、国内に営業所又は事務所を有しない場合にあつては関東財務局）に備え置き、公衆の縦覧に供するものとする。

Article 262 A Competent Director-General of Local Finance Bureau, etc. is to keep the registry of Financial Instruments Intermediary Service Providers containing information on the Financial Instruments Intermediary Service Providers to which such person has granted registrations, at the local finance bureau with jurisdiction over the location of the relevant Financial Instruments Intermediary Service Provider's Head Office, etc. (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, at the Fukuoka Local Finance Branch Bureau; or in cases when the service provider has no business office or other office in Japan, at the Kanto Finance Bureau) and make it available for public inspection.

(登録申請書記載事項の変更の届出)

(Notification on Changes of Matters to Be Stated in Written Applications for Registration)

第二百六十三条 法第六十六条の五第一項の規定により届出を行う金融商品仲介業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、別紙様式第二十四号により作成した変更後の内容を記載した書面及び当該書面の写し並びに次の各号に掲げる場合の区分に応じ当該各号に定める書類を添付して、管轄財務局長等に提出しなければならない。

Article 263 (1) A Financial Instruments Intermediary Service Provider which intends to file the notification under Article 66-5, paragraph (1) of the Act must submit to the Competent Director-General of Local Finance Bureau, etc. a written notification stating the particulars and date of and reasons for the change, attaching a document containing the particulars after such change prepared in accordance with Appended Form No. 24, a copy thereof and a document specified in the following items in accordance the categories of documents set forth respectively therein:

一 法第六十六条の二第一項第一号に掲げる事項について変更があった場合 当該変更に係る事項を記載した登記事項証明書（個人であるときは、住民票の抄本）又はこれに代わる書面

- (i) in cases when there has been any change to the matters specified in Article 66-2, paragraph (1), item (i) of the Act: the certificate of the registered matters (in cases when the applicant for registration is an individual, the extract copy of the certificate of residence) containing the particulars so changed, or any other document in lieu thereof;
- 二 婚姻前の氏名を、氏名に併せて別紙様式第二十四号により作成した変更後の内容を記載した書面に記載した場合において、前号に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- (ii) if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 24, and the document specified in the preceding item is not a document certifying the name used before marriage, a document certifying the name before marriage;
- 三 法第六十六条の二第一項第二号に掲げる事項について変更があった場合 次に掲げる書類
- (iii) in cases when there has been any change to the matters specified in Article 66-2, paragraph (1), item (ii) of the Act: the following documents:
- イ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面
- (a) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof; and
- ロ 新たに役員となった者に係る次に掲げる書類
- (b) the following documents in relation to a person that has newly assumed the position of Officer:
- (1) 履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）
1. resumes of the Officer (in cases when the Officer is a corporation, the document containing the background of the Officer);
- (2) 住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面
2. the extracts of certificate of residence of the Officer (in cases when the Officer is a corporation, the certificate of registered matters of the Officer), or any other document in lieu thereof;
- (3) 婚姻前の氏名を、氏名に併せて別紙様式第二十四号により作成した変更後の内容を記載した書面に記載した場合において、(2)に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
3. if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 24, and the document specified in 2. is not a document certifying the name used before marriage, a document certifying the name before marriage;
- (4) 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

4. the certificate issued by a public agency evidencing that the Officer does not fall under Article 29-4, paragraph (1), item (ii), (a) or (b) of the Act, or any other document in lieu thereof;

(5) 法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員が誓約する書面

5. documents in which the Officer pledges that the Officer does not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (g) of the Act;

四 法第六十六条の二第一項第四号に掲げる事項について変更があった場合（新たに委託を受けることとなった場合に限る。）新たに委託を受けることとなった所属金融商品取引業者等との間の金融商品仲介業に係る委託契約に係る契約書の写し

(iv) in cases when there has been any change to the matters specified in Article 66-2, paragraph (1), item (iv) of the Act (limited to cases when the applicant for registration newly accepts entrustment): a copy of the entrustment contract for the Financial Instruments Intermediary Service concluded with the Entrusting Financial Instruments Business Operator, etc. from which the applicant for registration newly accepts entrustment;

五 第二百五十八条第三号に掲げる事項について変更があった場合（所属金融商品取引業者等が二以上ある場合に限る。）次に掲げる書類

(v) in cases when there has been any change to the matters specified in Article 258, item (iii) (limited to cases when the applicant for registration has two or more Entrusting Financial Instruments Business Operators, etc.): the following documents:

イ 当該変更に係る理由書

(a) the statement on the reasons for the change; and

ロ 第二百六十条第四号に掲げる書類

(b) the document specified in Article 260, item (iv).

2 管轄財務局長等は、金融商品仲介業者からその管轄する区域を超えて本店等の所在地を変更したことの届出を受理した場合には、届出書及び金融商品仲介業者登録簿のうち当該金融商品仲介業者に係る部分その他の書類を、当該届出に係る変更後の本店等の所在地を管轄する財務局長（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つては福岡財務支局長、国内に営業所又は事務所を有しない場合にあつては関東財務局長）に送付するものとする。

(2) In cases when the Competent Director-General of Local Finance Bureau, etc. has received from any Financial Instruments Intermediary Service Provider a notification on the relocation of the Head Office, etc. filed beyond the jurisdictional district, such person is to send the written notification, the portion of the registry of the Financial Instruments Intermediary Service Providers referring to the Financial Instruments Intermediary Service Provider and any other documents to the Director-General of a Local Finance Bureau with jurisdiction over the relocated address of the Head Office, etc.

notified thereunder (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when the service operator has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau).

3 前項の規定による書類の送付を受けた財務局長又は福岡財務支局長は、当該金融商品仲介業者に係る事項を金融商品仲介業者登録簿に登録するものとする。

(3) The Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau who has received the documents sent pursuant to the provisions of the preceding paragraph is to register the matters related to the Financial Instruments Intermediary Service Provider in the registry of Financial Instruments Intermediary Service Providers.

(業務の内容又は方法の変更の届出)

(Notification on Change of Contents and Means of Conducting Business Affairs)

第二百六十四条 法第六十六条の五第三項の規定により届出を行う金融商品仲介業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、第二百五十九条各号に掲げるもの（内容に変更のあるものに限る。）を記載した書類を添付して、管轄財務局長等に提出しなければならない。

Article 264 A Financial Instruments Intermediary Service Provider which intends to file the notification under Article 66-5, paragraph (3) of the Act must submit to the Competent Director-General of Local Finance Bureau, etc. a written notification containing the particulars and date of and reasons for the change, attaching a document containing the matters specified in the items of Article 259 (limited to one whose details have been changed).

## 第二節 業務

### Section 2 Business Affairs

(掲示すべき標識の様式)

(Form of Signs to Be Posted)

第二百六十五条 法第六十六条の八第一項に規定する内閣府令で定める様式は、別紙様式第二十五号に定めるものとする。

Article 265 The form to be specified by Cabinet Office Order as referred to in Article 66-8, paragraph (1) of the Act is the form set forth in Appended Form No. 25.

(広告類似行為)

(Acts Similar to Advertising)

第二百六十六条 法第六十六条の十各項に規定する内閣府令で定める行為は、郵便、信書便、ファクシミリ装置を用いて送信する方法、電子メールを送信する方法、ビラ又

はパンフレットを配布する方法その他の方法（次に掲げるものを除く。）により多数の者に対して同様の内容で行う情報の提供とする。

**Article 266** The acts to be specified by Cabinet Office Order as referred to in the paragraphs of Article 66-10 of the Act mean the provision of identical information to many persons, by means of postal mail, Correspondences Delivery, transmission by facsimile devices, transmission by Electronic Mails, distribution of leaflets or pamphlets or by any other means (excluding those listed in the following):

一 法令又は法令に基づく行政官庁の処分に基づき作成された書類を配布する方法  
(i) distribution of documents prepared in accordance with laws or regulations, or the dispositions rendered by administrative agencies under the laws and regulations;

二 個別の企業の分析及び評価に関する資料であつて、金融商品仲介行為に係る金融商品取引契約の締結の勧誘に使用しないものを配布する方法

(ii) distribution of information materials on the analysis and appraisal of the respective companies not intended to be used for solicitation for the conclusion of a Contract for Financial Instruments Transaction pertaining to Intermediation for Financial Instruments;

三 次に掲げるすべての事項のみが表示されている景品その他の物品（口からニまでに掲げる事項について明瞭かつ正確に表示されているものに限る。）を提供する方法（当該事項のうち景品その他の物品に表示されていない事項がある場合にあっては、当該景品その他の物品と当該事項が表示されている他の物品とを一体のものとして提供する方法を含む。）

(iii) provision of premiums or any other goods only indicating all of the following information (limited to premiums or goods clearly and accurately indicating the information listed in (b) through (d)) (if any of the following information is not indicated on the premiums or other goods, such provision includes the provision of such premiums or other goods incorporating other goods indicating such information as an integral part thereof):

イ 次に掲げるいずれかのものの名称、銘柄又は通称

(a) the name, issue or alias of any of the following:

(1) 金融商品仲介行為に係る金融商品取引契約又はその種類

1. the Contract for Financial Instruments Transaction pertaining to Intermediation for Financial Instruments, or the type thereof;

(2) 有価証券又はその種類

2. the Securities or the types thereof;

(3) 出資対象事業又はその種類

3. the Invested Business or the types thereof; or

(4) (1) から (3) までに掲げる事項に準ずる事項

4. the matters equivalent to those listed in 1. through 3.;

ロ この号に規定する方法により多数の者に対して同様の内容で行う情報の提供を

する金融商品仲介業者の商号、名称若しくは氏名又はこれらの通称

(b) the trade name, name or alias of the Financial Instruments Intermediary Service Providers which provide identical information to many persons by the means specified in this item;

ハ 令第十八条第二項第一号に掲げる事項（当該事項の文字又は数字が当該事項以外の事項の文字又は数字のうち最も大きなものと著しく異なる大きさで表示されているものに限る。）

(c) the matters specified in Article 18, paragraph (2), item (i) of the Order (limited to cases when the letters or numerical characters representing such matter are indicated in a size which does not differ substantially from the size of the largest letters or numerical characters representing matters other than such matters);

ニ 金融商品仲介行為に係る次に掲げるいずれかの書面の内容を十分に読むべき旨

(d) a notice to the effect that the recipient thereof should read any of the following documents in relation to Intermediation for Financial Instruments comprehensively:

(1) 契約締結前交付書面

1. the Document for Delivery Prior to Conclusion of a Contract;

(2) 上場有価証券等書面

2. the Explanatory Document on Listed Securities, etc.;

(3) 第八十条第一項第三号に規定する目論見書（同号の規定により当該目論見書と一体のものとして交付される書面がある場合には、当該目論見書及び当該書面）

3. the Prospectus prescribed in Article 80, paragraph (1), item (iii) (if there is any document to be delivered as an integral part of such Prospectus pursuant to the provisions of that item; such Prospectus and such document); and

(4) 契約変更書面

4. the Explanatory Document on Change to Contract Information.

(金融商品仲介業の内容についての広告等の表示方法)

(Means of Indication of Advertisement on Contents of Financial Instruments Intermediary Service)

第二百六十七条 金融商品仲介業者がその行う金融商品仲介業の内容について広告又は前条に規定する行為（以下この節において「広告等」という。）をするとき、法第六十六条の十第一項各号に掲げる事項について明瞭かつ正確に表示しなければならない。

Article 267 (1) In cases when a Financial Instruments Intermediary Service Provider intends to make an advertisement or to conduct any other acts specified in the preceding Article with regard to the contents of its Financial Instruments Intermediary Service (hereinafter referred to as an

"Advertisement, etc." in this Section), it must clearly and accurately indicate the matters listed in the items of Article 66-10, paragraph (1) of the Act.

2 金融商品仲介業者がその行う金融商品仲介業の内容について広告等をするときは、令第十八条第一項第四号及び第五号に掲げる事項の文字又は数字を当該事項以外の事項の文字又は数字のうち最も大きなものと著しく異なる大きさで表示するものとする。

(2) In cases when a Financial Instruments Intermediary Service Provider intends to make an Advertisement, etc. in regard to the contents of its Financial Instruments Intermediary Service, it is to indicate the letters or numerical characters representing the matters specified in Article 18, paragraph (1), items (iv) and (v) of the Order in a size which does not differ substantially from the size of the largest letters or numerical characters representing matters other than such matter.

3 金融商品仲介業者がその行う金融商品仲介業の内容について基幹放送事業者の放送設備により放送をさせる方法又は第二百七十条第一項各号に掲げる方法（音声により放送をさせる方法を除く。）により広告をするときは、前項の規定にかかわらず、令第十八条第二項第一号に掲げる事項の文字又は数字を当該事項以外の事項の文字又は数字のうち最も大きなものと著しく異なる大きさで表示するものとする。

(3) Notwithstanding the provisions of the preceding paragraph, in cases when a Financial Instruments Intermediary Service Provider intends to make any advertisement of the contents of its Financial Instruments Intermediary Service by means of broadcasting using the broadcasting facilities of a Basic Broadcaster or by the means listed in the items of Article 270, paragraph (1) (excluding the means of sound broadcasting), it is to indicate the letters or numerical characters representing the matters specified in Article 18, paragraph (2), item (i) of the Order in a size which does not differ substantially from the size of the largest letters or numerical characters representing the matters other than such matter.

（顧客が支払うべき対価に関する事項）

(Matters Related to Consideration Payable by Customers)

第二百六十八条 令第十八条第一項第一号に規定する内閣府令で定めるものは、手数料、報酬、費用その他いかなる名称によるかを問わず、金融商品仲介行為に係る金融商品取引契約に関して顧客が支払うべき対価（有価証券の価格又は保証金等の額を除く。以下この節において「手数料等」という。）の種類ごとの金額若しくはその上限額又はこれらの計算方法（当該金融商品取引契約に係る有価証券の価格、令第十六条第一項第三号に規定するデリバティブ取引等の額若しくは運用財産の額に対する割合又は金融商品取引行為を行うことにより生じた利益に対する割合を含む。以下この項において同じ。）の概要及び当該金額の合計額若しくはその上限額又はこれらの計算方法の概要とする。ただし、これらの表示をすることができない場合にあつては、その旨及びその理由とする。

Article 268 (1) The matters to be specified by Cabinet Office Order as referred to in Article 18, paragraph (1), item (i) of the Order are the amount of the consideration payable by customers in relation to a Contract for Financial Instruments Transaction pertaining to Intermediation for Financial Instruments irrespective of its name such as fees, remuneration, expenses or others (excluding the price of the Securities or the Amount of Security Deposit, etc.; hereinafter referred to as the "Fees, etc." in this Section) itemized by the types of such consideration or the upper limit thereof, or the outline of the means of calculation thereof (including the ratio to the price of the Securities, the amount of the Derivative Transactions, etc. prescribed in Article 16, paragraph (1), item (iii) of the Order or the amount of Investment Properties, which pertains to the Contract for Financial Instruments Transaction, or the ratio to the profit generating from the acts that constitute Financial Instruments Transactions; hereinafter the same applies in this paragraph); and the total of such amount or upper limit thereof, or the outline of the means of calculation thereof; provided, however, that in cases when those details cannot be indicated, such fact and the reason therefor are indicated.

2 前項の金融商品仲介行為に係る金融商品取引契約が投資信託受益権等の取得に係るものであって、当該投資信託受益権等に係る財産が他の投資信託受益権等（以下この条において「出資対象投資信託受益権等」という。）に対して出資され、又は拋出されるものである場合には、同項の手数料等には、当該出資対象投資信託受益権等に係る信託報酬その他の手数料等を含むものとする。

(2) In cases when the Contract for Financial Instruments Transaction related to Intermediation for Financial Instruments as set forth in the preceding paragraph pertains to the acquisition of the Investment Trust Beneficial Interests, etc., and if the properties pertaining to such Investment Trust Beneficial Interests, etc. is to be invested or contributed in another Investment Trust Beneficial Interests, etc. (such other Investment Trust Beneficial Interests, etc. are hereinafter referred to as the "Target Investment Trust Beneficial Interests, etc." in this Article), the Fees, etc. set forth in the preceding paragraph include the trust fee and any other Fees, etc. pertaining to such Target Investment Trust Beneficial Interests, etc.

3 前項の出資対象投資信託受益権等に係る財産が他の投資信託受益権等に対して出資され、又は拋出される場合には、当該他の投資信託受益権等を出資対象投資信託受益権等とみなして、前二項の規定を適用する。

(3) In cases when the property pertaining to the Target Investment Trust Beneficial Interests, etc. set forth in the preceding paragraph are to be invested or contributed in another Investment Trust Beneficial Interests, etc., such other Investment Trust Beneficial Interests, etc. are deemed to be a Target Investment Trust Beneficial Interests, etc., and the provisions of the preceding two paragraphs apply.



4 前項の規定は、同項（この項において準用する場合を含む。）の規定により出資対象投資信託受益権等とみなされた投資信託受益権等に係る財産が他の投資信託受益権等に対して出資され、又は抛出される場合について準用する。

(4) The provisions of the preceding paragraph apply mutatis mutandis to cases when the property pertaining to the Investment Trust Beneficial Interests, etc. which is deemed to be a Target Investment Trust Beneficial Interests, etc. pursuant to the provisions of that paragraph (including cases when it is applied mutatis mutandis pursuant to this paragraph) is to be invested or contributed in another Investment Trust Beneficial Interests, etc.

（顧客の判断に影響を及ぼす重要事項）

(Important Matters Which May Have Impact on Customers' Decisions)

第二百六十九条 令第十八条第一項第六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 269 The matters to be specified by Cabinet Office Order as referred to in Article 18, paragraph (1), item (vi) of the Order are as follows:

一 金融商品仲介行為に係る金融商品取引契約に関する重要な事項について顧客の不利益となる事実

(i) the facts regarding important matters on the Contract for Financial Instruments Transaction pertaining to Intermediation for Financial Instruments, which would be disadvantageous to the customer; and

二 所属金融商品取引業者等が金融商品取引業協会に加入している場合にあっては、その旨及び当該金融商品取引業協会の名称

(ii) in cases when the Entrusting Financial Instruments Business Operator, etc. is a member of a Financial Instruments Firms Association, such fact and the name of such Financial Instruments Firms Association.

（基幹放送事業者の放送設備により放送をさせる方法に準ずる方法等）

(Means Equivalent to Broadcasting by Use of Broadcasting Facilities of Basic Broadcaster)

第二百七十条 令第十八条第二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。

Article 270 (1) The means to be specified by Cabinet Office Order as referred to in Article 18, paragraph (2) of the Order are as follows:

一 一般放送事業者の放送設備により放送をさせる方法

(i) to broadcast using the broadcasting facilities of a Private Broadcaster;

二 金融商品仲介業者又は当該金融商品仲介業者が行う広告等に係る業務の委託を受けた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情報の内容（基幹放送事業者の放送設備により放送をさせる方法又は前号に掲げる方法により提供される事項と同一のものに限る。）を電気通信回線を利用して顧客に閲覧させる方法

(ii) to make available for the customer's inspection the contents of the information recorded into the files stored on the computer used by a Financial Instruments Intermediary Service Provider or by a person that has accepted entrustment of an Advertisement, etc. to be made by a Financial Instruments Intermediary Service Provider (limited to information identical to that provided by means of broadcasting using the broadcasting facilities of a Basic Broadcaster or by the means specified in the preceding item) via telecommunications line; or

三 常時又は一定の期間継続して屋内又は屋外で公衆に表示させる方法であつて、看板、立看板、はり紙及びはり札並びに広告塔、広告板、建物その他の工作物等に掲出させ、又は表示させるもの並びにこれらに類するもの

(iii) to expose to the public an indoor or outdoor Advertisement, etc. regularly or continuously for a fixed period, by means of posting or indicating on signboards, standing signboards, bills, notices, advertising towers, billboards, buildings or any other structures, or any other means similar thereto.

2 令第十八条第二項第二号に規定する内閣府令で定める事項は、第二百六十六条第三号ニに掲げる事項とする。

(2) The matters to be specified by Cabinet Office Order as referred to in Article 18, paragraph (2), item (ii) of the Order are the matters specified in Article 266, item (iii), (d).

(誇大広告をしてはならない事項)

(Matters Prohibited from Misleading Advertisement)

第二百七十一条 法第六十六条の十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 271 The matters to be specified by Cabinet Office Order as referred to in Article 66-10, paragraph (2) of the Act are as follows:

一 金融商品仲介行為に係る金融商品取引契約の解除に関する事項（法第三十七条の六第一項から第四項までの規定に関する事項を含む。）

(i) the matters related to the cancellation of a Contract for Financial Instruments Transaction pertaining to Intermediation for Financial Instruments (including the matters related to the provisions of Article 37-6, paragraphs (1) through (4) of the Act);

二 金融商品仲介行為に係る金融商品取引契約に係る損失の全部若しくは一部の負担又は利益の保証に関する事項

(ii) the matters related to sharing of all or a part of the losses or a guarantee of profit, in connection with a Contract for a Financial Instruments Transaction pertaining to Intermediation for Financial Instruments;

三 金融商品仲介行為に係る金融商品取引契約に係る損害賠償額の予定（違約金を含む。）に関する事項

(iii) the matters related to agreement for liquidated damages (including

- penalties) in connection with a Contract for Financial Instruments Transaction pertaining to Intermediation for Financial Instruments;
- 四 金融商品仲介行為に係る金融商品取引契約に係る金融商品市場又は金融商品市場に類似する市場で外国に所在するものに関する事項
- (iv) the matters related to a Financial Instruments Market or any other market similar thereto located in a foreign state, which relates to the Contract for Financial Instruments Transaction pertaining to Intermediation for Financial Instruments;
- 五 所属金融商品取引業者等の資力又は信用に関する事項
- (v) the matters related to the financial resources or credit of the Entrusting Financial Instruments Business Operator, etc.;
- 六 所属金融商品取引業者等の金融商品取引業（登録金融機関にあっては、登録金融機関業務）の実績に関する事項
- (vi) the matters related to the performance of the Financial Instruments Business conducted by the Entrusting Financial Instruments Business Operator, etc. (in the case of a Registered Financial Institution, the Registered Financial Institution Business conducted by the Registered Financial Institution);
- 七 金融商品仲介行為に係る金融商品取引契約に関して顧客が支払うべき手数料等の額又は計算方法、その支払の方法及び時期並びにその支払先に関する事項
- (vii) the matters related to the amount of the Fees, etc. payable by customers in connection with a Contract for Financial Instruments Transaction pertaining to Intermediation for Financial Instruments or the means of calculation therefor, and the means and timing of the payment of such Fees, etc. and the payee of such Fees, etc.;
- 八 金融商品仲介業者が金融商品仲介行為に係る抵当証券等の売買その他の取引について広告等をする場合にあっては、次に掲げる事項
- (viii) in cases when any Financial Instruments Intermediary Service Provider intends to make an Advertisement, etc. for the purchase and sale or other transactions related to the Mortgage Securities, etc. pertaining to Intermediation for Financial Instruments, the following matters:
- イ 金融商品仲介行為に係る抵当証券等に記載された債権の元本及び利息の支払の確実性又は保証に関する事項
- (a) the matters related to the certainty or guarantee of the payment of principal and interest on the claims specified in the Mortgage Securities, etc. pertaining to Intermediation for Financial Instruments;
- ロ 所属金融商品取引業者等に対する推薦に関する事項
- (b) the matters related to the recommendation regarding the Entrusting Financial Instruments Business Operator, etc.;
- ハ 利息に関する事項
- (c) the matters related to interest; and

ニ 金融商品仲介行為に係る抵当証券等に記載された抵当権の目的に関する事項  
(d) the matters related to the collateral on which the mortgage was created,  
as specified in the Mortgage Securities, etc. pertaining to Intermediation  
for Financial Instruments;

九 金融商品仲介業者が金融商品仲介行為に係る投資顧問契約について広告等をする  
場合にあつては、助言の内容及び方法に関する事項

(ix) in cases when any Financial Instruments Intermediary Service Provider  
intends to make an Advertisement, etc. regarding an Investment Advisory  
Contract pertaining to Intermediation for Financial Instruments, the  
matters related to the contents and means of the advisory service;

十 金融商品仲介業者が金融商品仲介行為に係る投資一任契約について広告等をする  
場合にあつては、投資判断の内容及び方法に関する事項

(x) in cases when any Financial Instruments Intermediary Service Provider  
intends to make an Advertisement, etc. regarding a Discretionary  
Investment Contract pertaining to Intermediation for Financial Instruments,  
the matters related to the contents and means of the Investment Decisions;  
and

十一 金融商品仲介業者が第七条第四号ニ（１）に掲げる権利に係る募集又は私募に  
ついて広告等をする場合にあつては、競走用馬の血統及び飼養管理の状況に関する  
事項

(xi) in cases when any Financial Instruments Intermediary Service Provider  
intends to make an Advertisement, etc. regarding a public offering or private  
placement of the rights specified in Article 7, item (iv), (d), 1., the matters  
related to bloodlines of the racehorses and the status of the management of  
the breeding thereof.

(明示事項)

(Matters to Be Clearly Indicated)

第二百七十二条 法第六十六条の十一第四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 272 The matters to be specified by Cabinet Office Order as referred to in  
Article 66-11, item (iv) of the Act are as follows:

一 所属金融商品取引業者等が二以上ある場合において、顧客が行おうとする取引に  
つき顧客が支払う金額又は手数料等が所属金融商品取引業者等により異なる場合は、  
その旨

(i) in cases when the Financial Instruments Intermediary Service Provider has  
two or more Entrusting Financial Instruments Business Operators, etc., and  
if the money or the Fees, etc. payable by the customer in regard to the  
transactions to be conducted by the customer varies depending on the  
Entrusting Financial Instruments Business Operator, etc., to that effect;

二 投資助言業務を行う場合において、投資助言業務の顧客に対し金融商品仲介行為

(法第二条第十一項第一号から第三号までに掲げる行為に限る。以下この条において同じ。)を行う場合(一定の期間における金融商品仲介行為に係る手数料等の額が、当該金融商品仲介行為の回数にかかわらず一定となっている場合であって、あらかじめ当該手数料等の形態又は額を顧客に対し明示している場合を除く。)は、当該金融商品仲介行為により得ることとなる手数料等の額(あらかじめ手数料等の額が確定しない場合においては、当該手数料等の額の算定方法)

(ii) in cases when the Financial Instruments Intermediary Service Provider carries out the Investment Advisory Business and where it conducts Intermediation for Financial Instruments (limited to the acts listed in Article 2, paragraph (11), items (i) through (iii) of the Act; hereinafter the same applies in this Article) for the customers of the Investment Advisory Business (excluding cases when the amount of Fees, etc. for Intermediation for Financial Instruments to be performed in a certain period has been fixed without regard to the number of occasions of the relevant Intermediation for Financial Instruments, and if the Financial Instruments Intermediary Service Provider has clearly indicated to the customer of the types or amount of the Fees, etc. in advance), the amount of the Fees, etc. receivable based on the relevant Intermediation for Financial Instruments (in cases when the amount of Fees, etc. has not been fixed in advance, the formula for the calculation thereof);

三 所属金融商品取引業者等が二以上ある場合は、顧客の取引の相手方となる所属金融商品取引業者等の商号又は名称

(iii) in cases when the Financial Instruments Intermediary Service Provider has two or more Entrusting Financial Instruments Business Operators, etc., the trade name or name of the Entrusting Financial Instruments Business Operator, etc. which will be the counterparty to the customer's transaction.

(金融商品仲介業者と密接な関係を有する者から除かれる者)

(Persons Excluded from Definition of Person Closely Related to Financial Instruments Intermediary Service Providers)

第二百七十三条 令第十八条の二各号列記以外の部分に規定する内閣府令で定める者は、次に掲げるものとする。

Article 273 The persons to be specified by Cabinet Office Order as referred to in the non-itemized part of Article 18-2 of the Order are as follows:

一 金融商品取引業者(有価証券等管理業務を行う者に限る。)

(i) a Financial Instruments Business Operator (limited to an operator engaged in Securities, etc. Management Business);

二 銀行

(ii) a bank;

三 協同組織金融機関

(iii) a Cooperative Structured Financial Institution;

四 保険会社

(iv) an insurance company;

五 信託会社

(v) a trust company; and

六 株式会社商工組合中央金庫

(vi) The Shoko Chukin Bank Limited.

(信用の供与を条件とした有価証券の売買の勧誘の禁止の例外)

(Exemption from Prohibition of Solicitation for Purchase and Sale of Securities on Condition of Granting of Credit)

第二百七十四条 法第六十六条の十四第一号へに規定する内閣府令で定めるものは、信用の供与をすることを条件として有価証券の売買の受託等（金融商品仲介業に係るものに限る。第一号において同じ。）をする行為のうち、次に掲げる要件の全てを満たすものとする。

Article 274 The acts to be specified by Cabinet Office Order as referred to in Article 66-14, item (i), (f) of the Act are an Acceptance of Entrustment, etc. of the purchase and sale of Securities on the condition that credit is granted (limited to Acceptance of Entrustment, etc. pertaining to Financial Instruments Intermediary Service; the same applies in item (i)), which fulfills all of the following requirements:

一 証票等を提示し、又は通知した個人から有価証券の売買の受託等をする行為であって、当該個人が当該有価証券の対価に相当する額を二月未満の期間内に一括して支払い、当該額が所属金融商品取引業者等（有価証券等管理業務を行う者に限る。第三号において同じ。）に交付されること。

(i) that the act is an Acceptance of Entrustment, etc. for the purchase and sale of Securities from any individual who has presented or given notice of identification card, etc., in which case such individual makes a lump-sum payment of an amount equivalent to the consideration for such Securities within a period of shorter than two months and such amount is delivered to the Entrusting Financial Instruments Business Operator, etc. (limited to an operator engaged in a Securities, etc. Management Business; the same applies in item (iii));

二 同一人に対する信用の供与が十万円を超えることとならないこと。

(ii) that the credit to be granted to the same person does not exceed 100,000 yen;

三 当該有価証券の売買が累積投資契約（所属金融商品取引業者等が顧客から金銭を預かり、当該金銭を対価としてあらかじめ定めた期日において当該顧客に有価証券を継続的に売り付ける契約であって、次に掲げる要件の全てを満たすものをいう。）によるものであること。

(iii) that the purchase and sale of the Securities is conducted under the Contract for Cumulative Investment (meaning a contract wherein an

Entrusting Financial Instruments Business Operator, etc. receives a money deposit from a customer and sells Securities to that customer continuously on dates designated in advance while receiving the consideration payable out of such money deposit, which satisfies all of the following requirements):

イ 有価証券の買付けの方法として、当該有価証券の種類及び買付けのための預り金の充当方法を定めていること。

(a) that the contract provides for the types of the Securities and the means of appropriation of the deposit for making purchases, as a means of purchasing Securities;

ロ 預り金の管理の方法として、顧客からの払込金及び顧客が寄託している有価証券の果実並びに償還金の受入れに基づいて発生した所属金融商品取引業者等の預り金を累積投資預り金として他の預り金と区分して経理することを定めていること。

(b) that the contract provides, as a means for the management of the deposits, that the profits derived from the money paid or Securities deposited by the customer and the money which the Entrusting Financial Instruments Business Operator, etc. keeps custody due to acceptance of redemption are treated as the Cumulative Investment Deposit, and that accounting of such Cumulative Investment Deposit is managed separately from any other deposit;

ハ 他の顧客又は所属金融商品取引業者等と共同で買い付ける場合には、顧客が買い付けた有価証券につき回記号及び番号が特定されたときに、当該顧客が単独で当該有価証券の所有権を有することが確定することを定めていること。

(c) that the contract provides that, if the Securities are to be purchased jointly with another customer or an Entrusting Financial Instruments Business Operator, it is certain that the customer acquires sole ownership in the Securities purchased by such customer when the code and number thereof are identified;

ニ 有価証券の管理の方法として、預託を受けた有価証券（所属金融商品取引業者等と顧客が共有しているものに限る。）が他の有価証券と分別して管理されるものであること。

(d) that the contract provides, as a means for the management of Securities, that the deposited Securities (limited to those co-owned by the Entrusting Financial Instruments Business Operator and the customer) are managed separately from any other Securities; and

ホ 顧客から申出があったときには解約するものであること。

(e) that the contract may be cancelled if the customer so requests.

(金融商品仲介業者の金融商品仲介業務に係る禁止行為)

(Prohibited Acts of Financial Instruments Intermediary Service Providers in Relation to Its Financial Instruments Intermediary Service Operations)

第二百七十五条 法第六十六条の十四第三号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 275 (1) The acts to be specified by Cabinet Office Order as referred to in Article 66-14, paragraph (2), item (iii) of the Act are as follows:

一 金融商品仲介行為に関して、虚偽の表示をし、又は重要な事項につき誤解を生ぜしめるべき表示をする行為

(i) an act of to make any false representation, or to make any representation which would lead to any material information being misunderstood, in connection with Intermediation for Financial Instruments;

二 金融商品仲介行為につき、顧客若しくはその指定した者に対し、特別の利益の提供を約し、又は顧客若しくは第三者に対し特別の利益を提供する行為（第三者をして特別の利益の提供を約させ、又はこれを提供させる行為を含む。）

(ii) an act to promise a customer or the customer's designee to provide any special benefit, or to provide any special benefit to a customer or a third party (including an act to cause any third party to promise to provide, or to provide, any special benefit), in connection with Intermediation for Financial Instruments;

三 金融商品仲介行為に関し、偽計を用い、又は暴行若しくは脅迫をする行為

(iii) an act to use fraudulent means, or to commit an assault or intimidation, in connection with Intermediation for Financial Instruments;

四 金融商品仲介行為に係る金融商品取引契約に基づく金融商品仲介行為を行うことの全部又は一部の履行を拒否し、又は不当に遅延させる行為

(iv) an act to refuse or unreasonably delay the performance of all or part of Intermediation for Financial Instruments under the Contract for Financial Instruments Transaction pertaining to the relevant Intermediation for Financial Instruments;

五 金融商品仲介行為に関し、顧客（当該金融商品仲介行為が抵当証券等及び商品ファンド関連受益権の売買その他の取引に係るもの並びに令第十六条の四第一項第一号及び第二項各号に掲げる契約以外のものである場合にあっては、個人に限る。）に迷惑を覚えさせるような時間に電話又は訪問により勧誘する行為

(v) in connection with Intermediation for Financial Instruments, an act to solicit a customer (limited to an individual customer, in cases when the relevant Intermediation for Financial Instruments pertains to any transaction other than the purchase and sale or any other transaction of Mortgage Securities, etc. or a Beneficial Interest in Commodity Fund and other than the contract specified in Article 16-4, paragraph (1), item (i) and each item of paragraph (2) of the Order) by telephone or by making a personal visit timed in such a way that the customer would be disturbed;

六 法第三十八条第四号に規定する金融商品取引契約（第百十六条第一項第三号イ及びロに掲げる取引に係るものを除く。）の締結の勧誘をする目的があることを顧客（特定投資家を除く。）にあらかじめ明示しないで当該顧客を集めて当該金融商品



取引契約の締結の勧誘をする行為

- (vi) an act to assemble customers (excluding Professional Investors) and solicit for conclusion of a Contract for Financial Instruments Transaction specified in Article 38, item (iv) of the Act (excluding those pertaining to the transactions specified in Article 116, paragraph (1), item (iii), (a) and (b)), without clearly indicating to them in advance that the purpose of such assembly is solicitation for conclusion of such Contract for Financial Instruments Transaction;

六の二 個人である顧客（その締結の勧誘をしようとする金融商品取引契約の相手方となるべき所属金融商品取引業者等に有価証券の取引又はデリバティブ取引を行うための口座を開設している者及び当該所属金融商品取引業者等と商品先物取引法施行令第三十条に規定する商品取引契約を締結している者を除く。）に対し、法第三十八条第五号に規定する金融商品取引契約（令第十六条の四第二項第一号ニに掲げる取引に係るものに限る。）の締結につき、その勧誘に先立って、その勧誘を受ける意思の有無を確認する際、次に掲げる方法を用いる行為

- (vi)-2 when confirming with a customer that is an individual (excluding a person that has opened an account for the transactions of Securities or Derivative Transactions with the Entrusting Financial Instruments Business Operator, etc. which is to become a counterparty to the Contract for Financial Instruments Transaction to be solicited and a person that has concluded a Commodity Transaction Contract provided in Article 30 of the Order for Enforcement of the Financial Futures Trading Act with the Entrusting Financial Instruments Business Operator, etc.), in advance of solicitation, whether the customer wishes to receive the solicitation for the conclusion of a Contract for Financial Instruments Transaction provided in Article 38, item (v) of the Act (limited to the solicitation pertaining to the transactions specified in Article 16-4, paragraph (2), item (i), (d) of the Order), an act of using a means specified in the following:

イ 訪問し又は電話をかけること。

(a) to make a visit or phone call;

ロ 勧誘する目的があることをあらかじめ明示しないで当該顧客を集めること。

(b) to assemble customers without clearly indicating to them in advance that the purpose of such assembly is solicitation;

七 法第三十八条第六号に規定する金融商品取引契約（第一百六条第一項第三号イ及びロに掲げる取引に係るものを除く。）の締結につき、顧客（特定投資家を除く。）があらかじめ当該金融商品取引契約を締結しない旨の意思（当該金融商品取引契約の締結の勧誘を受けることを希望しない旨の意思を含む。）を表示したにもかかわらず、当該金融商品取引契約の締結の勧誘をする行為

- (vii) an act to solicit a customer (excluding a Professional Investor) to conclude a Contract for Financial Instruments Transaction as specified in Article 38, item (vi) of the Act (excluding those pertaining to the transactions specified

- in Article 116, paragraph (1), item (iii), (a) and (b)), notwithstanding that the customer has, in advance, manifested the intention not to conclude such Contract for Financial Instruments Transaction (including manifesting the intention that the customer does not wish to accept any solicitation for the conclusion of such Contract for Financial Instruments Transaction);
- 八 あらかじめ顧客の同意を得ずに、当該顧客の計算による有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引をする行為  
(viii) an act to conduct the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions on the customer's account, without the customer's prior consent;
- 九 個人である金融商品仲介業者又は金融商品仲介業者の役員（役員が法人であるときは、その職務を行うべき社員を含む。）若しくは使用人（金融商品仲介業に従事する者に限る。）が専ら投機的利益の追求を目的として有価証券の売買その他の取引等をする行為  
(ix) an act of an individual-type Financial Instruments Intermediary Service Provider, or of an Officer (in cases when the Officer is a corporation, including executive members thereof) or employee (limited to an employee engaged in a Financial Instruments Intermediary Service) of a Financial Instruments Intermediary Service Provider to conduct the Purchase and Sale or Other Transactions of Securities, etc., solely in pursuit of speculative profit;
- 十 顧客の有価証券の売買その他の取引又は市場デリバティブ取引若しくは外国市場デリバティブ取引が法第百六十六条第一項若しくは第三項又は法第百六十七条第一項若しくは第三項の規定に違反すること又は違反するおそれのあることを知りながら、当該有価証券の売買の媒介その他の取引若しくは取引所金融商品市場若しくは外国金融商品市場における当該有価証券の売買の委託の媒介又は市場デリバティブ取引若しくは外国市場デリバティブ取引の委託の媒介の申込みを受ける行為  
(x) an act to accept a customer's application for an intermediary service for the purchase and sale or any other transaction of Securities, an application for an intermediary service for entrustment of the purchase and sale of Securities on the Financial Instruments Exchange Market or on the Foreign Financial Instruments Market, or an application for an intermediary service for entrustment of Market Transactions of Derivatives or Foreign Market Derivatives Transactions, knowing that such purchase and sale or any other transaction of Securities, or such Market Transactions of Derivatives or Foreign Market Derivatives Transactions of such customer violates or may violate the provisions of Article 166, paragraph (1) or (3) or Article 167, paragraph (1) or (3) of the Act;
- 十一 有価証券の売買の媒介その他の取引若しくは取引所金融商品市場若しくは外国金融商品市場における有価証券の売買の委託の媒介又は法第二十八条第八項第三号

に掲げる取引若しくは法第二条第二十一項第五号に掲げる取引（有価証券に係るものに限る。次号において同じ。）の委託の媒介につき、顧客に対して当該有価証券の発行者の法第二十七条の二第一項に規定する公開買付け（同項本文の規定の適用を受ける場合に限る。次号において同じ。）、これに準ずる株券等（同項に規定する株券等をいう。次号において同じ。）の買集め及び法第二十七条の二十二の二第一項に規定する公開買付け（同項本文の規定の適用を受ける場合に限る。次号において同じ。）の実施又は中止の決定（法第百六十七条第二項ただし書に規定する基準に該当するものを除く。次号において同じ。）に係る公表されていない情報を提供して勧誘する行為

(xi) with regard to an intermediary service for the purchase and sale or any other transaction of Securities, an intermediary service for entrustment of the purchase and sale of Securities on the Financial Instruments Exchange Market or on the Foreign Financial Instruments Market, or an intermediary service for entrustment of a transaction specified in Article 28, paragraph (8), item (iii) of the Act or a transaction specified in Article 2, paragraph (21), item (v) of the Act (limited to a transaction which pertains to Securities; the same applies in the following item), an act of soliciting customers while furnishing undisclosed information of the Issuer of such Securities in regard to the decision on launch or suspension (excluding those corresponding to the standards prescribed in the proviso to Article 167, paragraph (2) of the Act; the same applies in the following item) of the Tender Offer set forth in Article 27-2, paragraph (1) of the Act (limited to cases when the provisions of the main clause of that paragraph is applicable; the same applies in the following item), the buying-up equivalent thereto with regard to the Share Certificates, etc. (meaning the Share Certificates, etc. prescribed in that paragraph; the same applies in the following item) equivalent thereto and the Tender Offer set forth in Article 27-22-2, paragraph (1) of the Act (limited to cases when the provisions of the main clause of that paragraph is applicable; the same applies in the following item);

十一の二 有価証券の売買の媒介その他の取引若しくは取引所金融商品市場若しくは外国金融商品市場における有価証券の売買の委託の媒介又は法第二十八条第八項第三号に掲げる取引若しくは法第二条第二十一項第五号に掲げる取引（以下この号において有価証券の売買若しくは取引所金融商品市場若しくは外国金融商品市場における有価証券の売買又は法第二十八条第八項第三号に掲げる取引若しくは法第二条第二十一項第五号に掲げる取引を総称して「売買等」という。）の委託の媒介につき、当該有価証券の発行者の法第二十七条の二第一項に規定する公開買付け、これに準ずる株券等の買集め及び法第二十七条の二十二の二第一項に規定する公開買付けの実施又は中止の決定に係る情報について公表がされたこととなる前に当該売買等をさせることにより顧客に利益を得させ、又は当該顧客の損失の発生を回避させる目的をもって、当該顧客に対して当該売買等をすることを勧めて勧誘する行為（前号に掲げる行為を除く。）

(xi)-2 with regard to an intermediary service for the purchase and sale or any other transaction of Securities, an intermediary service for entrustment of the purchase and sale of Securities on the Financial Instruments Exchange Market or on the Foreign Financial Instruments Market, or an intermediary service for entrustment of a transaction specified in Article 28, paragraph (8), item (iii) of the Act or a transaction specified in Article 2, paragraph (21), item (v) of the Act (hereinafter referred to in this item correctively as the purchase and sale of Securities, purchase and sale of Securities in the Financial Instruments Exchange Market or Foreign Financial Instruments Market, or transactions specified in Article 28, paragraph (8), item (iii) of the Act or transactions specified in Article 2, paragraph (21), item (v) of the Act as "Purchase and Sale, etc."), an act of soliciting customers to implement the Purchase and Sale, etc. for the purpose of having the customer gain profits or avoiding to cause loss with the customer by having the customer implementing the Purchase and Sale, etc. before disclosing the information pertaining the decision on launch or suspension of the Tender Offer prescribed in the provisions of Article 27-2, paragraph (1) of the Act by Issuer of the Securities, buying-up of Share Certificates, etc. equivalent thereto, and Tender Offer prescribed in Article 27-22-2, paragraph (1) of the Act (excluding the act specified in the preceding item);

十二 金融商品仲介業者又はその役員（役員が法人であるときは、その職務を行うべき社員を含む。）若しくは使用人が、当該金融商品仲介業者又はその親法人等若しくは子法人等の役員若しくは使用人が職務上知り得た顧客の有価証券の売買又は市場デリバティブ取引若しくは外国市場デリバティブ取引に係る注文の動向その他の特別の情報を、その親法人等若しくは子法人等から受領する行為若しくはその親法人等若しくは子法人等に提供する行為（当該金融商品仲介業者若しくはその親法人等若しくは子法人等又はそれらの役員若しくは使用人による当該特別の情報の提供につき事前に当該顧客の書面による同意がある場合（当該顧客が外国法人（法人でない団体で代表者又は管理人の定めのあるものを含む。）であって、かつ、当該顧客が所在する国の法令上この号に規定する行為（情報の受領又は提供に限る。）に相当する行為を制限する規定がない場合において、当該顧客が電磁的記録により同意の意思表示をしたとき又は非公開情報の提供に関し当該顧客が締結している契約の内容及び当該国の商慣習に照らして当該顧客の同意があると合理的に認められるときは、当該顧客の書面による同意を得たものとみなす。以下この号において同じ。））、親法人等若しくは子法人等が所属金融商品取引業者等である場合であって、第二百二十三条第一項第十八号イからハマまでに掲げる情報を受領する場合及び第二百八十一条第十二号イからハマまでに掲げる情報を提供する場合並びに親銀行等若しくは子銀行等である所属金融機関の委託を受けて金融機関代理業を行う場合であって、次項第一号若しくは第二号に掲げる情報を受領する場合及び同項第三号若しくは第四号に掲げる情報を提供する場合を除く。）又は親法人等若しくは子法人等から取得した当該特別の情報（当該親法人等若しくは子法人等が事前に当該顧客の書面に

よる同意を得て提供したものを除く。)を利用して有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引(有価証券等清算取次ぎを除く。)を勧誘する行為

(xii) an act of a Financial Instruments Intermediary Service Provider or its Officer (in cases when the Officer is a corporation, including executive members thereof) or employee receiving from, or provide to, its Parent Corporation, etc. or Subsidiary Corporation, etc. any information on ordering trends in the customer's purchase and sale of Securities or the customer's Market Transactions of Derivatives or Foreign Market Derivatives Transactions or any other special information, which may come to knowledge of the Officer or employee of such Financial Instruments Intermediary Service Provider, or the Officer or employee of its Parent Corporation, etc. or of its Subsidiary Corporation, etc., in the course of duties (excluding cases when the customer has given prior written consent for the provision of such special information by such Financial Instruments Intermediary Service Provider, its Parent Corporation, etc. or its Subsidiary Corporation, etc., or Officers or employees thereof (in cases when a customer is a foreign corporation (including an organization which is not a corporation and which has a provision for a representative or manager), and if there is no provision under the laws and regulations of the country of the location of the customer which restricts an act equivalent to those provided in this item (limited to the receipt or provision of information), if the customer manifested its intention to give consent by means of an electronic or magnetic record or if it is reasonably deemed that the customer has given a consent considering the terms and conditions of the contract concluded by the customer in relation to the provision of Undisclosed Information and the commercial customs of the relevant country, a written consent of the customer is deemed to have been obtained; hereinafter the same applies in this item); if the Parent Corporation, etc. or Subsidiary Corporation, etc. is the Entrusting Financial Instruments Business Operator, etc. and if the information listed in Article 123, paragraph (1), item (xviii), (a) through (c) is to be received or the information listed in Article 281, item (xii), (a) through (c) is to be provided; if the Financial Institution Agency Service is to be performed based on an entrustment by the Principal Financial Institution which is the Parent Bank, etc. or Subsidiary Bank, etc. and if the information specified in item (i) or (ii) of the following paragraph is to be received or the information specified in item (iii) or (iv) of that paragraph is to be provided); or to solicit for the purchase and sale or any other transaction of Securities, or for Market Transactions of Derivatives or Foreign Market Derivatives Transactions (excluding Brokerage for Clearing of Securities, etc.) by using such special information obtained from the Parent Corporation, etc. or Subsidiary

Corporation, etc. (excluding information which the Parent Corporation, etc. or Subsidiary Corporation, etc. has provided with the customer's prior written consent);

十三 不特定かつ多数の顧客に対し、特定かつ少数の銘柄の有価証券の買付け若しくは売付けの媒介若しくは委託の媒介又は市場デリバティブ取引の委託の媒介の申込みを一定期間継続して一斉にかつ過度に勧誘する行為で、公正な価格（市場デリバティブ取引にあつては、価格に相当する事項）の形成を損なうおそれがあるもの

(xiii) an act of soliciting unspecified and many customers to make an application for an intermediary service for, or an intermediary service for the entrustment of, the purchase or sale of the Securities of a specified and small portion of the issues or an application for an intermediary service for the entrustment of Market Derivatives Transactions of a specified and small portion of the issues, simultaneously and in an excessively aggressive manner continuously over a certain period, which is likely to prejudice the formation of a fair price (in the case of a Market Transaction of Derivatives, the matter equivalent to the price);

十四 顧客の取引に基づく価格、指標、数値又は対価の額の変動を利用して自己又は当該顧客以外の顧客の利益を図ることを目的として、不特定かつ多数の顧客に対し、有価証券の買付け若しくは売付けの媒介若しくは委託の媒介又は市場デリバティブ取引の委託の媒介の申込みを一定期間継続して一斉にかつ過度に勧誘する行為

(xiv) an act of soliciting unspecified and many customers to make an application for an intermediary service for, or an intermediary service for the entrustment of, the purchase or sale of Securities or an application for an intermediary service for the entrustment of Market Transactions of Derivatives, simultaneously and in an excessively aggressive manner continuously over a certain period, with a view to taking advantage of fluctuations in the prices, indicators, figures or the amount of the consideration based on a customer's transaction and thereby to gain own profit or a profit of customer other than such customer;

十五 取引所金融商品市場における上場金融商品等又は店頭売買有価証券市場における店頭売買有価証券の相場若しくは相場若しくは取引高に基づいて算出した数値を変動させ、若しくはくぎ付けし、固定し、若しくは安定させ、又は取引高を増加させることにより実勢を反映しない作為的なものとなることを知りながら、当該上場金融商品等又は当該店頭売買有価証券に係る買付け若しくは売付けの媒介若しくは委託の媒介又は市場デリバティブ取引の委託の媒介をする行為

(xv) an act of providing an intermediary service for, or an intermediary service for the entrustment of, the purchase or sale of Listed Financial Instruments, etc. or Over-the-Counter Traded Securities, or to provide an intermediary service for the entrustment of Market Transactions of Derivatives pertaining to the Listed Financial Instruments, etc. or Over-the-Counter Traded Securities, knowing that causing fluctuation, pegging, fixing or stabilizing

the quotation of, or the figures calculated based on the quotations or transaction volumes of, the Listed Financial Instruments, etc. on a Financial Instruments Exchange Market or the Over-the-Counter Traded Securities on the Over-the-Counter Securities Market, or increasing the transaction volumes thereof will result in creation of the manipulative quotations which do not reflect actual market status;

十六 顧客（特定投資家を除く。）に対して、有価証券に係る外国会社届出書等が英語により記載される旨の説明を行わず、又はその旨を記載した文書を交付しないで買付けの媒介又は取引所金融商品市場若しくは外国金融商品市場における当該受益証券の買付けに係る委託の媒介を行うこと（当該行為の日前一年以内に当該顧客に当該説明を行い、かつ、当該文書を交付した場合を除く。）。

(xvi) an act of providing an intermediary service for the purchase, or an intermediary service for the entrustment of the purchase of the Beneficiary Certificates on the Financial Instruments Exchange Market or a Foreign Financial Instruments Market, without explaining to a customer (excluding a Professional Investor) that the Foreign Company Notifications, etc. pertaining to the Securities is to be prepared in English, or without delivering a document to the customer containing a statement to that effect (excluding cases when, within one year prior to the day when that act is conducted, such explanation and document are provided to the customer);

十七 裏書以外の方法による抵当証券等の売買の媒介をする行為

(xvii) an act of providing an intermediary service for the purchase and sale of Mortgage Securities, etc. by means other than an endorsement;

十八 投資助言業務を行う場合には、当該投資助言業務に係る助言に基づいて顧客が行った有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引を結了させ、又は反対売買を行わせるため、当該顧客以外の顧客に対して有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引を勧誘する行為

(xviii) in cases of conducting Investment Advisory Business, and in connection with the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions conducted by a customer based on advice pertaining to the Investment Advisory Business, an act to solicit any customer other than such customer to conduct the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions, in order to complete any of the first-mentioned transactions or to have such other customer conduct any reversing trade in relation thereto;

十九 投資運用業を行う場合には、当該投資運用業に関して運用財産の運用として行った有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引を結了させ、又は反対売買を行わせるため、当該運用財産の権利者以外の顧客に対して有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリ

バティブ取引を勧誘する行為

(xix) in cases of conducting Investment Management Business, and in connection with the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions conducted as the investment of Investment Property relevant to the Investment Management Business, an act to solicit any customer other than the Right Holder of such Investment Property to conduct the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions, in order to complete any of the first-mentioned transactions or to have such other customer conduct any reversing trade in relation thereto;

二十 確定拠出年金運営管理業（確定拠出年金法第二条第七項に規定する確定拠出年金運営管理業をいう。次号において同じ。）を行う場合において、当該確定拠出年金運営管理業に係る加入者等（同法第二条第七項第一号イに規定する加入者等をいう。次号において同じ。）による運用の指図（有価証券の売買に係るものに限る。次号において同じ。）に関する情報を利用して、当該加入者等以外の顧客に対して有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引を勧誘する行為

(xx) in cases of providing a Defined Contribution Pension Management Service (meaning the Defined Contribution Pension Management Service prescribed in Article 2, paragraph (7) of the Defined Contribution Pension Act; the same applies in the following item), an act to use any information on investment instruction (limited to instructions pertaining to the purchase and sale of Securities; the same applies in the following item) of the Subscribers, etc. (meaning the Subscribers, etc. prescribed in Article 2, paragraph (7), item (i), (a) of that Act; the same applies in the following item) of such Defined Contribution Pension Management Service, and thereby to solicit a customer other than any of such Subscribers, etc. to conduct the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions;

二十一 確定拠出年金運営管理業を行う場合において、当該確定拠出年金運営管理業に係る加入者等による運用の指図に基づいて行った有価証券の売買を結了させるため、当該加入者等以外の顧客に対して有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引を勧誘する行為

(xxi) in cases of providing a Defined Contribution Pension Management Service, and in connection with purchase and sale of Securities conducted based on the investment instruction of any Subscriber, etc. of such Defined Contribution Pension Management Service, an act to solicit any customer other than such Subscriber, etc. to conduct the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions, for the purpose of completing the



first-mentioned transaction;

二十二 信託業等（信託業法第二条第一項に規定する信託業、同条第八項に規定する信託契約代理業、同法第二十一条第一項に規定する財産の管理業務又は同法第二十二条第一項に基づき信託会社（同法第二条第二項に規定する信託会社をいう。）から信託業務の委託を受けて行う業務をいう。次号において同じ。）を行う場合において、当該信託業等に基づく信託財産の管理又は処分に係る有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引に関する情報を利用して、当該信託財産に係る顧客以外の顧客に対して有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引の委託等を勧誘する行為

(xxii) in cases of conducting Trust Business, etc. (meaning Trust Business as prescribed in Article 2, paragraph (1) of the Trust Business Act, the Trust Agreement Agency Business prescribed in paragraph (8) of that Article, the property management business prescribed in Article 21, paragraph (1) of that Act or a business to be conducted based on entrustment of a trust business by a Trust Company (meaning the Trust Company prescribed in Article 2, paragraph (2) of that Act) under Article 22, paragraph (1) of that Act; the same applies in the following item), an act to use information on the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions pertaining to the management or disposition of trust property under such Trust Business, etc., and thereby to solicit a customer other the customer pertaining to the trust properties to make an Entrustment, etc. of the purchase and sale or any other transaction of Securities, Market

Transactions of Derivatives or Foreign Market Derivatives Transactions;

二十三 信託業等を行う場合において、当該信託業等に基づく信託契約又は委託者の指図に基づいて行った有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引を結了させ、又は反対売買を行わせるため、当該信託契約に係る顧客以外の顧客に対して有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引（有価証券等清算取次ぎを除く。）を勧誘する行為

(xxiii) in cases of conducting Trust Business, etc., and in connection with the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions conducted under the Trust Agreement or a settlor's instruction based on such Trust Business, etc., an act to solicit any customer other than the customer pertaining to the Trust Agreement to conduct the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions (excluding Brokerage for Clearing of Securities, etc.), in order to complete any of the first-mentioned transactions, or to have such other customer conduct any reversing trade in relation thereto;

二十四 金融機関代理業（再編強化法第四十二条第三項の認可に係る業務の代理を含む。次号及び第二十六号において同じ。）を行う場合において、資金の貸付け又は手形の割引を内容とする契約の締結の代理又は媒介を行うことを条件として、法第二条第十一項各号に掲げる行為を行うこと（第二号に掲げる行為によってするものを除く。）。

(xxiv) in cases of providing a Financial Institution Agency Service (including the agency for the business pertaining to the authorization under Article 42, paragraph (3) of the Enhancement and Restructuring Act; the same applies in the following item and item (xxvi), an act of conducting any of the acts listed in the items of Article 2, paragraph (11) of the Act (excluding those conducted through the act specified in item (ii)), on the condition that an agency or intermediary service for concluding a contract for loans or for discounting negotiable instrument is provided;

二十五 金融機関代理業を行う場合において、金融商品仲介業に従事する金融商品仲介業者又はその役員（役員が法人であるときは、その職務を行うべき社員を含む。）若しくは使用人が、有価証券（第百十七条第一項第三十一号に規定する有価証券をいう。以下この号において同じ。）の発行者である顧客の非公開融資等情報（金融機関代理業務（金融機関代理業務（再編強化法第四十二条第三項の認可に係る業務の代理のうち事業のための資金の貸付け又は手形の割引を内容とする契約の締結の代理又は媒介に係る業務を含む。以下この号、次号及び第二百八十一条第九号において同じ。）に従事する金融商品仲介業者若しくはその役員若しくは使用人が職務上知り得たその顧客の行う事業に係る公表されていない情報その他の特別な情報であって金融商品仲介業に従事する金融商品仲介業者若しくはその役員若しくは使用人が勧誘する当該有価証券に係る顧客の投資判断に影響を及ぼすと認められるもの又は金融商品仲介業に従事する金融商品仲介業者若しくはその役員若しくは使用人が職務上知り得たその顧客の有価証券の売買、市場デリバティブ取引又は外国市場デリバティブ取引に係る注文の動向その他の特別の情報であって当該有価証券の発行者に係る金融機関代理業務に重要な影響を及ぼすと認められるものをいう。以下この号及び第二百八十一条第九号において同じ。）を金融機関代理業務に従事する金融商品仲介業者若しくはその役員若しくは使用人から受領し、又は金融機関代理業務に従事する金融商品仲介業者若しくはその役員若しくは使用人に提供する行為（次に掲げる場合を除く。）

(xxv) in cases of providing Financial Institution Agency Service, an act of the Financial Instruments Intermediary Service Provider or any of its Officers (in cases when the Officer is a corporation, including executive members thereof) or employees engaged in Financial Instruments Intermediary Service, receiving from, or providing to, the Financial Instruments Intermediary Service Provider or any of its Officers or employees engaged in Financial Institution Agency Service Operation any Undisclosed Loan Information, etc. (meaning undisclosed information on the business of the customer or any other special information which may come to knowledge of

the Financial Instruments Intermediary Service Provider or its Officers or employees engaged in Financial Institution Agency Service Operation (Financial Institution Agency Service Operation (including the business pertaining to agency or intermediary for the conclusion of a contract for loaning fund for business of discounting bills among the agency service for the business pertaining to the authorization under Article 42, paragraph (3) of the Enhancement and Restructuring Act; hereinafter the same applies in this item, the following item and Article 281, item (ix)) in the course of duties and which is found to have an impact on the customer's Investment Decision in regard to the Securities solicited by the Financial Instruments Intermediary Service Provider or any of its Officers or employees engaged in Financial Instruments Intermediary Service; or information on the customer's ordering trends in the purchase and sale of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions or any other special information which may come to knowledge of such Financial Instruments Intermediary Service Provider or any of its Officers or employees engaged in Financial Instruments Intermediary Service in the course of duties and which is found to have a material impact on the Financial Institution Agency Service Operation pertaining to the Issuer of the Securities; hereinafter the same applies in this item and Article 281, item (ix)) on any customer which is the Issuer of the Securities (meaning the Securities prescribed in Article 117, paragraph (1), item (xxxi); hereinafter the same applies in this item) (excluding the cases specified as follows):

イ 非公開融資等情報の提供につき、事前に顧客の書面による同意を得て提供する場合

(a) where such Undisclosed Loan Information, etc. is to be provided with prior written consent therefor from the customer;

ロ 金融商品仲介業に係る法令を遵守するために、金融機関代理業務に従事する金融商品仲介業者又はその役員若しくは使用人から非公開融資等情報を受領する必要があると認められる場合

(b) cases when it is deemed necessary that any Undisclosed Loan Information, etc. be received from the Financial Instruments Intermediary Service Provider engaged in Financial Institution Agency Service Operations or its Officer or employee, so as to ensure compliance with the laws and regulations applicable to the Financial Instruments Intermediary Service; or

ハ 非公開融資等情報を金融商品仲介業を実施する組織（金融機関代理業務を併せて実施する組織に限る。第二百八十一条第九号において同じ。）の業務を統括する金融商品仲介業者又はその役員若しくは使用人に提供する場合

(c) cases when the Undisclosed Loan Information, etc. is to be provided to the Financial Instruments Intermediary Service Provider or its Officer or

employee supervising the operation of the section in charge of the execution of the Financial Instruments Intermediary Service (limited to the section in charge of the execution of the Financial Institution Agency Service Operation in addition to the Financial Instruments Intermediary Service; the same applies in Article 281, item (ix));

二十六 金融機関代理業を行う場合において、金融機関代理業務に従事する金融商品仲介業者又はその役員若しくは使用人が、職務上知り得た公表されていない情報であつて有価証券の投資判断に影響を及ぼすと認められるものに基づいて、有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引（有価証券等清算取次ぎを除く。）をする行為

(xxvi) in cases of conducting a Financial Institution Agency Service, an act of the Financial Instruments Intermediary Service Provider or its Officers or employees engaged in the Financial Institution Agency Service Operation conducting the purchase and sale or any other transaction of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions (excluding Brokerage for Clearing of Securities, etc.), based on any undisclosed information which may come to such person's knowledge in the course of duties and which is found to have an impact on Investment Decisions with regard to Securities;

二十七 委託金融商品取引業者（金融商品仲介業者に金融商品仲介業務の委託を行う第一種金融商品取引業を行う金融商品取引業者をいう。以下この号において同じ。）が当該委託金融商品取引業者の親法人等又は子法人等に対して借入金に係る債務を有する者が発行する有価証券（第百十七条第一項第三十一号に規定する有価証券をいう。）又は処分する自己株式の引受人となる場合において、これらの有価証券（当該委託金融商品取引業者が法第二条第六項第三号に掲げるものを行う場合にあっては、同号に規定する新株予約権の行使により取得される有価証券を含む。以下この号において同じ。）に係る手取金が当該借入金に係る債務の弁済に充てられることを当該金融商品仲介業者が知りながら、その事情を顧客に告げることなく当該有価証券に係る同条第十一項第一号に掲げる行為（当該委託金融商品取引業者が引受人となった日から六月を経過する日までの間に当該有価証券を売却するものに係るものに限る。）又は同項第三号に掲げる行為を行うこと。

(xxvii) in cases when the Entrusting Financial Instruments Business Operator (meaning a Financial Instruments Business Operator engaged in a Type-I Financial Instruments Business which entrusts Financial Instruments Intermediary Service Operations to a Financial Instruments Intermediary Service Provider; hereinafter the same applies in this item) becomes an Underwriter of Securities (meaning the Securities prescribed in Article 117, paragraph (1), item (xxxii)) issued by any person owing a debt to the Parent Corporation, etc. or Subsidiary Corporation, etc. of such Entrusting Financial Instruments Business Operator, etc., or an Underwriter of the treasury shares to be disposed of, and if the Financial Instruments Intermediary

Service Provider is aware of the circumstance if the proceeds from these Securities (in cases when the Entrusting Financial Instruments Business Operator, etc. conducts those listed in Article 2, paragraph (6), item (iii) of the Act, including Securities acquired by the exercise of the share options prescribed in that item; hereinafter the same applies in this item) will be appropriated for the payment of such debt pertaining to the borrowing, to conduct an act specified in paragraph (11), item (i) of that Article pertaining to the Securities (limited to an act pertaining to cases when the Securities are to be sold between the day when the Entrusting Financial Instruments Business Operator which has underwritten the Securities becomes an Underwriter and the day on which six months have elapsed therefrom) or item (iii) of that paragraph, without informing the customer of such circumstance; and

二十八 金融商品仲介行為（商品関連市場デリバティブ取引に係るものに限る。）につき、顧客（特定投資家を除く。）に対し、当該顧客が行う商品関連市場デリバティブ取引の売付け又は買付けその他これに準ずる取引と対当する取引（これらの取引から生じ得る損失を減少させる取引をいう。）の数量及び期限を同一にすることを勧める行為

(xxviii) an act of recommending a customer (excluding a Professional Investor), in respect of intermediation for financial instruments (limited to the service pertaining to Commodity-Related Market Transactions of Derivatives), to match the volume and maturity in a sale, purchase, or other equivalent trade in Commodity-Related Market Transactions of Derivatives to be conducted by the customer with a corresponding transaction (meaning a transaction that would reduce the losses arising from such a transaction).

2 前項第十二号の親銀行等若しくは子銀行等である所属金融機関から受領し、又は提供する情報は、次に掲げるものとする。

(2) The information to be received from, or provided to, the Principal Financial Institutions which falls under the category of Parent Bank, etc. or Subsidiary Bank, etc. set forth in item (xii) of the preceding paragraph is as follows:

一 金融商品仲介業者が親銀行等又は子銀行等である所属金融機関の委託を受けて行う金融機関代理業に係る情報

(i) information on the Financial Institution Agency Service to be provided by the Financial Instruments Intermediary Service Provider, based on entrustment by the Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc.;

二 金融商品仲介業者が親銀行等又は子銀行等である所属金融機関の委託を受けて行う金融機関代理業に係る法令を遵守するために受領する必要があると認められる情報

(ii) information which is deemed necessary to be received by the Financial Instruments Intermediary Service Provider, so as to assure its compliance

with the laws and regulations applicable to the Financial Institution Agency Service to be provided based on an entrustment from the Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc.;

三 金融商品仲介業者が親銀行等又は子銀行等である所属金融機関の委託を受けて行う金融機関代理業を行うために所属金融機関に対し提供する必要があると認められる情報

(iii) information which is deemed necessary to be provided to the Principal Financial Institutions, in order for the Financial Instruments Intermediary Service Provider to conduct the Financial Institution Agency Service to be conducted based on an entrustment from the Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc.; and

四 金融商品仲介業者が親銀行等又は子銀行等である所属金融機関から委託を受けて行う金融機関代理業により知り得た情報であつて、金融商品仲介業者が法令を遵守するため、当該所属金融機関に提供する必要があると認められる情報

(iv) information which may come to the knowledge of the Financial Instruments Intermediary Service Provider in the course of the Financial Institution Agency Service which it provides based on an entrustment from the Principal Financial Institution which is its Parent Bank, etc. or Subsidiary Bank, etc., and which is deemed necessary to be provided to such Principal Financial Institution so as to ensure the Financial Instruments Intermediary Service Provider's compliance with the laws and regulations.

3 第一項第十五号の規定は、有価証券の募集（五十名以上の者を相手方として行うものに限る。）若しくは特定投資家向け取得勧誘（五十名以上の者を相手方として行うものに限る。）又は有価証券の売出し（五十名以上の者を相手方として行うものに限る。）若しくは特定投資家向け売付け勧誘等（五十名以上の者を相手方として行うものに限る。）を容易にするために取引所金融商品市場若しくは店頭売買有価証券市場において一連の有価証券売買等をする場合における当該一連の有価証券売買等の媒介を行う場合には、適用しない。

(3) The provisions of paragraph (1), item (xv) do not apply to cases when an intermediary service for a series of the Purchase and Sale of Securities, etc. is to be provided, if such series of the Purchase and Sale of Securities, etc. is to be conducted on a Financial Instruments Exchange Market or an Over-the-Counter Securities Market so as to facilitate the Public Offering of Securities (limited to a Public Offering made to 50 or more persons), the Solicitation for Acquisition Only for Professional Investors (limited to a solicitation made to 50 or more persons), Secondary Distribution of Securities (limited to such distribution made to 50 or more persons) or Solicitation for Selling, etc. Only for Professional Investors (limited to such solicitation made to 50 or more persons).

（一般投資家に含まれない者）

(Persons Excluded from Being Classed as General Investors)

第二百七十五条の二 法第六十六条の十四の二に規定する内閣府令で定める者は、次に掲げる者とする。

Article 275-2 (1) The persons to be specified by Cabinet Office Order as referred to in Article 66-14-2 of the Act are as follows:

一 当該特定投資家向け有価証券の発行者の取締役等（取締役、監査役、執行役、理事若しくは監事又はこれらに準ずる者をいう。）であり、かつ、当該発行者の総株主等の議決権の百分の五十を超える議決権（社債、株式等の振替に関する法律第四百七条第一項又は第四百八条第一項（これらの規定を同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。以下この条において「対象議決権」という。）を自己若しくは他人の名義をもって保有する者（以下この条において「特定役員」という。）又は当該特定役員の被支配法人等（当該発行者を除く。）

(i) a person that holds the position of a Director, etc. (meaning a director, company auditor, executive officer, board member, auditor or any other person holding a position equivalent thereto) of the Issuer of the Securities for Professional Investors, and that, under the person's own name or another person's name, holds the voting rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. in the Issuer (including the voting rights pertaining to a share or contribution which may not be duly asserted against the Issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Transfer of Corporate Bonds, Shares, etc. (including cases when these 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 parts pertaining to item (ii))); hereinafter referred to as the "Subject Voting Rights" in this Article) (such person is hereinafter referred to as the "Specified Officer" in this Article), or the Corporation, etc. Under Control of such Specified Officer (such corporation excludes the Issuer);

二 当該特定投資家向け有価証券の発行者の総株主等の議決権の百分の五十を超える対象議決権を自己又は他人の名義をもって保有する会社（前号に掲げる者を除く。）

(ii) a company which, under its name or another person's name, holds the Subject Voting Rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. in the Issuer of the Securities for Professional Investors (excluding the person specified in the preceding item);

三 当該特定投資家向け有価証券（次に掲げるものに限る。）の発行者の役員等（当該特定投資家向け有価証券の買付け（当該発行者の他の役員等と共同して、一定の計画に従い、個別の投資判断に基づかず、継続的に買付けを行うことを内容とする

契約であって各役員等の一回当たりの拠出金額が百万円に満たないものに基づいて行うものに限る。)を行う者に限り、第一号に掲げる者を除く。)

(iii) an Officer, etc. of the Issuer of the Securities for Professional Investors (such Securities are limited to those specified in the following) (such Officer, etc. is limited to one that conducts the purchase of the Securities for Professional Investors (limited to a purchase made under a contract whereby the Officer, etc., jointly with other Officers, etc. of such Issuer, conducts purchases continually in accordance with a certain plan but not based on the respective Investment Decisions, and whereby the amount to be contributed by each of such Officers, etc. on each occasion is less than one million yen), and excludes the person specified in item (i)):

イ 法第二条第一項第九号に掲げる有価証券

(a) the Securities specified in Article 2, paragraph (1), item (ix) of the Act;

ロ 法第二条第一項第十一号に掲げる有価証券のうち、投資証券、新投資口予約権証券又は外国投資証券で投資証券若しくは新投資口予約権証券に類する証券

(b) Investment Securities, Certificates of Investment Equity Subscription Rights or Foreign Investment Securities similar to Investment Securities or Certificates of Investment Equity Subscription Rights out of the Securities specified in Article 2, paragraph (1), item (xi) of the Act;

ハ 法第二条第一項第十七号に掲げる有価証券のうち、同項第九号に掲げる有価証券の性質を有するもの

(c) the Securities specified in Article 2, paragraph (1), item (xvii) of the Act, which have the nature of the Securities specified in item (ix) of that paragraph;

ニ イからハマまでに掲げる有価証券を受託有価証券とする有価証券信託受益証券

(d) the Beneficiary Certificates of Securities in Trust of which the Entrusted Securities are the Securities specified in (a) through (c); and

ホ 法第二条第一項第二十号に掲げる有価証券でイからハマまでに掲げる有価証券に係る権利を表示するもの

(e) the Securities specified in Article 2, paragraph (1), item (xx) of the Act which indicate the right pertaining to the Securities specified in (a) or (b).

2 特定役員とその被支配法人等が合わせて他の法人等（法人その他の団体をいう。以下この条において同じ。）の総株主等の議決権の百分の五十を超える対象議決権を自己又は他人の名義をもって保有する場合には、当該他の法人等は、当該特定役員の被支配法人等とみなして、前項第一号及びこの項の規定を適用する。

(2) In cases when the total of the Subject Voting Rights held by the Specified Officer and those held by the Corporation, etc. Under Control of Specified Officer, under their respective names or under the names of any other persons, constitutes the Voting Rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. in any other Corporation, etc. (meaning a corporation or any other organization; hereinafter the same applies in this



Article), such other Corporation, etc. is deemed to be the Corporation, etc.

Under Control of such Specified Officer, and the provisions of item (i) of the preceding paragraph and this paragraph apply.

3 第一項第一号及び前項の「被支配法人等」とは、特定役員が他の法人等の総株主等の議決権の百分の五十を超える対象議決権を自己又は他人の名義をもって保有する場合における当該他の法人等をいう。

(3) The "Corporation, etc. Under Control" as used in paragraph (1), item (i) and the preceding paragraph means the Corporation, etc., whose Subject Voting Rights exceeding 50 percent of the Voting Rights Held by All the Shareholders, etc. are held by a Specified Officer under the name of the Specified Officer or under the name of any other person.

4 第一項第三号の「役員等」とは、令第一条の三の三第五号に規定する役員等をいう。

(4) The "Officer, etc." as used in paragraph (1), item (iii) means the Officer, etc. prescribed in Article 1-3-3, item (v) of the Order.

(特定投資家向け有価証券の売買の媒介等の制限の例外)

(Exceptions to Limitations on Intermediary Service for Purchase and Sale of Securities for Professional Investors)

第二百七十五条の三 法第六十六条の十四の二に規定する内閣府令で定める場合は、一般投資家（同条に規定する一般投資家をいう。以下この条において同じ。）に対する勧誘に基づかないで所属金融商品取引業者等のために当該一般投資家が行う取引所金融商品市場又は外国金融商品市場における売付けの委託の媒介を行う場合とする。

Article 275-3 The cases to be specified by Cabinet Office Order as referred to in Article 66-14-2 of the Act are cases when the Financial Instruments Intermediary Service Provider provides an intermediary service for the Entrusting Financial Instruments Business Operator, etc. in relation to the entrustment of sale on the Financial Instruments Exchange Market or Foreign Financial Instruments Exchange Market to be conducted by a General Investor (meaning the General Investor prescribed in that Article; hereinafter the same applies in this Article), not based on the solicitation of a General Investor.

(事故)

(Problematic Conduct)

第二百七十六条 法第六十六条の十五において準用する法第三十九条第三項に規定する内閣府令で定めるものは、有価証券売買取引等（同条第一項第一号に規定する有価証券売買取引等をいう。以下この条において同じ。）につき、金融商品仲介業者又はその代表者等が、当該金融商品仲介業者の業務に関し、次に掲げる行為を行うことにより顧客に損失を及ぼしたものとする。

Article 276 The cases to be specified by Cabinet Office Order as referred to in Article 39, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 66-15 of the Act are cases when a Financial Instruments Intermediary

Service Provider or its Representative, etc., in connection with the Purchase and Sale or Other Transaction of Securities, etc. (meaning the Purchase and Sale or Other Transaction of Securities, etc. prescribed in Article 39, paragraph (1), item (i) of the Act; the same applies in this Article), has conducted any of the following acts in the course of the business of the Financial Instruments Intermediary Service Provider, and thereby has caused any loss to a customer:

一 顧客の注文の内容について確認しないで、当該顧客の計算による有価証券売買取引等の媒介を行うこと。

(i) an act of providing an intermediary service for the Purchase and Sale or Other Transaction of Securities, etc. on the customer's account, without confirming the contents of the customer's order;

二 次に掲げるものについて顧客を誤認させるような勧誘をすること。

(ii) an act of soliciting for a customer in a manner which would lead the customer to misunderstand any of the following matters:

イ 有価証券等（法第六十六条の十五において準用する法第三十九条第一項第一号に規定する有価証券等をいう。）の性質

(a) the nature of the Securities, etc. (meaning the Securities, etc. prescribed in Article 39, paragraph (1), item (i) of the Act as applied mutatis mutandis pursuant to Article 66-15 of the Act);

ロ 取引の条件

(b) the conditions of the transaction;

ハ 金融商品の価格若しくはオプションの対価の額の騰貴若しくは下落、法第二条第二十一項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）の約定数値若しくは現実数値の上昇若しくは低下、同項第四号若しくは第四号の二に掲げる取引の当該取引に係る金融指標の上昇若しくは低下若しくは金融商品の価格の騰貴若しくは下落又は同項第五号に掲げる取引の同号イ若しくはロに掲げる事由の発生の有無

(c) information as to whether there was any appreciation or decline in the price of the Financial Instruments or the amount of the consideration for the Options; information as to whether there was any increase or decrease in the Agreed Figure or the Actual Figure under a transaction specified in Article 2, paragraph (21), item (ii) of the Act (including Foreign Market Derivatives Transactions similar thereto); information as to whether there was any increase or decrease in the Financial Indicators or any appreciation or decline in the prices of the Financial Instruments, in connection with the transactions specified in Article 2, paragraph (21), item (iv) or item (iv)-2 of the Act; or, information as to whether any event as specified in Article 2, paragraph (21), item (v), (a) or (b) occurred in connection with the transaction specified in Article 2, paragraph (21), item (v) of the Act;

三 顧客の計算による有価証券売買取引等を媒介する際に、過失により事務処理を誤ること。

(iii) to erroneously handle affairs due to any negligence, in the course of providing an intermediary service for the Purchase and Sale or Other Transaction of Securities, etc. conducted on the customer's account;

四 電子情報処理組織の異常により、顧客の計算による有価証券売買取引等を誤って媒介すること。

(iv) to erroneously provide an intermediary service for the Purchase and Sale or Other Transaction of Securities, etc. conducted on the customer's account, due to any disorder in the Electronic data processing system; or

五 その他法令に違反する行為を行うこと。

(v) to commit any other act in violation of the laws and regulations.

(事故の確認を要しない場合)

(Cases Exempted from Requirement of Confirmation of Problematic Conduct)

第二百七十七条 法第六十六条の十五において準用する法第三十九条第三項ただし書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 277 (1) The cases to be specified by Cabinet Office Order as referred to in the proviso to Article 39, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 66-15 of the Act are as follows:

一 裁判所の確定判決を得ている場合

(i) cases when the final and binding judgment has been issued by the court;

二 裁判上の和解（民事訴訟法第二百七十五条第一項に定めるものを除く。）が成立している場合

(ii) cases when a judicial settlement (excluding the judicial settlement under Article 275, paragraph (1) of the Code of Civil Procedures) has been reached;

三 民事調停法第十六条に規定する調停が成立している場合又は同法第十七条の規定により裁判所の決定が行われ、かつ、同法第十八条第一項に規定する期間内に異議の申立てがない場合

(iii) cases when a conciliation as prescribed in Article 16 of the Civil Conciliation Act has been reached; or cases when a court order has been issued pursuant to the provisions of Article 17 of that Act, in which case no objection was filed within the period specified in Article 18, paragraph (1) of that Act;

四 金融商品取引業協会若しくは認定投資者保護団体のあっせん又は指定紛争解決機関の紛争解決手続による和解が成立している場合

(iv) cases when a settlement has been reached through mediation by a Financial Instruments Firms Association or a Certified Investor Protection Organization, or Dispute Resolution Procedures by a Designated Dispute Resolution Organization;

五 弁護士法第三十三条第一項に規定する会則若しくは当該会則の規定により定めら

れた規則に規定する機関におけるあっせんによる和解が成立している場合又は当該機関における仲裁手続による仲裁判断がされている場合

(v) cases when a settlement has been reached through mediation by an organization as prescribed in the Bar Association Rules under Article 33, paragraph (1) the Attorney Act or in any other rules specified under such Bar Association Rules, or if an arbitral award under arbitration procedure conducted before such organization has been issued;

六 消費者基本法第十九条第一項若しくは第二十五条に規定するあっせんによる和解が成立している場合又は同条に規定する合意による解決が行われている場合

(vi) cases when a settlement has been reached through mediation prescribed in Article 19, paragraph (1) or Article 25 of the Consumer Basic Act, or if a resolution based on an agreement prescribed in that Article has been conducted;

七 認証紛争解決事業者（裁判外紛争解決手続の利用の促進に関する法律第二条第四号に規定する認証紛争解決事業者をいい、金融商品仲介行為に係る紛争が同法第六条第一号に規定する紛争の範囲に含まれるものに限る。）が行う認証紛争解決手続による和解が成立している場合

(vii) cases when a settlement has been reached through a Certified Dispute Resolution Procedure carried out by a Certified Dispute Resolution Business Operator (meaning the certified dispute resolution business operator prescribed in Article 2, item (iv) of the Act on Promotion of Use of Alternative Dispute Resolution, and limited to cases when the dispute pertaining to Intermediation for Financial Instruments falls within the scope of the disputes referred to in Article 6, item (i) of that Act);

八 和解が成立している場合であって、次に掲げる要件の全てを満たす場合

(viii) cases when a settlement has been reached, and where such settlement fulfills all of the following requirements:

イ 当該和解の手続について弁護士又は司法書士（司法書士法第三条第一項第七号に掲げる事務を行う者に限る。次号において同じ。）が顧客を代理していること。

(a) that an attorney or a judicial scrivener (limited to such judicial scrivener who provides the services specified in Article 3, paragraph (1), item (vii) of the Judicial Scriveners Act; the same applies in the following item) has acted as the customer's counsel in connection with the relevant settlement procedures;

ロ 当該和解の成立により所属金融商品取引業者等が顧客に対して支払をすることとなる額が千万円（イの司法書士が代理する場合にあっては、司法書士法第三条第一項第七号に規定する額）を超えないこと。

(b) that the amount payable by the Entrusting Financial Instruments Business Operator, etc. to the customer due to the effectuation of such settlement does not exceed ten million yen (in cases when the judicial scrivener set forth in (a) acted as the customer's counsel, the amount

specified in Article 3, paragraph (1), item (vii) of the Judicial Scriveners Act); and

ハ ロの支払が事故による損失の全部又は一部を補填するために行われるものであることをイの弁護士又は司法書士が調査し、確認したことを証する書面が金融商品仲介業者及び当該金融商品仲介業者の所属金融商品取引業者等に交付されていること。

(c) that a document evidencing that the attorney or judicial scrivener set forth in (a) has verified and confirmed that the purpose of the payment under (b) was compensation for all or part of any losses arising from Problematic Conduct has been delivered to the Financial Instruments Intermediary Service Provider, and its Entrusting Financial Instruments Business Operator, etc.;

九 事故による損失について、所属金融商品取引業者等及び金融商品仲介業者と顧客との間で顧客に対して支払をすることとなる額が定まっている場合であって、次に掲げる要件の全てを満たす場合（前各号に掲げる場合を除く。）

(ix) cases when the amount payable to the customer with respect to losses arising from Problematic Conduct has been specified by and between the Entrusting Financial Instruments Business Operator, etc. and the Financial Instruments Intermediary Service Provider, and the customer, and if all of the following requirements are met (excluding the cases listed in the foregoing items):

イ 所属金融商品取引業者等が顧客に対して支払をすることとなる額が千万円（ロに規定する委員会が司法書士である委員のみにより構成されている場合にあっては、司法書士法第三条第一項第七号に規定する額）を超えないこと。

(a) that the amount payable by the Entrusting Financial Instruments Business Operator, etc. to the customer does not exceed ten million yen (in cases when the committee prescribed in (b) consists only of members that are judicial scriveners, the amount specified in Article 3, paragraph (1), item (vii) of the Judicial Scriveners Act); and

ロ イの支払が事故による損失を補填するために行われるものであることが、金融商品取引業協会の内部に設けられた委員会（金融商品取引業協会により任命された複数の委員（事故に係る所属金融商品取引業者等、金融商品仲介業者及び顧客と特別の利害関係のない弁護士又は司法書士である者に限る。）により構成されるものをいう。）において調査され、確認されていること。

(b) that the fact that the payment under (a) is made for the purpose of compensating for losses arising from a Problematic Conduct has been investigated and confirmed by a committee set up within a Financial Instruments Firms Association (meaning such committee that consists of multiple members appointed by the Financial Instruments Firms Association (limited to such persons that are attorneys or judicial scriveners that have no special interest in the Entrusting Financial

Instruments Business Operator, etc., the Financial Instruments Intermediary Service Provider and the customer pertaining to the Problematic Conduct));

十 金融商品仲介業者又はその代表者等が前条各号に掲げる行為により顧客に損失を及ぼした場合で、一日の取引において顧客に生じた損失について顧客に対して申し込み、約束し、又は提供する財産上の利益が十万円に相当する額を上回らないとき（前各号に掲げる場合を除く。）。

(x) cases when a Financial Instruments Intermediary Service Provider or its Representative, etc. has caused any loss to a customer due to any of the acts listed in the items of the preceding Article, and if the amount of the property benefit offered, promised or provided to a customer in relation to the loss suffered by the customer in a daily trading does not exceed the amount equivalent to 100,000 yen (excluding the cases listed in the foregoing items); and

十一 金融商品仲介業者又はその代表者等が前条第三号又は第四号に掲げる行為により顧客に損失を及ぼした場合（法第四十六条の二、第四十七条若しくは第四十八条に規定する帳簿書類、第二百八十二条第一項第一号に掲げる金融商品仲介補助簿又は顧客の注文の内容の記録により事故であることが明らかである場合に限り、第一号から第九号までに掲げる場合を除く。）

(xi) cases when the Financial Instruments Intermediary Service Provider or its Representative, etc. has caused any loss to its customers due to any act specified in item (iii) or (iv) of the preceding Article (limited to cases when it is obvious from the description of the books and documents set forth in Article 46-2, Article 47 or Article 48 of the Act, the subsidiary book on the financial instruments intermediary service set forth in Article 282, paragraph (1), item (i) or the records of the contents of the customer's orders that the act falls under Problematic Conduct, and excluding the cases listed in items (i) through (ix)).

2 前項第十号の利益は、前条各号に掲げる行為の区分ごとに計算するものとする。この場合において、同条第三号又は第四号に掲げる行為の区分に係る利益の額については、同項第十一号に掲げる場合において申し込み、約束し、又は提供する財産上の利益の額を控除するものとする。

(2) The benefit set forth in item (x) of the preceding paragraph is to be calculated by the categories of the acts listed in the items of the preceding Article. In this case, in calculating the amount of benefit pertaining to the categories of the act specified in item (iii) or (iv) of that Article, the amount of property benefit offered, promised or provided in the case referred to in item (xi) of that paragraph is to be deducted.

3 所属金融商品取引業者等は、第一項第九号から第十一号までに掲げる場合において、法第六十六条の十五において準用する法第三十九条第三項ただし書の確認を受けずに、顧客に対し、財産上の利益を提供する旨を申し込み、若しくは約束し、又は財産

上の利益を提供したときは、その申込み若しくは約束又は提供をした日の属する月の翌月末日までに、第二百七十九条各号に掲げる事項を、当該申込み若しくは約束又は提供に係る事故の発生した金融商品仲介業者の本店その他の営業所又は事務所の所在地を管轄する財務局長（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長、国内に営業所又は事務所を有しない場合にあっては関東財務局長。第二百七十八条において同じ。）に報告しなければならない。

(3) In the case referred to in paragraph (1), items (ix) through (xi), and if an Entrusting Financial Instruments Business Operator, etc. has offered or promised to provide, or has provided any property benefit to the customer, without obtaining confirmation as set forth in the proviso to Article 39, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 66-15, it must, no later than the last day of the month immediately after the month containing the day of such offer, promise or provision, report the matters specified in the items of Article 279 to the Director-General of a Local Finance Bureau with jurisdiction over the location of the head office, or any other business office or office if the Problematic Conduct pertaining to such offer, promise or provision took place (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when such business operator has no business office or any other office in Japan, to the Director-General of the Kanto Finance Bureau; the same applies in Article 278).

（損失補填の禁止の適用除外）

(Exemption of Prohibition of Compensation of Losses)

第二百七十七条の二 法第六十六条の十五において準用する法第三十九条第四項に規定する内閣府令で定める投資信託は、第百十九条の二に定める投資信託とする。

Article 277-2 The investment trust to be specified by Cabinet Office Order as referred to in Article 39, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 66-15 of the Act are the acts specified in the items of Article 119-2.

（事故の確認の申請）

(Application for Confirmation of Problematic Conduct)

第二百七十八条 法第六十六条の十五において準用する法第三十九条第三項ただし書の確認を受けようとする者は、同条第七項の規定による申請書及びその添付書類の正本一通並びにこれらの写し一通を、当該確認に係る事故の発生した本店その他の営業所又は事務所の所在地を管轄する財務局長に提出しなければならない。

Article 278 A person that intends to obtain the confirmation set forth in the proviso to Article 39, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 66-15 of the Act must submit to the Director-General of a Local Finance Bureau with jurisdiction over the location of the head office or

any other business office or office, if the Problematic Conduct pertaining to such confirmation took place, one original of the written application set forth in paragraph (7) of that Article and the documents attached thereto, as well as one copy thereof.

(確認申請書の記載事項)

(Matters to Be Stated in Applications for Confirmation)

第二百七十九条 法第六十六条の十五において準用する法第三十九条第七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 279 The matters to be specified by Cabinet Office Order as referred to in Article 39, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 66-15 of the Act are as follows:

一 所属金融商品取引業者等の商号又は名称及び登録番号

(i) the trade name or name and the registration number of the Entrusting Financial Instruments Business Operator, etc.;

二 事故の発生した本店その他の営業所又は事務所の名称及び所在地

(ii) the name and location of the head office or any other business office or office where the Problematic Conduct took place;

三 確認を受けようとする事実に関する次に掲げる事項

(iii) the following matters in relation to the fact for which the confirmation is sought:

イ 事故となる行為に関係した金融商品仲介業者の商号、名称又は氏名及び代表者等の氏名又は部署の名称

(a) the trade name or name of the Financial Instruments Intermediary Service Provider involved in the act which falls under the Problematic Conduct, as well as the name or section of its Representative, etc.;

ロ 顧客の氏名及び住所（法人にあっては、商号又は名称、主たる営業所又は事務所の所在地及び代表者の氏名）

(b) the name and address of the customer (in cases when the customer is a corporation, its trade name or name, the location of its principal business office or principal office, and the name of the representative thereof);

ハ 事故の概要

(c) the outline of the Problematic Conduct;

ニ 補填に係る顧客の損失が事故に起因するものである理由

(d) details of the reasons which prove that the customer's loss which is to be compensated for results from the Problematic Conduct; and

ホ 申込み若しくは約束又は提供をしようとする財産上の利益の額

(e) the amount of property benefit to be offered, promised or provided;

四 その他参考となるべき事項

(iv) any other matters which would serve as reference information.



(確認申請書の添付書類)

(Documents to Be Attached to Applications for Confirmation)

第二百八十条 法第六十六条の十五において準用する法第三十九条第七項に規定する内閣府令で定めるものは、顧客が前条各号に掲げる事項の内容を確認したことを証明する書類その他参考となるべき資料とする。

Article 280 (1) The documents to be specified by Cabinet Office Order as referred to in Article 39, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 66-15 of the Act are the documents evidencing that the customer has confirmed the details of the matters listed in the items of the preceding Article, and any other material which would serve as reference information.

2 前項の規定は、法第六十六条の十五において準用する法第三十九条第七項の規定による申請書が同条第一項第二号の申込みに係るものである場合には、適用しない。

(2) The provisions of the preceding paragraph do not apply to cases when the written application under Article 39, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 66-15 of the Act pertains to the application set forth in item (ii), paragraph (1) of that Article.

(業務の運営の状況が公益に反し又は投資者の保護に支障を生ずるおそれがあるもの)

(Circumstances Where the State of the Operation of Business Is Likely to Go Against Public Interest or Compromise the Protection of Investors)

第二百八十一条 法第六十六条の十五において準用する法第四十条第二号に規定する内閣府令で定める状況は、次に掲げる状況とする。

Article 281 The circumstances to be specified by Cabinet Office Order as referred to in Article 40, item (ii) of the Act as applied mutatis mutandis pursuant to Article 66-15 of the Act are as follows:

一 あらかじめ顧客の注文の内容を確認することなく、頻繁に当該顧客の計算による有価証券の売買の媒介若しくは取引所金融商品市場若しくは外国金融商品市場における有価証券の売買の委託の媒介又は市場デリバティブ取引若しくは外国市場デリバティブ取引の委託の媒介をしている状況

(i) where the Financial Instruments Intermediary Service Provider frequently provides intermediary services for the purchase and sale of Securities to be conducted on the customer's account, intermediary services for the entrustment of the purchase and sale of Securities on the Financial Instruments Exchange Market or Foreign Financial Instruments Market to be conducted on the customer's account or intermediary services for the entrustment of Market Transactions of Derivatives or Foreign Market Derivatives Transactions to be conducted on the customer's account, without confirming the contents of the customer's order in advance;

二 不特定かつ多数の投資者を勧誘して有価証券の売買又は市場デリバティブ取引若しくは外国市場デリバティブ取引についての委任を受けている者（法令に準拠して

金融商品取引行為を行う者を除く。) から、当該投資者の計算において行う取引であることを知りながら、あらかじめ当該投資者の意思を確認することなく有価証券の売買の媒介若しくは取引所金融商品市場若しくは外国金融商品市場における有価証券の売買の委託の媒介又は市場デリバティブ取引若しくは外国市場デリバティブ取引の委託の媒介をしている状況

(ii) where the Financial Instruments Intermediary Service Provider provides intermediary services for the purchase and sale of Securities, intermediary services for the entrustment of the purchase and sale of Securities on the Financial Instruments Exchange Market or Foreign Financial Instruments Market, or intermediary services for the entrustment of Market Transactions of Derivatives or Foreign Market Derivatives Transactions for a person having been entrusted with the purchase and sale of Securities, Market Transactions of Derivatives or Foreign Market Derivatives Transactions through the solicitation of unspecified and many investors (excluding a person engaged in acts that constitute Financial Instruments Transactions in compliance with the laws and regulations), knowing that such transactions are to be conducted on such investors' accounts and without confirming the investors' intention in advance;

三 その取り扱う法人関係情報に関する管理又は顧客の有価証券の売買その他の取引、市場デリバティブ取引又は外国市場デリバティブ取引に関する管理について法人関係情報に係る不公正な取引の防止を図るために必要かつ適切な措置を講じていないと認められる状況

(iii) where it is found that that the Financial Instruments Intermediary Service Provider, in connection with the management of the Corporate Information it handles or the management of the customer's purchase and sale or other transactions of Securities, etc., Market Transactions of Derivatives or Foreign Market Derivatives Transactions, has not implemented the necessary and appropriate measures for preventing unfair transactions based on the Corporate Information;

四 その取り扱う個人である顧客に関する情報の安全管理、従業者の監督及び当該情報の取扱いを委託する場合には、その委託先の監督について、当該情報の漏えい、滅失又はき損の防止を図るために必要かつ適切な措置を講じていないと認められる状況

(iv) where it is found that that the Financial Instruments Intermediary Service Provider, in connection with the security management and supervision of workers related to the information on the individual customers it handles, and the supervision of the entrusted party if the handling of the information is to be entrusted, has not taken the measures necessary and appropriate for the prevention of the leaking, destruction or loss of such information;

五 その取り扱う個人である顧客に関する人種、信条、門地、本籍地、保健医療又は犯罪経歴についての情報その他業務上知り得た公表されていない特別の情報を、適

切な業務の運営の確保その他必要と認められる目的以外の目的のために利用しないことを確保するための措置を講じていないと認められる状況

(v) where it is found that that the Financial Instruments Intermediary Service Provider has not taken measures to ensure that the information it handles regarding the individual customer's race, creed, family origin, registered domicile, health and medical care or criminal records, or any other undisclosed and special information which may come to its knowledge in the course of the business, will not be used for any purpose other than the assurance of the proper operation of the business or any other purpose as may be deemed necessary;

六 投資信託受益証券等の乗換えを勧誘するに際し、顧客（特定投資家を除く。）に対して、当該乗換えに関する重要な事項について説明を行っていない状況

(vi) where the Financial Instruments Intermediary Service Provider solicits a customer for a rollover of Investment Trust Beneficiary Certificates, etc., and where it has not given the customer (excluding a Professional Investor) any explanation on important matters regarding such rollover;

七 法第二条第八項第九号に掲げる行為により同条第一項第五号に掲げる有価証券又は同項第十七号に掲げる有価証券（同項第一号から第五号までのいずれかに掲げる有価証券の性質を有するものに限る。）を取得させ、又は売り付けようとする際に、これらの有価証券の取得又は買付けの申込みの期間中に生じた投資判断に影響を及ぼす重要な事象について、個人である顧客（特定投資家を除く。）に対して説明を行っていない状況

(vii) where the Financial Instruments Intermediary Service Provider intends to have others acquire or sell the Securities specified in Article 2, paragraph (1), item (v) of the Act or item (xvii) of that paragraph (limited to those which have the nature of the Securities specified in any of Article 2, paragraph (1), items (i) through (v) of the Act) through an act specified in Article 2, paragraph (8), item (ix) of the Act, and where it has not provided an individual customer (excluding a Professional Investor) with an explanation on any material circumstances affecting the customer's Investment Decision which took place during the period for making an application for the acquisition or purchase of such Securities;

八 金融商品仲介業に係る電子情報処理組織の管理が十分でないと認められる状況

(viii) where the management of an Electronic data processing system to be used for the Financial Instruments Intermediary Service is found to be insufficient;

九 金融商品仲介業を実施する組織の業務を統括する金融商品仲介業者又はその役員（役員が法人であるときは、その職務を行うべき社員を含む。）若しくは使用人が、有価証券（第百十七条第一項第三十一号に規定する有価証券をいう。）の発行者である顧客の非公開融資等情報を自ら取得し、又は金融機関代理業務に従事する金融商品仲介業者若しくはその役員若しくは使用人から受領して、当該有価証券に係る

法第二条第十一項各号に掲げる行為を行っている状況（当該統括する金融商品仲介業者又はその役員若しくは使用人が、非公開融資等情報（法人関係情報を除く。）の提供につき、事前にその顧客の書面による同意を得ることなく、その顧客の非公開融資等情報を金融商品仲介業に従事する金融商品仲介業者又はその役員若しくは使用人に提供している状況を含む。）

(ix) where the Financial Instruments Intermediary Service Provider or its Officer (in cases when the Officer is a corporation, including executive members thereof) or employee supervising the business of the section in charge of executing the Financial Instruments Intermediary Service has personally acquired the Undisclosed Loan Information, etc. on the customer which is the Issuer of the Securities (meaning the Securities specified in Article 117, paragraph (1), item (xxxii)), or has received such information from a Financial Instruments Intermediary Service Provider or its Officer or employee engaged in a Financial Institution Agency Service Operation, and thereby conducts any of the acts listed in the items of Article 2, paragraph (11) of the Act pertaining to such Securities (including in the circumstances where the Financial Instruments Intermediary Service Provider or its Officer or employee supervising the business provides any Financial Instruments Intermediary Service Provider or its Officer or employee engaged in a Financial Instruments Intermediary Service Operation with the customer's Undisclosed Loan Information, etc. (excluding Corporate Information), without obtaining the customer's prior written consent for the provision of such information);

十 金融商品仲介業者が、本店その他の営業所又は事務所を金融機関（銀行、協同組織金融機関、信託会社その他令第一条の九各号に掲げる金融機関をいう。）の本店その他の営業所若しくは事務所又はその代理店（銀行法第二条第十五項に規定する銀行代理業者、長期信用銀行法第十六条の五第三項に規定する長期信用銀行代理業者、信用金庫法第八十五条の二第三項に規定する信用金庫代理業者、協同組合による金融事業に関する法律第六条の三第三項に規定する信用協同組合代理業者、労働金庫法第八十九条の三第三項に規定する労働金庫代理業者、農業協同組合法第九十二条の二第三項に規定する特定信用事業代理業者、水産業協同組合法第二百一十一条の二第三項に規定する特定信用事業代理業者及び農林中央金庫法第九十五条の二第三項に規定する農林中央金庫代理業者の営業所又は事務所を含み、保険業法第二条第十九項に規定する生命保険募集人及び同条第二十一項に規定する損害保険代理店を除く。）と同一の建物に設置してその業務を行う場合において、顧客が当該金融商品仲介業者を当該金融機関と誤認することを防止するための適切な措置を講じていないと認められる状況

(x) where, if a Financial Instruments Intermediary Service Provider establishes its head office or any other business offices or offices in the same building as that of the head office, any other business offices or offices, or agency office (including the business offices or any other offices of a Bank

Agent prescribed in Article 2, paragraph (15) of the Banking Act, a Long-Term Credit Bank Agent prescribed in Article 16-5, paragraph (3) of the Long-Term Credit Bank Act, Shinkin Bank Agent prescribed in Article 85-2, paragraph (3) of the Shinkin Bank Act, Credit Cooperative Agent prescribed in Article 6-3, paragraph (3) of the Act on Financial Businesses by Cooperative, Labor Bank Agent prescribed in Article 89-3, paragraph (3) of the Labor Bank Act, Specific Credit Business Agent prescribed in Article 92-2, paragraph (3) of the Agricultural Cooperatives Act, Specific Credit Business Agent prescribed in Article 121-2, paragraph (3) of the Fishery Cooperatives Act and Norinchukin Bank Agent prescribed in Article 95-2, paragraph (3) of the Norinchukin Bank Act, but excluding the Life Insurance Solicitor prescribed in Article 2, paragraph (19) of the Insurance Business Act and the Non-Life Insurance Agent prescribed in paragraph (21) of that Article) of a financial institution (meaning a financial institution such as bank, Cooperative Structured Financial Institution, trust company or any other financial institution specified in the items of Article 1-9 of the Order) and carries out its business therein, it is found that that the Financial Instruments Intermediary Service Provider has not implemented the appropriate measures to prevent the customer from confusing the Financial Instruments Intermediary Service Provider with such financial institution;

十一 金融商品仲介業者が、電気通信回線に接続している電子計算機を利用してその業務を行う場合において、顧客が当該金融商品仲介業者を所属金融商品取引業者等又はその他の者と誤認することを防止するための適切な措置を講じていないと認められる状況

(xi) where, if the Financial Instruments Intermediary Service Provider carries out its businesses using a computer connected via telecommunications line, it is found that it has not implemented appropriate measures for preventing the customer from confusing the Financial Instruments Intermediary Service Provider with its Entrusting Financial Instruments Business Operator or any other person;

十二 金融商品仲介業者が取得した顧客の財産に関する情報その他の特別な情報（次に掲げるものを除く。）を、事前に顧客の書面による同意を得ることなく、所属金融商品取引業者等に提供している状況又は当該所属金融商品取引業者等から取得した顧客の財産に関する情報その他の特別な情報（当該所属金融商品取引業者等が当該顧客の書面による同意を得ずに提供したものに限る。）を利用して有価証券の売買その他の取引等を勧誘している状況

(xii) where the Financial Instruments Intermediary Service Provider provides to the Entrusting Financial Instruments Business Operator, etc. any information on customers' properties or any other special information which it has obtained (information specified in the following is excluded), without obtaining a prior written consent from the customers; or where the Financial

Instruments Intermediary Service Provider solicits the Purchase and Sale or Other Transactions of Securities, etc. using any information on customers' properties or any other special information obtained from the Entrusting Financial Instruments Business Operator, etc. (limited to information provided by the Entrusting Financial Instruments Business Operator, etc. without obtaining the customer's written consent):

イ 金融商品仲介業者が金融商品仲介行為を行うために所属金融商品取引業者等に対し提供する必要があると認められる情報

(a) information which is necessary to be provided to the Entrusting Financial Instruments Business Operator, etc., in order for the Financial Instruments Intermediary Service Provider to implement Intermediation for Financial Instruments;

ロ 所属金融商品取引業者等からの委託に係る金融商品仲介業務により知り得た情報であって、当該金融商品仲介業者が金融商品仲介業に係る法令を遵守するために当該所属金融商品取引業者等に提供する必要があると認められる情報

(b) information obtained in the course of the Financial Instruments Intermediary Service Operation entrusted by the Entrusting Financial Instruments Business Operator, etc., which is deemed necessary to be provided to the Entrusting Financial Instruments Business Operator, etc. in order for the Financial Instruments Intermediary Service Provider to ensure its compliance with the laws and regulations applicable to Financial Instruments Intermediary Service; and

ハ 所属金融商品取引業者等が当該金融商品仲介業者の事故による損失の補てんを行うために必要であると認められる情報

(c) information which is deemed necessary for compensation to be paid by the Entrusting Financial Instruments Business Operator for the losses arising from the Problematic Conduct of the Financial Instruments Intermediary Service Provider.

### 第三節 経理

#### Section 3 Accounting

(業務に関する帳簿書類)

(Books and Documents Related to Business Affairs)

第二百八十二条 法第六十六条の十六の規定により金融商品仲介業者が作成すべき帳簿書類は、次に掲げるものとする。

Article 282 (1) The books and documents to be prepared by a Financial Instruments Intermediary Service Provider pursuant to the provisions of Article 66-16 of the Act are as follows:

一 金融商品仲介補助簿

(i) a subsidiary book on the financial instruments intermediary service; and

二 投資顧問契約又は投資一任契約の締結の媒介に係る取引記録

(ii) transaction records for the intermediary service for the conclusion of an Investment Advisory Contract or a Discretionary Investment Contract.

2 前項第一号に掲げる帳簿書類は、その作成の日から七年間、同項第二号に掲げる帳簿書類は、その作成の日から十年間保存しなければならない。

(2) The book specified in item (i) of the preceding paragraph must be preserved for seven years from the day of the preparation thereof, and the document specified in item (ii) of that paragraph must be preserved for ten years from the day of the preparation thereof.

(業務に関する帳簿書類の記載事項等)

(Matters to Be Stated in Books and Documents Related to Business Affairs)

第二百八十三条 前条第一項第一号の金融商品仲介補助簿には、次に掲げる事項を記載しなければならない。

Article 283 (1) The following information must be stated in a subsidiary book on the financial instruments intermediary service as set forth in item (i), paragraph (1) of the preceding Article:

一 所属金融商品取引業者等の自己又は委託の別

(i) information as to whether the Entrusting Financial Instruments Business Operator itself is dealing or it is a transaction based on entrustment by the customer;

二 顧客の氏名又は名称

(ii) the customer's name;

三 取引の種類（次のイからチまでに掲げる取引にあつては、それぞれイからチまでに定める事項を含む。）

(iii) the type of transaction (in the case of any of the transactions listed in (a) through (h) below, including the information set forth respectively therein):

イ 信用取引又は発行日取引 その旨及び信用取引の場合は弁済期限

(a) a Margin Transaction or When-Issued Transaction: to that effect, and in the case of a Margin Transaction, the due date thereof;

ロ 現先取引 次に掲げる事項

(b) a Gensaki Transaction: the following matters:

(1) その旨

1. to that effect;

(2) スタート分の取引又はエンド分の取引の別

2. information as to whether it is a Transaction for Starting or Transaction for Ending;

(3) 委託現先又は自己現先の別

3. information as to whether it is a Gensaki Transaction based on entrustment from a customer or a Gensaki Transaction on dealer basis; and

- (4) 期間利回り
4. the yield for the term;
- ハ 有価証券の空売り その旨
- (c) a short selling of Securities: to that effect;
- ニ 法第二条第二十一項第一号及び第二号に掲げる取引（これらに類似する外国市場デリバティブ取引を含む。） 次に掲げる事項
- (d) a transaction specified in Article 2, paragraph (21), items (i) and (ii) of the Act (including Foreign Market Derivatives Transactions similar thereto): information specified in the following:
- (1) 限月
1. contract month;
- (2) 新規又は決済の別
2. information as to whether it is a new transaction or a settlement transaction;
- ホ 法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び選択権付債券売買 次に掲げる事項
- (e) a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including a Foreign Market Derivatives Transaction similar thereto), and a Trading of Bonds with Options: information specified in the following:
- (1) 権利行使期間及び権利行使価格
1. the exercise period and exercise price;
- (2) プット又はコールの別
2. information as to whether it is a Put Option or a Call Option;
- (3) 新規、権利行使、転売、買戻し又は相殺の別
3. information as to whether it is a new transaction, or a transaction for exercising rights, a resale, buy-back or set-off; and
- (4) 限月
4. contract month;
- ヘ 法第二条第二十一項第四号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同項第四号の二に掲げる取引 取引期間及び受渡年月日
- (f) a transaction specified in Article 2, paragraph (21), item (iv) of the Act and a transaction set forth in item (iv)-2 of that paragraph (including a Foreign Market Derivatives Transaction similar thereto): the transaction period and delivery date;
- ト 法第二条第二十一項第五号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。） 次に掲げる事項
- (g) a transaction specified in Article 2, paragraph (21), item (v) of the Act (including a Foreign Market Derivatives Transaction similar thereto): information specified in the following:
- (1) 権利行使期間
1. the exercise period;



- (2) 新規、権利行使、転売又は買戻しの別
2. information as to whether it is a new transaction, or a transaction for exercising rights, a resale or buy-back;
- チ 金融商品取引所の規則で定めるストラテジー取引 その種類
- (h) a Strategy Trading prescribed by the rules of the Financial Instruments Exchange; the type thereof;
- 四 銘柄（取引の対象となる金融商品若しくは金融指標又は取引の条件を記載した契約書に記載されている契約番号その他取引の対象を特定するものを含む。第三項第一号において同じ。）
- (iv) issues (including the Financial Instruments or Financial Indicators which will be the subject of a transaction, or any information which identifies the subject of a transaction including the contract number specified in the contract which provides for the conditions of the transaction; hereinafter the same applies in paragraph (3), item (i));
- 五 売付け又は買付け（次のイからホまでに掲げる取引にあつては、それぞれイからホまでに定めるもの。第三項第一号において同じ。）の別
- (v) information as to whether the type of transaction is a sale or purchase (in the case of a transaction specified in any of (a) to (e) below, the type of such transaction as set forth respectively therein; hereinafter the same applies in paragraph (3), item (i)):
- イ 法第二条第二十一項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。） 顧客が現実数値が約定数値を上回った場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの
- (a) a transaction specified in Article 2, paragraph (21), item (ii) of the Act (including a Foreign Market Derivatives Transaction similar thereto): whether it is a transaction wherein, when the Actual Figure exceeds the Agreed Figure, the customer becomes a party paying money, or a party receiving money;
- ロ 法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。） 顧客がオプションを付与する立場の当事者となるもの又はオプションを取得する立場の当事者となるもの
- (b) a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including a Foreign Market Derivatives Transaction similar thereto): whether it is a transaction wherein the customer becomes a party granting Options, or a party acquiring Options;
- ハ 法第二条第二十一項第四号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。） 顧客が相手方と取り決めた金融商品の利率等又は金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの
- (c) a transaction specified in Article 2, paragraph (21), item (iv) of the Act (including a Foreign Market Derivatives Transaction similar thereto):

- whether it is a transaction wherein, when the interest rate, etc. of the Financial Products or Financial Indicators, as agreed between the customer and the counterparty, increase in the agreed period, the customer becomes a party paying money, or a party receiving money; and
- ニ 法第二条第二十一項第四号の二に掲げる取引 顧客が相手方と取り決めた商品に係る金融指標が約定した期間に上昇した場合に金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの
- (d) a transaction specified in Article 2, paragraph (21), item (iv) of the Act: a party becomes a money-paying or receiving party when a financial indicator for the instruments agreed between the customer and the counterparty rises in the agreed period;
- ホ 法第二条第二十一項第五号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。） 当事者があらかじめ定めた事由（同号に掲げるいずれかの事由をいう。第十一号ニにおいて同じ。）が発生した場合に顧客が金銭を支払う立場の当事者となるもの又は金銭を受領する立場の当事者となるもの
- (e) a transaction specified in Article 2, paragraph (21), item (v) of the Act (including a Foreign Market Derivatives Transaction similar thereto): whether it is a transaction wherein, when any event agreed by the parties in advance (meaning any of the events specified in that item; the same applies in item (xi), (d)) occurs, the customer becomes a party paying money, or a party receiving money;
- 六 申込みを受けた数量（数量がない場合にあつては、件数又は数量に準ずるもの。第三項第一号において同じ。）
- (vi) the volumes of the transactions which were applied for (in cases there is no volume, the number of transactions or any other information equivalent to volumes; the same applies in paragraph (3), item (i));
- 七 約定数量（数量がない場合にあつては、件数又は数量に準ずるもの。第三項第一号において同じ。）
- (vii) the agreed volume (in cases when there is no volume, the number of transactions or any other information equivalent to the volume; the same applies in paragraph (3), item (i));
- 八 指値又は成行の別（指値の場合にあつては、その価格及び注文の有効期限（当該有効期限が当日中であるものを除く。）を含む。）
- (viii) information as to whether it is a limit order or a market order (in the case of a limit order, the price and the valid period of the order (excluding an order of which valid period is the day of such order) are included);
- 九 申込みを受けた日時
- (ix) the date and time of the receipt of applications;
- 十 約定日時
- (x) the date and time of the contract;
- 十一 約定価格（次のイからニまでに掲げる取引にあつては、それぞれイからニまで

に定める事項)

(xi) the contract price (in the case of a transaction specified in (a) through (d) below, the information set forth respectively therein):

イ 法第二条第二十一項第二号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。） 約定数値

(a) a transaction specified in Article 2, paragraph (21), item (ii) of the Act (including a Foreign Market Derivatives Transaction similar thereto): an Agreed Figure;

ロ 法第二条第二十一項第三号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び選択権付債券売買 オプションの対価の額又は選択権料

(b) a transaction specified in Article 2, paragraph (21), item (iii) of the Act (including a Foreign Market Derivatives Transaction similar thereto) and the Trading of Bonds with Options: the amount of the consideration for the options or the option premiums;

ハ 法第二条第二十一項第四号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。）及び同項第四号の二に掲げる取引 約定した金融商品の利率又は金融指標

(c) a transaction specified in Article 2, paragraph (21), item (iv) of the Act and a transaction specified in item (vi)-2 of that paragraph (including a Foreign Market Derivatives Transaction similar thereto): the interest rates of the Financial Instruments, or Financial Indicators, as agreed;

ニ 法第二条第二十一項第五号に掲げる取引（これに類似する外国市場デリバティブ取引を含む。） 当事者があらかじめ定めた事由が発生した場合に金銭を受領する権利の対価の額

(d) a transaction specified in Article 2, paragraph (21), item (v) of the Act (including a Foreign Market Derivatives Transaction similar thereto): the amount of the consideration for the right to receive money upon occurrence of an event as agreed by the parties in advance.

2 前項の金融商品仲介補助簿は、次に掲げるところにより作成しなければならない。

(2) The subsidiary book on the financial instruments intermediary service set forth in the preceding paragraph must be prepared in accordance with the following:

一 原則として顧客から取引の申込みを受けたときに作成すること。

(i) that such book is, in principle, prepared upon the receipt of an application for a transaction from a customer;

二 所属金融商品取引業者等が二以上ある場合は、所属金融商品取引業者等ごとに作成すること。

(ii) that, in cases when the Financial Instruments Intermediary Service Provider has two or more Entrusting Financial Instruments Business Operators, a book is prepared for each of such Entrusting Financial Instruments Business Operators;

三 日付順に記載して保存すること。

(iii) that such book is prepared and preserved in date order;

四 約定されなかったものに係る記載部分についても保存すること。

(iv) that the portions of such book referring to the transactions which were not concluded are also preserved;

五 取引の内容に係る部分については、金融商品仲介業者が知り得た事項について記載すること。

(v) that, in the portions of such book referring to the details of the transaction, any information which the Financial Instruments Intermediary Service Provider has learned is stated;

六 金融商品仲介補助簿を電磁的記録により作成する場合は、前各号に掲げるところによるほか、次に掲げるところにより作成すること。

(vi) in cases when a subsidiary book on a financial instruments intermediary service is to be prepared by means of an Electronic or Magnetic Record, such records are prepared in accordance with the following, beyond the matters set forth in the items of the preceding paragraph:

イ 前項各号（第七号、第十号及び第十一号を除く。）に掲げる事項は、申込みを受けたときに電子計算機へ入力すること。

(a) that the matters specified in the items of the preceding paragraph (excluding items (vii), (x) and (xi)) are entered onto a computer upon the receipt of an application; and

ロ 申込み内容を電子計算機へ入力した日付及び時刻が自動的に記録されること。

(b) that the date and time when the details of the customer's application were entered into a computer are automatically recorded;

七 注文・清算分離行為が行われた取引に係る注文である場合には、その旨を表示すること。

(vii) that, in the case of an order pertaining to a transaction for which a Give-up was effected, such fact is specified;

八 注文・清算分離行為が行われた取引については、注文執行会員等を所属金融商品取引業者等とする金融商品仲介業者は、新規又は決済の別及び新規、権利行使、転売又は買戻しの別の記載を要しない。

(viii) in the case of a transaction for which a Give-up was effected, a Financial Instruments Intermediary Service Provider whose Entrusting Financial Instruments Business Operator, etc. is the Order Executing Member, etc. need not state information as to whether it is a new transaction or a settlement transaction, or information as to whether it is a new transaction or a transaction for the exercise of rights, a resale or buy-back;

九 注文・清算分離行為が行われた取引については、清算執行会員等を所属金融商品取引業者等とする金融商品仲介業者は、作成することを要しない。

(ix) with regard to a transaction for which a Give-up was effected, the Financial Instruments Intermediary Service Provider whose Entrusting

Financial Instruments Business Operator, etc. is a Clearance Executing Member, etc. need not prepare the subsidiary book.

3 前二項の規定にかかわらず、次の各号に掲げる事項については、当該各号に定めるところによることができる。

(3) Notwithstanding the provisions of the preceding two paragraphs, the information listed in the following items may be stated in accordance with the manners set forth respectively therein:

一 同一日において価格が変動しない投資信託受益証券等に係る第一項各号に掲げる事項 当該事項に代えて、顧客の氏名又は名称、銘柄、売付け又は買付けの別、申込みを受けた数量、約定数量、申込みを受けた日及び約定日を記載すること。

(i) the matters specified in the items of paragraph (1) with regard to Investment Trust Beneficiary Certificates, etc. without price fluctuation on the same day: the customer's name, issues, information as to whether it is sale or purchase, the volumes for which the application was made, the contracted volume, date of receipt of the application and contract date may be specified in lieu of such matters;

二 第一項第三号ニ（２）、ホ（３）及びト（２）に掲げる事項 金融商品取引所の定める規則により注文時にこれらの事項を指示することが不要とされているものについては、記載を省略すること。

(ii) the matters specified in paragraph (1), item (iii), (d), 2., (e), 3. and (g), 2.: a statement of any of those matters not required to be instructed at the time of order pursuant to the rules prescribed by the Financial Instruments Exchange may be omitted;

三 前項第六号の規定により電磁的記録により作成されている事項 当該電磁的記録により作成されている事項を電子計算機の映像面へ表示し、又は書面へ出力する場合においては、一覧表により表示し、又は出力すること。

(iii) information prepared by means of an Electronic or Magnetic Record pursuant to the provisions of item (vi) of the preceding paragraph: in cases when such information prepared by means of an Electronic or Magnetic Record is to be displayed on a computer screen or to be printed on paper, such information may be displayed or printed in the form of lists.

4 前条第一項第二号の投資顧問契約又は投資一任契約の締結の媒介に係る取引記録には、法第二条第八項第十三号に規定する媒介に関し、次に掲げる事項を記載しなければならない。

(4) The following matters related to the intermediary service specified in Article 2, paragraph (8), item (xiii) of the Act must be included in a transaction records for an intermediary service for the conclusion of an Investment Advisory Contract or a Discretionary Investment Contract as referred to in item (ii), paragraph (1) of the preceding Article:

一 媒介を行った年月日

(i) the date when the intermediary service was provided;

二 顧客の氏名又は名称

(ii) the customer's name;

三 媒介の内容

(iii) the contents of the intermediary service;

四 媒介に関して受け取る手数料、報酬その他の対価の額

(iv) the amount of fees, remuneration or any other consideration receivable in connection with the intermediary services.

(金融商品仲介業に関する報告書等)

**(Report on Financial Instruments Intermediary Services)**

第二百八十四条 法第六十六条の十七第一項の規定により金融商品仲介業者が提出する報告書は、別紙様式第二十六号により作成しなければならない。

**Article 284 (1) A report to be submitted by a Financial Instruments**

**Intermediary Service Provider pursuant to the provisions of Article 66-17, paragraph (1) of the Act must be prepared in accordance with Appended Form No. 26.**

2 法第六十六条の十七第二項の規定により金融商品仲介業者は、毎事業年度経過後四月を経過した日から一年間、前項の報告書の写しを金融商品仲介業を行う全ての営業所若しくは事務所に備え置く方法その他の方法により同条第二項の書面を公衆の縦覧に供し、又はインターネットの利用その他の方法により、投資者が常に容易に閲覧することができるよう公表しなければならない。

**(2) A Financial Instruments Intermediary Service Provider must, pursuant to the provisions of Article 66-17, paragraph (2) of the Act, make available for public inspection the document set forth in paragraph (2) of that Article, by such means as keeping copies of the report set forth in the preceding paragraph at all of its business offices or other offices handling the Financial Instruments Intermediary Service or publicize them by the use of the internet or other means in a way which allows easy access by investors any time for a period of one year from the day on which four months have elapsed from the end of each business year.**

3 法第六十六条の十七第二項に規定する内閣府令で定めるものは、第一項の報告書に記載されている事項とする。

**(3) The matters to be specified by Cabinet Office Order as referred to in Article 66-17, paragraph (2) of the Act are the matters contained in the report set forth in paragraph (1).**

(説明書類の縦覧)

**(Public Inspection of Explanatory Documents)**

第二百八十五条 法第六十六条の十八の規定により金融商品仲介業者は、同条の説明書類を、所属金融商品取引業者等の事業年度経過後四月を経過した日から一年間、金融商品仲介業を行う全ての営業所若しくは事務所に備え置いて公衆の縦覧に供し、又は

インターネットの利用その他の方法により、投資者が常に容易に閲覧することができるよう公表しなければならない。

Article 285 A Financial Instruments Intermediary Service Provider must, pursuant to the provisions of Article 66-18 of the Act, keep the explanatory documents set forth in that Article at all of its business offices or offices handling the Financial Instruments Intermediary Service and make them available for public inspection or publicize them by the use of the internet or other means in a way which allows easy access by investors any time for a period of one year from the day on which four months have elapsed from the end of the business year of the Entrusting Financial Instruments Business Operator, etc.

#### 第四節 監督

#### Section 4 Supervision

(金融商品仲介業者の廃業等の届出)

(Notification of the Discontinuation of Business of Financial Instruments Intermediary Service Providers)

第二百八十六条 法第六十六条の十九第一項の規定により届出を行う者は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を管轄財務局長等に提出しなければならない。

Article 286 (1) A person that makes a notification under Article 66-19, paragraph (1) of the Act must submit to the Competent Director-General of Local Finance Bureau, etc. a written notification stating the matters listed in the following items, in accordance with the categories of the cases set forth respectively therein:

一 法第六十六条の十九第一項第一号に該当する場合（金融商品仲介業を廃止したときに限る。） 廃止の年月日及び理由

(i) the case falling under Article 66-19, paragraph (1), item (i) of the Act (limited to cases when the Financial Instruments Intermediary Service was discontinued): the date of and reasons for the discontinuation;

二 法第六十六条の十九第一項第一号に該当する場合（分割により金融商品仲介業に係る事業の全部を承継させたときに限る。） 次に掲げる事項

(ii) the case falling under Article 66-19, paragraph (1), item (i) of the Act (limited to cases when the Financial Instruments Intermediary Service Provider has had all of its business pertaining to Financial Instruments Intermediary Service succeeded to through a split): the following matters:

イ 承継先の商号又は名称

(a) the trade name or name of the successor; and

ロ 分割の年月日及び理由

(b) the date of and reasons for the split;

三 法第六十六条の十九第一項第一号に該当する場合（金融商品仲介業の全部を譲渡したときに限る。） 次に掲げる事項

(iii) the case falling under Article 66-19, paragraph (1), item (i) of the Act (limited to cases when all of the Financial Instruments Intermediary Service was transferred): the following matters:

イ 譲渡先の商号、名称又は氏名

(a) the trade name or name of the transferee; and

ロ 譲渡の年月日及び理由

(b) the date of the transfer and the reasons therefor;

四 法第六十六条の十九第一項第二号に該当する場合 その旨及び死亡の年月日

(iv) the case falling under Article 66-19, paragraph (1), item (ii) of the Act: to that effect and the date of the death;

五 法第六十六条の十九第一項第三号に該当する場合 次に掲げる事項

(v) the case falling under Article 66-19, paragraph (1), item (iii) of the Act: the following matters:

イ 合併の相手方の商号又は名称

(a) the trade name or name of the other party to the merger;

ロ 合併の年月日及び理由

(b) the date of and reasons for the merger; and

ハ 合併の方法

(c) the means of implementing the merger;

六 法第六十六条の十九第一項第四号に該当する場合 次に掲げる事項

(vi) the case falling under Article 66-19, paragraph (1), item (iv) of the Act: the following matters:

イ 破産手続開始の申立てを行った年月日

(a) the day when the petition for the commencement of bankruptcy proceedings was filed; and

ロ 破産手続開始の決定を受けた年月日

(b) the day when the corporation became subject to the order for the commencement of bankruptcy proceedings;

七 法第六十六条の十九第一項第五号に該当する場合 解散の年月日及び理由

(vii) the case falling under Article 66-19, paragraph (1), item (v) of the Act: the date of and reasons for the dissolution.

2 法第六十六条の十九第一項の規定により届出を行う者は、前項に規定する事項を記載した届出書に、次の各号に掲げる場合の区分に応じ、当該各号に定める書類を添付しなければならない。

(2) A person that files a notification under Article 66-19, paragraph (1) of the Act must attach to the written notification stating the matters prescribed in the preceding paragraph the documents listed in the following items, in accordance with the categories of the cases set forth respectively therein:

一 法第六十六条の十九第一項第一号又は第二号に該当する場合（第一号に該当する



- 場合にあつては、金融商品仲介業を廃止したときに限る。) 次に掲げる書類
- (i) the case falling under Article 66-19, paragraph (1), item (i) or (ii) of the Act (in the case falling under item (i), limited to cases when Financial Instruments Intermediary Service has been discontinued): the following documents:
- イ 最近の日計表
  - (a) the latest daily accounts sheet; and
  - ロ 顧客に対する債権債務の清算の方法を記載した書面
  - (b) a document stating the means of settling the claims and obligations held against customers;
- 二 法第六十六条の十九第一項第一号に該当する場合 (分割により金融商品仲介業に係る事業の全部を承継させたときに限る。) 次に掲げる書類
- (ii) the case falling under Article 66-19, paragraph (1), item (i) of the Act (limited to cases when the Financial Instruments Intermediary Service Provider has had all of its business pertaining to Financial Instruments Intermediary Service succeeded to through a split): the following documents:
- イ 新設分割計画又は吸収分割契約の内容及び分割の手続を記載した書面
  - (a) the incorporation-type split plan, or a document specifying the contents of the absorption-type split agreement and the procedures for the split; and
  - ロ 顧客に対する債権債務の承継先への引継ぎ方法を記載した書面
  - (b) a document stating the means of transferring the claims and obligations held against customers to the successor;
- 三 法第六十六条の十九第一項第一号に該当する場合 (金融商品仲介業の全部を譲渡したときに限る。) 次に掲げる書類
- (iii) the case falling under Article 66-19, paragraph (1), item (i) of the Act (limited to cases when all of the Financial Instruments Intermediary Service was transferred): the following matters:
- イ 事業譲渡契約の内容を記載した書面
  - (a) a document stating the contents of the business transfer agreement; and
  - ロ 顧客に対する債権債務の譲渡先への引継ぎ方法を記載した書面
  - (b) a document stating the means of transferring the claims and debts held against customers to the transferee;
- 四 法第六十六条の十九第一項第三号に該当する場合 次に掲げる書類
- (iv) the case falling under Article 66-19, paragraph (1), item (iii) of the Act: the following documents:
- イ 合併契約の内容及び合併の手続を記載した書面
  - (a) a document stating the contents of the merger agreement and the procedures for the merger; and
  - ロ 顧客に対する債権債務の合併後存続する法人への承継方法を記載した書面
  - (b) a document stating the means for the succession of claims and debts held against customers to the corporation surviving the merger;

五 法第六十六条の十九第一項第四号に該当する場合 次に掲げる書類

(v) the case falling under Article 66-19, paragraph (1), item (iv) of the Act: the following documents:

イ 破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(a) a copy of the written judgment on the order for the commencement of bankruptcy proceedings, or a document stating the details of the order for the commencement of bankruptcy proceedings; and

ロ 顧客に対する債権債務の清算の方法を記載した書面

(b) a document stating the means of settling the claims and obligations held against customers;

六 法第六十六条の十九第一項第五号に該当する場合 顧客に対する債権債務の清算の方法を記載した書面

(vi) the case falling under Article 66-19, paragraph (1), item (v) of the Act: a document stating the means of settling the claims and obligations held against customers.

## 第五節 雑則

### Section 5 Miscellaneous Provisions

(外務員登録原簿の記載事項)

(Matters to Be Stated in Registry of Sales Representatives)

第二百八十七条 法第六十六条の二十五において準用する法第六十四条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 287 The matters to be specified by Cabinet Office Order as referred to in Article 64, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act are as follows:

一 登録申請者の商号、名称又は氏名

(i) the trade name or name of the applicant for registration;

二 外務員についての次に掲げる事項

(ii) the following matters in relation to the Sales Representatives:

イ 役員（外国法人にあつては、国内における営業所若しくは事務所に駐在する役員（取締役、会計参与、監査役及び執行役又はこれらに類する役職にある者を含む。））又は使用人の別

(a) information as to whether the Sales Representative is an Officer (in the case of a foreign corporation, an officer stationed at a business office or other offices in Japan (including the person that is in the position of director, accounting advisor, company auditor and executive officer or any other position similar thereto)) or employee; and

ロ 法第六十六条の二十五において準用する法第六十四条の五第一項の規定により職務の停止を命ぜられたときは、その処分の日、理由及び期間

(b) in cases when the Sales Representative has been ordered to suspend duties pursuant to the provisions of Article 64-5, paragraph (1) as applied mutatis mutandis pursuant to Article 66-25 of the Act, the day when such disposition was issued, and the reasons therefor and the period thereof.

(外務員登録原簿を備える場所)

(Places with a Registry of Sales Representatives)

第二百八十八条 法第六十六条の二十五において準用する法第六十四条第一項に規定する内閣府令で定める場所は、財務局又は福岡財務支局（法第六十六条の二十五において準用する法第六十四条の七第一項又は第二項の規定により、登録事務を協会に行わせることとする金融商品仲介業者の外務員に係る登録原簿については、当該協会）とする。

Article 288 The place to be specified by Cabinet Office Order as referred to in Article 64, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act is the local finance bureau or the Fukuoka Local Finance Branch Bureau (with regard to the registry of the Sales Representatives of the Financial Instruments Intermediary Service Provider, for which the Association has been instructed to handle the Registration Works pursuant to the provisions of Article 64-7, paragraph (1) or (2) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act, such Association).

(登録の申請)

(Application for Registration)

第二百八十九条 法第六十六条の二十五において準用する法第六十四条第一項の登録を受けようとする金融商品仲介業者は、別紙様式第二十二号に準じて作成した法第六十六条の二十五において準用する法第六十四条第三項の登録申請書に、当該登録申請書の写し及び法第六十六条の二十五において準用する法第六十四条第四項の規定により当該登録申請書に添付すべき書類を添付して、管轄財務局長等に提出しなければならない。

Article 289 A Financial Instruments Intermediary Service Provider which intends to obtain a registration under Article 64, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act must submit to the Competent Director-General of Local Finance Bureau, etc. a written application for registration under Article 64, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act prepared in the same manner as Appended Form No. 22, attaching a copy thereof and the documents to be attached thereto under Article 64, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act.

(登録申請書の記載事項)

(Matters to Be Stated in Written Applications for Registration)

第二百九十条 法第六十六条の二十五において準用する法第六十四条第三項第四号に規定する内閣府令で定める事項は、登録の申請に係る外務員についての金融商品取引業を行ったことの有無及び金融商品取引業を行ったことのある者については、その行った期間とする。

Article 290 The matters to be specified by Cabinet Office Order as referred to in Article 64, paragraph (3), item (iv) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act are information as to whether the Sales Representative for whom the registration is sought has carried out any Financial Instruments Business, and with regard to the Sales Representative who has conducted any Financial Instruments Business, the period of such business.

(登録申請書の添付書類)

(Documents to Be Attached to Written Applications for Registration)

第二百九十一条 法第六十六条の二十五において準用する法第六十四条第四項に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 291 The documents to be specified by Cabinet Office Order as referred to in Article 64, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act are as follows:

一 登録の申請に係る外務員の住民票の抄本又はこれに代わる書面

(i) the extracts of the certificates of residence of the Sales Representative for whom registration is sought, or any other document in lieu thereof; and

二 登録の申請に係る外務員が法第六十六条の二十五において準用する法第六十四条の二第一項各号のいずれにも該当しない者であることを申請者及び当該外務員が誓約する書面

(ii) the documents in which the applicant and the Sales Representative for whom registration is sought pledges that such Sales Representative does not fall under any of the items of Article 64-2, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act.

(登録事項の変更等の届出)

(Notification of Changes to Registered Matters)

第二百九十二条 法第六十六条の二十五において準用する法第六十四条の四第一号の規定により届出を行う金融商品仲介業者は、別紙様式第二十三号に準じて作成した変更届出書を管轄財務局長等に提出しなければならない。

Article 292 (1) A Financial Instruments Intermediary Service Provider which intends to make a notification under Article 64-4, item (i) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act must submit to the Competent Director-General of Local Finance Bureau, etc. a written notification of change prepared in the same manner as Appended Form No. 23.

2 法第六十六条の二十五において準用する法第六十四条の四第二号又は第三号の規定により届出を行う金融商品仲介業者は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を管轄財務局長等に提出しなければならない。

(2) A Financial Instruments Intermediary Service Provider which intends to make a notification under Article 64-4, item (ii) or (iii) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act must submit to the Competent Director-General of Local Finance Bureau, etc. a written notification stating the matters listed in the following items, in accordance with the categories of the cases set forth respectively therein:

一 法第六十六条の二十五において準用する法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号イに該当することとなった場合に限る。） 次に掲げる事項

(i) the case falling under Article 64-4, item (ii) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act): the following matters:

イ 該当することとなった者の氏名

(a) the name of the person that has come to fall under such provision; and

ロ 後見開始の審判又は保佐開始の審判を受けた年月日

(b) the date when the person became subject to a ruling for the commencement of a guardianship or a ruling for the commencement of a curatorship;

二 法第六十六条の二十五において準用する法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号ロに該当することとなった場合に限る。） 次に掲げる事項

(ii) the case falling under Article 64-4, item (ii) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act): the following matters:

イ 該当することとなった者の氏名

(a) the name of the person that has come to fall under such provision; and

ロ 破産手続開始の決定を受けた年月日

(b) the day when the person became subject to the order for the commencement of bankruptcy proceedings;

三 法第六十六条の二十五において準用する法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号ハ又はハに該当することとなった場合に限る。） 次に掲げる事項

(iii) the case falling under Article 64-4, item (ii) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act (limited to cases when the Sales Representative has come to fall under the provisions of Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act): the following matters:

- イ 該当することとなった者の氏名
  - (a) the name of the person that has come to fall under such provision; and
  - ロ 刑の確定した年月日及び刑の種類
  - (b) the day when the punishment became final and binding, and the type of punishment;
- 四 法第六十六条の二十五において準用する法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号ニ又はホに該当することとなった場合に限る。）次に掲げる事項
- (iv) the case falling under Article 64-4, item (ii) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1) item (ii), (d) or (e) of the Act): the following matters:
    - イ 該当することとなった者の氏名
    - (a) the name of the person that has come to fall under such provision; and
    - ロ 取り消され、又は命ぜられた年月日及び理由
    - (b) the date of the rescission or order and the reasons therefor;
- 五 法第六十六条の二十五において準用する法第六十四条の四第二号に該当する場合（法第二十九条の四第一項第二号へ又はトに該当することとなった場合に限る。）次に掲げる事項
- (v) in the cases falling under Article 64-4, item (ii) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act of the Act (limited to the case of falling under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act): the following matters:
    - イ 該当することとなった者の氏名
    - (a) the name of the person that has come to fall under that provision;
    - ロ 行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七（法第六十条の十四第二項において準用する場合を含む。）、第六十三条の二第二項、第三項（法第六十三条の三第二項において準用する場合を含む。）若しくは第四項、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由
    - (b) the date of and reason for the notice under Article 15 of the Administrative Procedure Act, and the date of and reason for the notification under Article 50-2, paragraph (1) of the Act, Article 60-7 of the Act (including cases when it is applied mutandis pursuant to Article 60-14, paragraph (2) of the Act), Article 63-2, paragraph (2) of the Act, Article 63-2, paragraph (3) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act), Article 63-2, paragraph (4) of the Act, Article 66-19, paragraph (1) of the Act, Article 66-40, paragraph (1) of the Act or Article 66-61, paragraph (1) of the Act;
- 六 法第六十六条の二十五において準用する法第六十四条の四第二号に該当する場合

(法第二十九条の四第一項第二号チに該当することとなった場合に限る。) 次に掲げる事項

(vi) the case falling under Article 64-4, item (ii) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act): the following matters:

イ 該当することとなった者の氏名

(a) the name of the person that has come to fall under such provision; and

ロ 解任又は解職を命ぜられた年月日及び理由

(b) the date when the dismissal or removal was ordered and the reasons therefor;

七 法第六十六条の二十五において準用する法第六十四条の四第三号に該当する場合次に掲げる事項

(vii) the case falling under Article 64-4, item (iii) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act: the following matters:

イ 職務を行わないこととなった者の氏名

(a) the name of the person that has ceased to conduct duties;

ロ 外務員の職務を行わないこととなった理由

(b) the reason for ceasing to conduct the duties of a Sales Representative.

3 法第六十六条の二十五において準用する法第六十四条の四第二号又は第三号の規定により届出を行う金融商品仲介業者は、次の各号に掲げる場合の区分に該当する場合には、前項に規定する事項を記載した届出書に、当該各号に定める書類を添付しなければならない。

(3) A Financial Instruments Intermediary Service Provider which intends to make a notification under Article 64-4, item (ii) or (iii) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act must, in the case of falling under any of the categories listed in the following items, attach to the written notification stating the matters prescribed in the preceding paragraph the documents specified respectively in the relevant item:

一 法第六十六条の二十五において準用する法第六十四条の四第二号に該当する場合(法第二十九条の四第一項第二号イに該当することとなった場合に限る。) 後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面

(i) the case falling under Article 64-4, item (ii) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act (limited to cases when the Sales Representative has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act): a copy of the written ruling for the commencement of a guardianship or a ruling for the commencement of a curatorship, or a document describing the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

二 法第六十六条の二十五において準用する法第六十四条の四第二号に該当する場合

- (法第二十九条の四第一項第二号ロに該当することとなった場合に限る。) 破産  
手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面
- (ii) the case falling under Article 64-4, item (ii) of the Act as applied mutatis  
mutandis pursuant to Article 66-25 of the Act (limited to cases when the  
Sales Representative has come to fall under Article 29-4, paragraph (1), item  
(ii), (b) of the Act): a copy of the written judgment on the order for the  
commencement of bankruptcy proceedings, or a document stating the details  
of the order for the commencement of bankruptcy proceedings;
- 三 法第六十六条の二十五において準用する法第六十四条の四第二号に該当する場合  
(法第二十九条の四第一項第二号ハ又はリに該当することとなった場合に限る。) 確  
定判決の判決書の写し又は確定判決の内容を記載した書面
- (iii) the case falling under Article 64-4, item (ii) of the Act as applied mutatis  
mutandis pursuant to Article 66-25 of the Act (limited to cases when the  
Sales Representative has come to fall under Article 29-4, paragraph (1), item  
(ii), (c) or (i) of the Act): a copy of the judgment document on the final and  
binding judgment, or a document stating the details of the final and binding  
judgment;
- 四 法第六十六条の二十五において準用する法第六十四条の四第二号に該当する場合  
(法第二十九条の四第一項第二号ニ又はホに該当することとなった場合で、外国に  
おいて取り消され、又は命ぜられた場合に限る。) 取消し又は廃止を命ずる書類  
の写し又はこれに代わる書面並びに取消し又は廃止の根拠となる外国の法令及びそ  
の訳文
- (iv) the case falling under Article 64-4, item (ii) of the Act as applied mutatis  
mutandis pursuant to Article 66-25 of the Act (limited to cases when the  
Sales Representative has come to fall under Article 29-4, paragraph (1), item  
(ii), (d) or (e) of the Act, and if the rescission or order was effected in a  
foreign state): a copy of the written order for the rescission or  
discontinuation of business or any other document in lieu thereof, as well as  
a copy of the laws and regulations of a foreign state which served as the  
basis of such rescission or discontinuation of business and a Japanese  
translation thereof.

(協会の外務員登録事務)

(Association's Registration Affairs in Relation to Sales Representatives)

第二百九十三条 法第六十六条の二十五において準用する法第六十四条の七第一項の規  
定に基づき、次に掲げる登録に関する事務であつて、協会に所属する金融商品取引業  
者等を所属金融商品取引業者等とする金融商品仲介業者の外務員に係るものを当該協  
会に行わせるものとする。

Article 293 Pursuant to the provisions of Article 64-7, paragraph (1) of the Act  
as applied mutatis mutandis pursuant to Article 66-25 of the Act, the following  
registration works which pertain to the Sales Representatives of the Financial



Instruments Intermediary Service Provider whose Entrusting Financial Instruments Business Operator, etc. is a Financial Instruments Business Operator, etc. belonging to the Association are to be delegated to the Association:

- 一 法第六十六条の二十五において準用する法第六十四条第三項の規定による登録申請書の受理  
(i) the acceptance of a written application for registration under Article 64, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act;
- 二 法第六十六条の二十五において準用する法第六十四条第五項の規定による登録  
(ii) a registration under Article 64, paragraph (5) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act;
- 三 法第六十六条の二十五において準用する法第六十四条第六項、第六十四条の二第三項及び第六十四条の五第三項の規定による通知  
(iii) a notice under Article 64, paragraph (6), Article 64-2, paragraph (3) and Article 64-5, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act;
- 四 法第六十六条の二十五において準用する法第六十四条の二第一項の規定による登録の拒否  
(iv) the refusal of a registration under Article 64-2, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act;
- 五 法第六十六条の二十五において準用する法第六十四条の二第二項の規定による審問  
(v) a hearing under Article 64-2, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act;
- 六 法第六十六条の二十五において準用する法第六十四条の四の規定による届出の受理  
(vi) the acceptance of a notification under Article 64-4 of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act;
- 七 法第六十六条の二十五において準用する法第六十四条の五第一項の規定による登録の取消し及び職務の停止の命令  
(vii) the rescission of a registration and an order for the suspension of business under Article 64-5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act;
- 八 法第六十六条の二十五において準用する法第六十四条の五第二項の規定による聴聞  
(viii) a hearing under Article 64-5, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act; and
- 九 法第六十六条の二十五において準用する法第六十四条の六の規定による登録の抹消  
(ix) the deletion of a registration under Article 64-6 of the Act as applied

mutatis mutandis pursuant to Article 66-25 of the Act.

(財務局長等への届出)

(Notification to the Director-General of Finance Bureau)

第二百九十四条 法第六十六条の二十五において準用する法第六十四条の七第五項の規定により届出を行う協会は、次に掲げる事項を記載した届出書を、登録事務に係る外務員の所属する金融商品仲介業者の本店等の所在地を管轄する財務局長（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長、国内に営業所又は事務所を有しない場合にあっては関東財務局長）に提出しなければならない。

Article 294 An Association which files a notification pursuant to the provisions of Article 64-7, paragraph (5) of the Act as applied mutatis mutandis pursuant to Article 66-25 of the Act must submit a written notification stating the following particulars to the Director-General of a Local Finance Bureau with jurisdiction over the location of the Head Office, etc. of the Financial Instruments Intermediary Service Provider to which the Sales Representative pertaining to the Registration Work belongs (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when the Financial Instruments Intermediary Service Provider has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau):

一 登録事務に係る外務員の所属する金融商品仲介業者の商号又は名称

(i) the trade name or name of the Financial Instruments Intermediary Service Provider to which the Sales Representative pertaining to the Registration Work belongs;

二 登録事務に係る外務員の氏名及び生年月日

(ii) the name and date of birth of the Sales Representative pertaining to the Registration Works;

三 処理した登録事務の内容及び処理した年月日

(iii) the contents of the Registration Works handled and the day of the handling thereof;

四 前号の登録事務の内容が職務の停止の命令又は登録の抹消である場合には、その理由

(iv) in cases when the content of the Registration Works set forth in the preceding item was an order for the suspension of business or the deletion of a registration, the reasons therefor; and

五 登録事務に係る外務員が所属する金融商品仲介業者の所属金融商品取引業者等の商号又は名称

(v) the trade name or name of the Entrusting Financial Instruments Business Operator, etc. of the Financial Instruments Intermediary Service Provider to which the Sales Representative pertaining to the Registration Works belongs.

## 第四章 信用格付業者

### Chapter IV Credit Rating Agencies

#### 第一節 総則

#### Section 1 General Provisions

(定義)

(Definitions)

第二百九十五条 この章（第三項第一号及び第三号、第二百九十九条第三十九号、第三百条第一項第九号、第三百六条第一項第十五号、第三百七条第一項第一号、第三百九条第三号、第三百十条、第三百十三条第二項第二号並びに第三百十八条第二号ロ（3）を除く。）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 295 (1) In this Chapter (excluding Article 295, paragraph (3), items (i) and (iii), Article 299, item (xxxix), Article 300, paragraph (1), item (ix), Article 306, paragraph (1), item (xv), Article 307, paragraph (1), item (i), Article 309, item (iii), Article 310, Article 313, paragraph (2), item (ii) and Article 318, item (ii), (b), 3.), the meanings of the terms listed in the following items are as prescribed respectively in those items:

一 法人 法第六十六条の二十七に規定する法人をいう。

(i) corporation: meaning a corporation as set forth in Article 66-27 of the Act;  
and

二 役員 法第六十六条の二十八第一項第二号に規定する役員をいう。

(ii) Officer: meaning an Officer as set forth in Article 66-28, paragraph (1), item (ii) of the Act.

2 この章において、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。

(2) In this Chapter, the meanings of the terms listed in the following items are as prescribed respectively in those items:

一 格付関係者 法第六十六条の三十三第二項に規定する格付関係者をいう。

(i) Person Concerned With Rating: meaning a Person Concerned With Rating as set forth in Article 66-33, paragraph (2) of the Act;

二 格付方針等 法第六十六条の三十六第一項に規定する格付方針等をいう。

(ii) Rating Policy, etc.: meaning a Rating Policy, etc. as set forth in Article 66-36, paragraph (1) of the Act; and

三 子法人 法第六十六条の四十五第二項に規定する子法人をいう。

(iii) Subsidiary Corporation: meaning a Subsidiary Corporation as set forth in Article 66-45, paragraph (2) of the Act.

3 この章において、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。

(3) In this Chapter, the meanings of the terms listed in the following items are as prescribed respectively in those items:

一 資産証券化商品 法第二条第一項に規定する有価証券（同項第一号、第二号、第六号、第七号、第九号から第十一号まで、第十六号、第十七号（同項第一号、第二

号、第六号、第七号、第九号又は第十六号に掲げる証券又は証書の性質を有するものに限る。以下この号において同じ。)、第十九号、第二十号(同項第一号、第二号、第六号、第七号、第九号、から第十一号まで、第十六号、第十七号又は第十九号に掲げる証券又は証書に係る権利を表示するものに限る。以下この号において同じ。)及び第二十一号に掲げる有価証券(以下この号において「除外有価証券」という。)を除き、同条第二項の規定により有価証券とみなされる権利(除外有価証券に係るもの及び同項第三号から第六号までに掲げる権利を除く。)を含む。第三百七条第三項において同じ。)又は資金の貸付けに係る債権であって、次のイからホまでに掲げる要件のいずれかを満たすもの(次のヘからチまでに掲げる要件のいずれかを満たすものを除く。)をいう。

(i) Asset Securitization Products: meaning Securities as set forth in Article 2, paragraph (1) of the Act (excluding Securities as set forth in item (i), item (ii), item (vi), item (vii), items (ix) through (xi), item (xvi), item (xvii) (limited to Securities which have the natures of instruments or certificates as specified in item (i), item (ii), item (vi), item (vii), item (ix) or item (xvi) of that paragraph; hereinafter the same applies in this item), item (xix), item (xx) (limited to Securities which indicate the right pertaining to instruments or certificates as specified in item (i), item (ii), item (vi), item (vii), item (ix) to item (xi), item (xvi), item (xvii) or item (xix) of that paragraph; hereinafter the same applies in this item) and item (xxi) of that paragraph (hereinafter referred to as "Excluded Securities" in this item); and including the rights which are regarded as Securities pursuant to the provisions of paragraph (2) of that Article (excluding the rights pertaining to the Excluded Securities and also excluding the rights as listed in items (iii) through (vi) of that paragraph; the same applies in Article 307, paragraph (3))) or claim pertaining to a monetary loan, which satisfy any of the following requirements listed in (a) through (e) (excluding those satisfying any of requirements listed in (f) to (h)):

イ 次に掲げる要件をすべて満たすもの

(a) Securities or claims which satisfy all of the following requirements:

(1) 当該有価証券の発行又は資金の借入れ(当該資金の貸付けに係るものに限る。以下この号において同じ。)を目的として設立され、又は運営される法人((2)、ハ及び第三百七条第二項第三号において「特別目的法人」という。)に直接又は間接に所有者から譲渡(取得を含む。)がなされる金銭債権その他の資産(以下この号において「原資産」という。)が存在すること。

1. that there exist monetary claims or any other assets (hereinafter referred to as the "Underlying Assets" in this item) to be directly or indirectly transferred (including the acquisition) from the owner thereof to a corporation (referred to as a "Special Purpose Corporation" in 2., (c), and Article 307, paragraph (2), item (iii)) incorporated or

operated for the purpose of the issuance of such Securities or the borrowing of such money (limited to a borrowing pertaining to the aforementioned money; hereinafter the same applies in this item); and

(2) 当該特別目的法人が当該有価証券の発行又は当該資金の借入れを行い、かつ、当該特別目的法人が当該有価証券又は当該資金の借入れ（当該有価証券又は当該資金の借換えのために発行される有価証券又は当該借換えのために行われる借入れを含む。）に係る債務の履行について（1）の原資産の管理、運用又は処分を行うことにより得られる金銭を充てること。

2. that the Special Purpose Corporation issues such Securities or takes out such monetary loan, and that it allocates money derived from the management, investment or disposition of the Underlying Assets as referred to in 1., to satisfy the obligations pertaining to such Securities or monetary loans (including Securities to be issued for the purpose of refinancing those Securities or loans; and also including loans taken out for the purpose of such refinancing);

ロ 次に掲げる要件をいずれかを満たすもの

(b) Securities or claims which satisfy any of the following requirements:

(1) 信託法第三条第一号又は第三号に掲げる方法（外国の法令に基づく方法であって、これらの方法に類するものを含む。（2）及びニ（1）において同じ。）により原資産の信託がなされ、当該原資産の管理、運用又は処分を行うことにより得られる金銭をもって、当該信託に係る信託受益証券等（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）第一条第四号に規定する信託受益証券、同条第四号の二に規定する信託社債券、同条第四号の四に規定する外国貸付債権信託受益証券並びに法第二条第二項第一号及び第二号に掲げる権利をいう。以下ロ及びニ（2）において同じ。）又は当該信託に係る資金の借入れ（当該信託受益証券等又は当該資金の借換えのために発行される信託受益証券等又は当該借換えのために行われる借入れを含む。）に係る債務の履行が行われること。

1. that Underlying Asset is entrusted by the means specified in Article 3, item (i) or (iii) of the Trust Act (including other similar means thereto based on foreign acts; the same applies in 2. and (d), 1.) and the obligations pertaining to Trust Beneficiary Certificates of the trust (meaning Trust Beneficiary Certificates under Article 1, item (iv) of Cabinet Office Order on Disclosure of Information, etc. on Regulated Securities (Order of Ministry of Finance No. 22 of 1993), Trust Bond Certificates under the same Article, item (iv)-2 of the same Cabinet Office Order, Foreign Loan Claim Trust Beneficiary Certificates under the same Article, item (iv)-4 and rights listed in Article 2, paragraph (2), items (i) and (ii); hereinafter the same applies in (b) and (d), 2.) or loan related to the trust (including Trust Beneficiary Certificates of the trust, Trust Beneficiary Certificates issued for the rollover or loan

for the rollover) are performed with the money derived from the management, investment or disposition of the Underlying Asset;

(2) 信託法第三条第一号又は第三号に掲げる方法により信託がなされ、当該信託、当該信託に係る信託社債券（特定有価証券の内容等の開示に関する内閣府令第一条第四号の二に規定する信託社債券をいう。ニ（2）において同じ。）の発行又は当該信託に係る資金の借入れにより得られる金銭をもって原資産を取得し、当該原資産の管理又は処分を行うことにより得られる金銭をもって、当該信託に係る信託受益証券等又は当該信託に係る資金の借入れ（当該信託受益証券等又は当該資金の借換えのために発行される信託受益証券等又は当該借換えのために行われる借入れを含む。）に係る債務の履行が行われること。

2. that the trust is made by the means specified in Article 3, item (i) or (iii) of the Trust Act, the Special Purpose Corporation obtains Underlying Assets by allotting the money from the relevant Trust, issuing Trust Bond Certificates pertaining to that Trust (meaning Trust Bond Certificates prescribed in Article 1, item (iv)-2 of Cabinet Office Order on Disclosure of Information, etc. on Regulated Securities; the same applies in (d), 2.) or monetary loan pertaining to that Trust, and obligations pertaining to Trust Beneficiary Certificates or monetary loan are performed by allotting the money from management or disposition;

ハ 次に掲げる要件をすべて満たすもの

(c) Securities or claims which satisfy all of the following requirements:

(1) 原資産の信用状態の変化に起因する損失の危険の全部又は一部を第三者から特別目的法人に移転させる契約が締結されていること。

1. that the contracts have been concluded, whereby the risk of loss pertaining to the Underlying Assets, in whole or part, will be transferred from a third party to the Special Purpose Corporation; and

(2) 当該特別目的法人が当該有価証券の発行又は資金の借入れを行い、当該有価証券又は当該資金の借入れ（当該有価証券又は当該資金の借換えのために発行される有価証券又は当該借換えのために行われる借入れを含む。）に係る債務の履行について、（1）の契約又は当該有価証券の発行若しくは当該資金の借入れにより得られる金銭その他の資産の管理、運用又は処分を行うことにより得られる金銭を充てること。

2. that the Special Purpose Corporation issues the Securities or takes out the monetary loan, and that it allocates money derived from the management, investment or disposition of monetary claims or any other assets pertaining to the contract as referred to in 1., the issuance of those Securities or the borrowing to satisfy the obligations pertaining to those Securities or monetary loan (including Securities to be issued for the purpose of refinancing those Securities or monetary

loan; and also including monetary loans taken out for the purpose of the refinancing);

ニ 次に掲げる要件をすべて満たすもの

(d) Securities or claims which satisfy all of the following requirements:

(1) 信託法第三条第一号又は第三号に掲げる方法による信託がなされ、原資産の信用状態の変化に起因する損失の危険の全部又は一部を第三者から受託者に移転させる契約が締結されていること。

1. that the trust has been created in accordance with the means specified in Article 3, items (i) or (iii) of the Trust Act, and that the contracts have been concluded wherein the risk of loss pertaining to the Underlying Assets, in whole or part, will be transferred from a third party to the trustee; and

(2) 当該信託に係る信託受益証券等又は当該信託に係る資金の借入れ（当該信託受益証券等又は当該資金の借換えのために発行される信託受益証券等又は当該借換えのために行われる借入れを含む。）に係る債務の履行について、(1)の契約、当該信託、当該信託に係る信託社債券の発行又は当該資金の借入れにより得られる金銭その他の資産の管理、運用又は処分を行うことにより得られる金銭を充てること。

2. that the money derived from the management, investment or disposition of money claims and any other assets obtained from pertaining to the contract referred to in 1., the relevant trust, the issuance of the Trust Corporate Bond Certificate pertaining to the Trustor the monetary loan is allocated to satisfy the obligations pertaining to the Trust Beneficiary Certificates, etc. pertaining to the trust or monetary loan pertaining to the trust (including Trust Beneficiary Certificates, etc. issued for the purpose of refinancing the Trust Beneficiary Certificates, etc. or the relevant loan, and also including the loans taken out for the purpose of such refinancing);

ホ イからニまでに掲げる要件のほか、これらに類似する性質を有するものとして金融庁長官が指定するもの

(e) beyond the requirements set forth in (a) through (d) above, requirements of a similar nature as designated by the Commissioner of the Financial Services Agency;

へ 当該有価証券又は資金の貸付けに係る債権（以下へ及びトにおいて「当該有価証券等」という。）であって、原資産が一の発行者が発行する有価証券（法第二条第一項に規定する有価証券又は同条第二項の規定により有価証券とみなされる権利をいう。）又は一の債務者に対する債権であるもの（当該原資産の信用状態が当該有価証券等の信用状態と実質的に同一であると認められる場合に限る。）

(f) the relevant Securities or claim pertaining to a monetary loan (hereinafter referred to as "the relevant Securities, etc." in (f) and (g)) whose Underlying Asset is Securities issued by one entity (meaning Securities

under Article 2, paragraph (1) of the Act or rights to be deemed as Securities pursuant the same Article, paragraph (2)) or claim against the one entity (limited to cases when the credit status of the Underlying Asset is considered to be equivalent to that of the relevant Securities, etc. substantially);

ト 当該有価証券等であつて、イ（１）又はハ（１）の特別目的法人と一の者との間で特定融資枠契約に関する法律（平成十一年法律第四号）第二条第一項に規定する特定融資枠契約（これに類する外国の法令に基づく契約を含む。）が締結されており、当該特別目的法人が当該有価証券等に関する債務の履行に充てるため当該契約に基づき消費貸借を成立させる権利を有しているもの（当該者の信用状態が当該有価証券等の信用状態と実質的に同一であると認められる場合に限る。）

(g) the relevant Securities, etc. pertaining to which Special Purpose Corporation under (a), 1. or (c), 1., for the purpose of performing obligations, may conclude a loan contract (limited to cases when the credit status of the Underlying Asset is considered to be equivalent to that of the relevant Securities, etc. substantially), according to the Specified Commitment Line Contract concluded pursuant to Article 2, paragraph (1) of Act on Specified Commitment Line Contract (Act No. 4 of 1999) between the Special Purpose Corporation and one entity (including contracts concluded under other similar foreign laws and regulations thereto);

チ 金融庁長官が指定するもの

(h) requirements designated by the Commissioner of the Financial Services Agency;

二 原資産 前号イ（１）、ロ（１）及び（２）、ハ（１）並びにニ（１）の原資産をいう。

(ii) Underlying Assets: meaning Underlying Assets as referred to in (a), 1., (b), 1. and 2., (c), 1. and (d), 1. of the preceding item;

三 格付アナリスト 信用格付の付与に先立ち、専門的知識及び技能を用いて金融商品又は法人（金融商品取引法第二条に規定する定義に関する内閣府令第二十四条第一項に掲げるものを含む。第二百九十九条第三十九号、第三百条第一項第九号、第三百六条第一項第十五号、第三百七条第一項第一号、第三百九条第三号、第三百十条、第三百十三条第二項第二号及び第三百十八条第二号ロ（３）において同じ。）の信用状態の分析及びこれに基づく評価を行う者をいう。

(iii) Rating Analyst: meaning a person that, prior to determining a Credit Rating, performs an analysis of the credit status of financial instruments or corporations (including a corporation listed in Article 24, paragraph (1) of Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act; the same applies in Article 299, item (xxxix), Article 300, paragraph (1), item (ix), Article 306, paragraph (1), item (xv), Article 307, paragraph (1), item (i), Article 309, item (iii), Article 313,



paragraph (2), item (ii) and Article 318, item (ii), (b), 3.) as well as an assessment based on such analysis, utilizing their expert knowledge and skills;

四 主任格付アナリスト 信用格付の付与に係る過程に關与する主たる格付アナリスト一名をいう。

(iv) Principal Rating Analyst: meaning a single principal Rating Analyst involved in the process of determining a Credit Rating;

五 格付担当者 格付關係者が利害を有する事項（第三百九条に掲げる事項をいう。以下この章において同じ。）を対象とする信用格付の付与に係る過程に關与する格付アナリスト及び当該信用格付の付与に係る信用格付業者としての最終的な意思決定を行う合議体の構成員をいう。

(v) Person in Charge of Rating: meaning a Rating Analyst involved in the process of determining a Credit Rating for the Matters in Which Persons Handling Ratings Have Interests (meaning the matters specified in Article 309; hereinafter the same applies in this Chapter), and a member of the council which makes the final decision as a Credit Rating Agency for the determination of the Credit Rating;

六 法令等遵守 信用格付業の業務が法令等（法令（外国の法令を含む。））、法令に基づく行政官庁の処分（外国の法令に基づく同様の処分を含む。）又は定款その他の規則をいう。第二百九十九条第十号及び第三百六条第一項第五号ハにおいて同じ。）に適合することをいう。

(vi) Compliance With Laws and Regulations, etc.: meaning compliance with Laws and Regulations, etc. (which collectively means laws and regulations (including laws and regulations of foreign states), the disposition of administrative agencies issued under the laws and regulations (including dispositions of a similar nature issued under the laws and regulations of foreign states) or any other regulations including articles of incorporation; the same applies in Article 299, item (x) and Article 306, paragraph (1), item (v), (c)), in terms of the operation of Credit Rating Business;

七 法令等遵守責任者 法令等遵守を確保するための措置を講じる責任者をいう。

(vii) Chief Compliance Manager: meaning a person in charge of taking measures so as to ensure Compliance With Laws and Regulations, etc.;

八 信用格付行為 信用格付を付与し、又は提供し若しくは閲覧に供する行為（信用格付業に係るものに限る。）をいう。

(viii) Credit Rating Activity: meaning an activity for determining or providing a Credit Rating, or offering it for inspection (limited to those pertaining to Credit Rating Business);

九 利益相反 自己又は格付關係者その他の者の利益を図る目的をもって投資者の利益を害することをいう。

(ix) Conflict of Interests: meaning an act to prejudice the interests of investors, in an attempt to benefit itself or Persons Handling Ratings and any other

persons; and

十 関係法人 法人の子法人、法人を子法人とする他の法人又は法人を子法人とする他の法人の子法人（当該法人を除く。）であつて、信用格付行為を業として行うものをいう。

(x) Associated Corporation: meaning the Subsidiary Corporation of a corporation, another corporation which has the corporation as its Subsidiary Corporation, or a Subsidiary Corporation of another corporation which has the corporation as its Subsidiary Corporation (excluding that corporation), which performs Credit Rating Activities in the course of the trade.

(登録の申請)

(Application for Registration)

第二百九十六条 法第六十六条の二十七の登録を受けようとする者は、別紙様式第二十七号により作成した法第六十六条の二十八第一項の登録申請書に、当該登録申請書の写し及び同条第二項又は第三項の規定により当該登録申請書に添付すべき書類又は電磁的記録を添付して、金融庁長官に提出しなければならない。

Article 296 A person that intends to obtain a registration under Article 66-27 of the Act must submit to the Commissioner of the Financial Services Agency a written application for registration under Article 66-28, paragraph (1) of the Act prepared in accordance with Appended Form No. 27, attaching a copy thereof as well as documents or Electronic or Magnetic Records to be attached thereto pursuant to the provisions of paragraph (2) or (3) of that Article.

(外国法人の国内における代表者に準ずる者)

(Person Equivalent to Representative Person in Japan of Foreign Corporation)

第二百九十七条 法第六十六条の二十八第一項に規定する内閣府令で定める者は、外国法人（法第六十六条の三十第二項ただし書の規定により国内に営業所又は事務所を有することを要しないものに限る。）を代表して金融庁長官との連絡調整を行う者（当該外国法人における法令等遵守の状況について説明を行う能力を有する者に限る。）とする。

Article 297 A person as specified by Cabinet Office Order, as referred to in Article 66-28, paragraph (1) of the Act, is a person that, as a representative of a foreign corporation (limited to a foreign corporation which, pursuant to the provisions of the proviso to Article 66-30, paragraph (2) of the Act, is not required to have its business office or any other office in Japan), acts as a liaison and coordinator with the Commissioner of the Financial Services Agency (limited to a person that is capable of providing an account of the status of its Compliance With Laws and Regulations, etc.).

(登録申請書の記載事項)

(Matters to Be Included in Written Applications for Registration)

第二百九十八条 法第六十六条の二十八第一項第五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 298 The matters as specified by Cabinet Office Order, referred to in Article 66-28, paragraph (1), item (v) of the Act, are as follows:

一 登録申請者（外国法人に限る。）の法第六十六条の二十八第一項に規定する国内における代表者又は前条に規定する者の氏名

(i) the name of the Representative Person in Japan as set forth in Article 66-28, paragraph (1) of the Act or the person as set forth in the preceding Article of the applicant for registration (limited to a foreign corporation);

二 登録申請者の関係法人であって登録申請者と共同して信用格付行為を行う他の登録申請者又は信用格付業者に関する次に掲げる事項

(ii) the following matters concerning another applicant for registration or Credit Rating Agency, which falls under the applicant for registration's Associated Corporation and which, jointly with the applicant for registration, performs Credit Rating Activities:

イ 商号又は名称

(a) the trade name or name;

ロ 本店又は主たる営業所若しくは事務所の所在地

(b) the location of its head office, or of its principal business office or principal office;

三 登録申請者の関係法人（登録申請者の関係法人であって登録申請者と共同して信用格付行為を行う他の登録申請者又は信用格付業者を除く。）に関する次に掲げる事項

(iii) the following matters concerning the Associated Corporation of the applicant for registration (excluding the another applicant for registration or Credit Rating Agency, which falls under the applicant for registration's Associated Corporation and which, jointly with the applicant for registration, performs Credit Rating Activities):

イ 商号又は名称

(a) the trade name or name;

ロ 本店又は主たる営業所若しくは事務所の所在地

(b) the location of its head office, or of its principal business office or principal office;

四 登録申請者（外国法人に限る。）に関する次に掲げる事項

(iv) the following matters concerning the applicant for registration (limited to a foreign corporation):

イ 本店又は主たる営業所若しくは事務所が所在する国の国名

(a) the name of the state if the head office, the principal business office or principal office locates;

ロ イの国において信用格付業の業務に相当する業務を行う者に対する監督を行う外国の行政機関その他これに準ずるもの（以下この章において「外国行政機関

等」という。)の監督を受けている場合には、その旨並びに当該外国行政機関等  
(b) in cases when the applicant for registration is subject to the supervision  
of any administrative organ or any other agency equivalent thereto, which  
takes charge of the supervision of parties carrying out businesses  
equivalent to the Credit Rating Business in the state referred to in (a)  
(hereinafter referred to as an "Foreign Administrative Organ, etc." in this  
Chapter), to that effect and the name and location of the Administrative  
Organ, etc.; and

五 法令等遵守責任者、信用格付の付与に係る過程において格付アナリストを監督する責任を有する者及び監督委員会（第三百六条第一項第十七号に規定する監督委員会をいう。次条第三十五号、第三百条第一項第四号及び第五号並びに第三百四条第六号において同じ。）の委員の氏名

(v) the names of the Chief Compliance Manager, a person in charge of supervising Rating Analysts in the process of determining a Credit Rating, and Monitoring Committee (including Independent Members as set forth in Article 306, paragraph (1), item (xvii), (a); the same applies in Article 299, item (xxxv), Article 300, paragraph (1), item (iv), Article 304, item (vi)).

(業務の内容及び方法)

(Content and Means of Conducting Business Affairs)

第二百九十九条 法第六十六条の二十八第二項第二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 299 The matters specified by Cabinet Office Order, as referred to in Article 66-28, paragraph (2), item (ii) of the Act are as follows:

一 業務運営に関する基本原則

(i) the fundamental principles governing the business operations;

二 業務執行の方法

(ii) the means of execution of business;

三 業務分掌の方法

(iii) the means of allocation of business;

四 業として行う信用格付行為の内容及び当該行為に係る信用格付の対象となる事項の区分

(iv) the details of Credit Rating Activities performed in the course of trade, and the categories of the objects of the Credit Ratings pertaining to the activities;

五 格付担当者が連続して同一の格付関係者が利害を有する事項を対象とする信用格付の付与に係る過程に関与する場合において、当該格付関係者から独立した立場において公正かつ誠実にその業務を遂行するために講じる措置の内容

(v) the details of the measures to be implemented so that a Person in Charge of Rating, as a party independent of a Person Concerned With Rating, fairly and faithfully carries out the business, in cases when such Person in Charge of Rating consecutively is involved in the processes of determining Credit

Ratings for the matter in which the same Persons Handling Ratings has an interest;

六 使用人（格付アナリストを除く。）の採用に関する方針

(vi) the policies for the recruitment of employees (excluding Rating Analysts);

七 信用格付業の業務の適正を確保するための体制の整備に係る措置（第三百六条第一項第四号に規定する措置をいう。）の内容

(vii) the details of the measures to be implemented for establishing systems to secure the appropriateness of the operation of the Credit Rating Business (meaning the measures as set forth in Article 306, paragraph (1), item (iv));

八 法令等遵守に関する方針及び手続

(viii) the policies and procedures for Compliance with Laws and Regulations, etc.;

九 法令等遵守責任者の選任その他法令等遵守に係る責任の所在の明確化に関する方針

(ix) policies which clearly define the roles and responsibilities for Compliance With Laws and Regulations, etc., such as the appointment of a Chief Compliance Manager;

十 使用人が法令等に反する行為を発見した場合の対応に関する措置の内容

(x) the details of the measures for handling cases when an employee is found to have acted in violation of laws and regulations, etc.;

十一 格付アナリストの採用及び研修に関する方針

(xi) policies on the recruitment and training of Rating Analysts;

十二 格付アナリストの配置

(xii) the assignment of duties among Rating Analysts;

十三 信用格付の付与に係る最終的な意思決定を行う合議体の構成員の選任方法及び当該合議体の意思決定の方法

(xiii) the means of the appointment of members of the council which makes the final decision for determining a Credit Rating, and the means for the decision-making of such council;

十四 信用格付の付与に係る過程において格付アナリストを監督する責任を有する者の選任方法

(xiv) the means of the appointment of a person responsible for supervising Rating Analysts in the process of determining Credit Ratings;

十五 信用格付の付与のために用いられる情報について十分な品質を確保するために講じる措置の内容

(xv) the details of the measures to be implemented so that the information used for determining a Credit Rating is of sufficient quality;

十六 信用格付の付与のために専門的知識及び技能を有する人員を十分に確保できない場合又は信用格付の付与のために用いられる情報について十分な品質を確保できない場合には、当該信用格付を付与しないための措置の内容

(xvi) the details of measures to be implemented so as to refrain from

determining a Credit Rating, in cases when it is unable to retain sufficient staff with the expert knowledge and skills required for determining a Credit Rating, or in cases when it is unable to secure a sufficient quality of the information it uses for determining a Credit Rating;

十七 格付付与方針等（第三百十三条第一項第一号に規定する格付付与方針等をいう。次号、第三十六号、第三百六条第一項第六号、第三百十一条及び第三百十二条第一号において同じ。）の妥当性及び実効性について検証を適正に行う機能を整備するための措置の内容

(xvii) the details of the measures to put in place the functions to properly verify the appropriateness and effectiveness of a Rating Determination Policy, etc. (meaning a Rating Determination Policy, etc. as set forth in Article 313, paragraph (1), item (i); the same applies in the following item, item (xxxvi), Article 306, paragraph (1), item (vi), Article 311 and Article 312, item (i));

十八 格付付与方針等について重要な変更を行ったときは、当該格付付与方針等に基づき付与した信用格付のうち、変更後の格付付与方針等に基づき更新するか否かについて判断すべき信用格付の範囲及び更新に要する期間を遅滞なく公表し、当該期間内に必要な更新を行うための措置の内容

(xviii) the details of the measures to be implemented in cases of any material amendment to a Rating Determination Policy, etc., if any, so as to announce, without delay, the scope of Credit Ratings already determined in accordance with the former Rating Determination Policy, etc. but which require further consideration as to the necessity of being updated in accordance with the amended Rating Determination Policy, etc. and the period of time required for such updating, as well as to update Credit Ratings within such period of time;

十九 資産証券化商品（当該資産証券化商品の設計が過去に信用格付を付与した資産証券化商品の設計と著しく異なる場合に限る。）の信用状態に関する評価を対象とする信用格付を適正に付与することが可能であることを検証するための措置の内容

(xix) the details of the measures to be implemented to verify the ability in determining a Credit Rating whose object is assessment of the credit status of Asset Securitization Product (limited to cases when the design of the Asset Securitization Product deviates substantially from the design of the Asset Securitization Products to which it determined Credit Ratings in the past) in an appropriate manner;

二十 付与した信用格付に係る検証及び更新を適切かつ継続的に実施するために講じる措置の内容

(xx) the details of the measures to be implemented so as to enable implementation of the verification and updating of a Credit Rating already determined, in an appropriate manner and on an ongoing basis;

二十一 特定行為（第三百六条第一項第七号イに規定する特定行為をいう。第二十七号において同じ。）の種類及び利益相反回避措置（同項第七号イに規定する利益相

- 反回避措置をいう。第二十七号において同じ。) の概要
- (xxi) the types of Specified Activities (meaning Specified Activities as set forth in Article 306, paragraph (1), item (vii), (a); the same applies in item (xxvii)) and the outline of the Conflict Avoidance Measures (meaning Conflict Avoidance Measures as set forth in item (vii), (a) of that paragraph; the same applies in item (xxvii));
- 二十二 格付担当者が利益相反のおそれのある有価証券の売買その他の取引等を行わないために講じる措置の内容
- (xxii) the details of the measures to be implemented in order to prevent the Person in Charge of Rating from conducting the Purchase and Sale or Other Transactions of Securities, etc. which may entail any Conflict of Interests;
- 二十三 登録申請者又はその役員若しくは使用人が格付関係者と第三百八条第一項に掲げる密接な関係を有する場合において、当該格付関係者が利害を有する事項を対象とする信用格付を提供し、又は閲覧に供する行為を行わないために講じる措置の内容
- (xxiii) the details of the measures to be implemented so as to refrain from providing or offering for inspection a Credit Rating of the Matter in Which Persons Handling Ratings Have Interests, in cases when the applicant for registration or one of its Officers or employees has a close relationship with any Persons Handling Ratings as set forth in Article 308, paragraph (1);
- 二十四 登録申請者と格付関係者との間で利益相反のおそれのある場合において、当該格付関係者が利害を有する事項を対象とする信用格付の付与において、投資者の利益を害しないことを確保するための措置の内容
- (xxiv) the details of the measures to be implemented to ensure that the interests of investors would not be adversely affected in the process of determining a Credit Rating of any Matter in Which Persons Handling Ratings Have Interests, in cases when there may arise any Conflict of Interests as between the applicant for registration and the Persons Handling Ratings;
- 二十五 格付担当者が格付関係者の役員又はこれに準ずるものに就くことを目的として自ら働きかけを行うことを防止するための措置の内容
- (xxv) the details of the measures to be implemented to prevent Person in Charge of Ratings from making any approach in an attempt to assume the position of an Officer or any other position equivalent thereto of the Person Concerned With Rating;
- 二十六 登録申請者の役員又は使用人でなくなった格付アナリストが格付関係者の役員又はこれに準ずるものに就いた場合において、当該格付関係者が利害を有する事項を対象とする信用格付の妥当性を検証するために講じる措置の内容
- (xxvi) the details of the measures to be implemented so as to verify the appropriateness of a Credit Rating of any Matter in Which Persons Handling Ratings Have Interests, in cases when any Rating Analyst that no longer

assumes the position of Officer or employee of the applicant for registration to assume the position of an Officer or any other position equivalent thereto of the Person Concerned With Rating;

二十七 特定行為の種類及び利益相反回避措置の概要を適切な方法により公表するための措置の内容

(xxvii) the details of the measures to be implemented for the announcement of types of Specified Activities and an outline of Conflict Avoidance Measures in an appropriate manner;

二十八 関連業務（信用格付業以外の業務であって、信用格付行為に関連する業務をいう。以下この章において同じ。）及びその他業務（信用格付業以外の業務であり、かつ、関連業務以外の業務をいう。以下この章において同じ。）に係る行為が信用格付行為に不当な影響を及ぼさないための措置の内容

(xxviii) the details of the measures to be implemented so that activities pertaining to Ancillary Business (meaning business excluding Credit Rating Service but are ancillary to Credit Rating Activities; hereinafter the same applies in this Chapter) and any Other Lines of Business (meaning business excluding Credit Rating Business and also excluding the Ancillary Business; hereinafter the same applies in this Chapter) would not unreasonably affect the Credit Rating Activities;

二十九 資産証券化商品の信用状態に関する評価が信用格付の対象となる事項である場合において、第三者が独立した立場において当該信用格付の妥当性について検証することができるために講じる措置の内容

(xxix) the details of the measures to be implemented to enable a third party, as an independent party, to verify the appropriateness of the Credit Rating, in cases when the object of the Credit Rating is the assessment of the credit status of any Asset Securitization Products;

三十 登録申請者の役員及び使用人の報酬等（報酬、賞与その他の職務遂行の対価として登録申請者から受ける財産上の利益をいう。次号において同じ。）の決定方針

(xxx) policies for the determination of the Remuneration, etc. (meaning any remuneration, bonus or any other property benefit payable by the applicant for registration as a consideration for the performance of duties; the same applies in the following item) of Officers and employees of the applicant for registration;

三十一 登録申請者の役員及び使用人の報酬等の決定方針が信用格付業の業務の公正かつ的確な実施に支障を及ぼさないことを確保するための措置の内容

(xxxii) the details of the measures to be implemented to ensure that the policy for the determination of the Remuneration, etc. of Officers and employees of the Credit Rating Agency would not compromise the performance of its Credit Rating Business in a fair and accurate manner;

三十二 格付担当者が当該信用格付の手数料（信用格付の付与の対価として登録申請者に対して支払われ、又は支払われるべき金銭その他の財産の価額をいう。）に関



- する交渉に参加することを防止するために講じる措置の内容
- (xxxii) the details of the measures to be implemented so as to prevent the Person in Charge of Ratings from being involved in the negotiation process concerning the determination of the Rating Fee (meaning the value of the money or any other property which has been or will be paid to the applicant for registration as a consideration for determining a Credit Rating) for the Credit Rating;
- 三十三 信用格付業の業務に関して知り得た情報の管理及び秘密の保持を適切に行うために講じる措置の内容
- (xxxiii) the details of the measures to be implemented so as to properly manage information which may come to the attention in the course of the performance of the Credit Rating Business, as well as to properly maintain the confidentiality thereof;
- 三十四 登録申請者に対する苦情を適切かつ迅速に処理するための措置の内容
- (xxxiv) the details of the measures to be implemented so as to appropriately and swiftly address any complaints raised against the Credit Rating Agency;
- 三十五 監督委員会の運営方針及び委員の選任方法
- (xxxv) the operational policies of the Monitoring Committee and the means of the appointment of the members thereof; and
- 三十六 格付付与方針等に関する次に掲げる事項
- (xxxvi) the following matters concerning the Rating Determination Policy, etc.:
- イ 信用格付の対象となる事項の区分及びその細目に応じた信用状態に関する評価の前提となる事項、信用状態に関する評価の結果を示す等級を定めるために用いる基準
  - (a) the categories of the objects of the Credit Rating and the matters which serve as the assumptions for the assessment of a credit status in accordance with the items so categorized, and the criteria to be used for setting grades indicating the results of the assessment of the credit status;
  - ロ 付与した信用格付を提供し、又は閲覧に供する行為を行う前に、あらかじめ、当該信用格付の付与に当たり登録申請者が利用した主要な情報に関し、格付関係者が事実の誤認の有無について確認することを可能とするための方針及び方法
  - (b) the policy and means which enable a Persons Handling Ratings, in advance of providing or offering for inspection the determined Credit Rating, to verify whether there was any factual misperception as to the principal information used by the Credit Rating Agency in determining the Credit Rating; and
  - ハ 格付関係者の依頼によらず信用格付の付与を行う場合における当該信用格付の付与に係る方針及び方法
  - (c) the policy and means of determining Credit Ratings, in cases of determining a Credit Rating without a solicitation from any Person Concerned With Rating;

三十七 格付提供方針等（第三百十三条第一項第二号に規定する格付提供方針等をいう。）

(xxxvii) the Rating Provision Policy, etc. (meaning the Rating Provision Policy, etc. as set forth in Article 313, paragraph (1), item (ii));

三十八 役員及び使用人が格付方針等を遵守するために講じる措置の内容

(xxxviii) the details of the measures to be implemented so as to secure compliance with the Rating Policy, etc. by Officers and employees;

三十九 金融商品又は法人の信用状態の評価の結果に関する一般的な性質に関して、虚偽の表示をし、又は重要な事項につき誤解を生ぜしめるべき表示を行わないための措置の内容

(xxxix) the details of the measures to be implemented to prevent any false representation of the general features of the assessment results of the credit status of any financial instruments or corporations, or to prevent any representation which may lead to any misperception as to any material information;

四十 関連業務に係る行為を行う場合において、当該行為が信用格付業に係る行為であると誤認されることを防止するための措置の内容

(xl) the details of the measures to be implemented to prevent any act pertaining to Ancillary Businesses from being misperceived as any act pertaining to the Credit Rating Business, in cases when any act pertaining to Ancillary Business is to be conducted; and

四十一 登録申請者並びにその役員及び使用人が遵守すべき行動規範

(xli) the code of conduct required to be complied with by the applicant for registration as well as its Officers and employees.

（登録申請書の添付書類）

(Documents to Be Attached to Written Applications for Registration)

第三百条 法第六十六条の二十八第二項第四号に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 300 (1) The documents specified by Cabinet Office Order, referred to in Article 66-28, paragraph (2), item (iv) of the Act, are as follows:

一 業務に係る人的構成及び組織等の業務執行体制を記載した書面

(i) the documents describing the system for conducting business, such as its structure of personnel and the organizational system pertaining to the business;

二 役員（相談役、顧問その他いかなる名称を有する者であるかを問わず、当該法人に対し取締役、執行役又はこれらに準ずる者と同様以上の支配力を有するものと認められる者を含む。以下この号、第三百三条及び第三百四条第二号において同じ。）に関する次に掲げる書面

(ii) the following documents concerning Officers (including those that are found to have the same or a higher authority over a corporation as directors,

executive officers or any persons holding positions equivalent thereto, irrespective of their job title such as advisor, consultant or others; hereinafter the same applies in this item, Article 303 and Article 304, item (ii):

イ 役員の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）

(a) the resumes of the Officers (in cases when an Officer is a corporation, the document describing the background of the Officer);

ロ 役員の住民票の抄本（役員が法人である場合には、当該役員の登記事項証明書）又はこれに代わる書面

(b) the extracts from the certificates of residence of the Officers (in cases when the Officer is a corporation, its certificate of registered matters), or any other document in lieu thereof;

ハ 役員の婚姻前の氏名を、当該役員の氏名に併せて法第六十六条の二十八第一項の登録申請書に記載した場合において、ロに掲げる書面が当該役員の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(c) if the name of an Officer that was used before marriage is stated together with the current name of the Officer in a written application for registration under Article 66-28, paragraph (1) of the Act, and the document specified in (b) is not a document certifying the name of the Officer used before marriage, a document certifying the name before marriage;

ニ 役員が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

(d) the certificate issued by a public agency evidencing that none of the Officers falls under Article 29-4, paragraph (1), item (ii), (a) or (b) of the Act, or any other document in lieu thereof;

ホ 役員が法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員が誓約する書面

(e) the document in which each of the Officers pledges that the Officers do not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act;

三 登録申請者（外国法人に限る。）の法第六十六条の二十八第一項に規定する国内における代表者又は第二百九十七条に規定する者に関する次に掲げる書面

(iii) the following documents concerning the Representative Person in Japan of the applicant for registration (limited to a foreign corporation), as referred to in Article 66-28, paragraph (1) of the Act, or concerning a person as referred to in Article 297:

イ 履歴書

(a) resume;

ロ 住民票の抄本又はこれに代わる書面

(b) extract from the certificate of residence, or any other document in lieu

thereof;

ハ 婚姻前の氏名を、氏名に併せて法第六十六条の二十八第一項の登録申請書に記載した場合において、ロに掲げる書面が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(c) if the name that was used before marriage is stated together with the current name in a written application for registration under Article 66-28, paragraph (1) of the Act, and the document specified in (b) is not a document certifying the name used before marriage, a document certifying the name before marriage;

四 法令等遵守責任者、信用格付の付与に係る過程において格付アナリストを監督する責任を有する者及び監督委員会の委員に関する次に掲げる書面

(iv) the following documents concerning the Chief Compliance Manager, a person in charge of supervising Rating Analysts in the process of determining a Credit Rating and members of the Monitoring Committee:

イ 履歴書

(a) resumes;

ロ 住民票の抄本又はこれに代わる書面

(b) extracts from the certificates of residence, or any other document in lieu thereof;

ハ 婚姻前の氏名を、氏名に併せて法第六十六条の二十八第一項の登録申請書に記載した場合において、ロに掲げる書面が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(c) if the name that was used before marriage is stated together with the current name in a written application for registration under Article 66-28, paragraph (1) of the Act, and the document specified in (b) is not a document certifying the name used before marriage, a document certifying the name before marriage;

五 監督委員会の独立委員（第三百六条第一項第十七号イに規定する独立委員をいう。）が独立性を有していると認める理由を記載した書面

(v) a document describing the reasons based on which the Independent Members (meaning Independent Members as set forth in Article 306, paragraph (1), item (xvii), (a)) of the Monitoring Committee are deemed to be independent;

六 登録申請者の関係法人であって登録申請者と共同して信用格付行為を行う他の登録申請者又は信用格付業者と登録申請者との間の資本関係、人的関係及び最近一年間の業務上の関係の概要を記載した書面

(vi) a document describing the outline of the share-capital relationship, personnel relationship, and business relationship in the most recent year, as between the applicant for registration, and another applicant for registration or Credit Rating Agency which falls under the category of an Associated Corporation of the applicant for registration and which performs Credit

Rating Activities jointly with the applicant for registration;

七 登録申請者の関係法人（登録申請者の関係法人であって登録申請者と共同して信用格付行為を行う他の登録申請者又は信用格付業者を除く。）の状況として次に掲げる事項を記載した書面

(vii) a document describing the following conditions of an Associated Corporation of the applicant for registration (excluding another applicant for registration or Credit Rating Agency which is Associated Corporation of the applicant for registration and performs Credit Rating Activities jointly with the applicant for registration):

イ 登録申請者と当該登録申請者の関係法人との間の資本関係、人的関係及び最近一年間の業務上の関係の概要

(a) an outline of the share-capital relationship, personnel relationship, and business relationship in the most recent one year, as between the applicant for registration and its Associated Corporation;

ロ 当該登録申請者の関係法人（外国法人に限る。）の本店又は主たる営業所若しくは事務所が所在する国の国名及び当該国において外国行政機関等の監督を受けている場合には、その旨並びに当該外国行政機関等の名称及び所在地

(b) the name of the state if the head office, principal business office or principal office of the Associated Corporation (limited to a foreign corporation) of the applicant for registration is located; and, in cases when it is subject to supervision by any Foreign Administrative Organ, etc. in that state, to that effect, and the name and location of the Foreign Administrative Organ, etc.;

八 最終の貸借対照表（関連する注記を含む。次項において同じ。）及び損益計算書（関連する注記を含む。同項において同じ。）

(viii) the most recent balance sheet (including notes related thereto; the same applies in the following paragraph) and the most recent profit and loss statement (including notes related thereto; the same applies in that paragraph); and

九 金融商品又は法人の信用状態（当該信用状態に関する評価が信用格付の対象となる事項であるものに限る。）の変化に関する統計その他の情報を保有している場合には、当該情報を記載した書面

(ix) in cases when the applicant for registration possesses any statistical information or any other information on the transition of a credit status (limited to cases when the object of the Credit Rating is the assessment of such credit status) of financial instruments or corporations, a document describing such information.

2 前項第八号に掲げる書類を添付する場合において、貸借対照表又は損益計算書が電磁的記録で作成されているときは、当該書類に代えて電磁的記録（次条に規定するものに限る。）を添付することができる。

(2) In cases when the documents specified in item (viii) of the preceding

paragraph are to be attached, and if the balance sheet or profit and loss statement has been prepared by means of an Electronic or Magnetic Record, the Electronic or Magnetic Record (limited to an Electronic or Magnetic Record as set forth in the following Article) may be attached in lieu of those documents.

3 登録申請者は、法第六十六条の二十七の登録を受けた場合において、第三百六条第二項又は第三項の規定による承認を受けようとするときは、登録申請書に同条第四項に掲げる書類を添付することができる。

(3) In cases when the applicant for registration has obtained registration under Article 66-27 of the Act, and where it intends to seek approval as set forth in Article 306, paragraph (2) or (3), it may attach to the written application for registration the document as set forth in paragraph (4) of that Article.

4 登録申請者は、法第六十六条の二十七の登録を受けた場合において、第三百六条第六項の規定による承認を受けようとするときは、登録申請書に同条第七項に掲げる書類を添付することができる。

(4) In cases when the applicant for registration has obtained registration under Article 66-27 of the Act, and where it intends to seek approval as set forth in Article 306, paragraph (6), it may attach to the written application for registration the document as set forth in paragraph (7) of that Article.

(電磁的記録)

(Electronic or Magnetic Records)

第三百一条 法第六十六条の二十八第三項に規定する内閣府令で定める電磁的記録は、次に掲げる構造のいずれかに該当するものとする。

Article 301 (1) An Electronic or Magnetic Record as specified by Cabinet Office Order, and as referred to in Article 66-28, paragraph (3) of the Act must have a structure specified in the following:

一 日本工業規格X六二二三に適合する九十ミリメートルフレキシブルディスクカートリッジ

(i) a 90mm flexible magnetic disc cartridge conforming to JIS X6223;

二 日本工業規格X〇六〇六及びX六二八二に適合する直径百二十ミリメートルの光ディスク

(ii) a 120mm optical disc conforming to JIS X0606 and X6282.

2 前項第一号の電磁的記録への記録は、次に掲げる方式に従ってしなければならない。

(2) Entry onto an Electronic or Magnetic Record as set forth in item (i) of the preceding paragraph must be completed in accordance with the following means:

一 トラックフォーマットについては、日本工業規格X六二二五に規定する方式

(i) with regard to the track format, the means designated by the JIS X6225;

and

二 ボリューム及びファイル構成については、日本工業規格X〇六〇五に規定する方式

(ii) with regard to volume and file configuration, the means designated by the JIS X0605.

3 第一項の電磁的記録には、次に掲げる事項を記載しなければならない。

(3) With regard to the Electronic or Magnetic Record set forth in paragraph (1), the following matters must be stated:

一 登録申請者の商号又は名称

(i) the trade name or name of the applicant for registration; and

二 申請年月日

(ii) the date of application.

(信用格付業者登録簿の縦覧)

(Public Inspection of the Registry of Credit Rating Agencies)

第三百二条 金融庁長官は、その登録をした信用格付業者に係る信用格付業者登録簿を、金融庁に備え置き、公衆の縦覧に供するものとする。

Article 302 The Commissioner of the Financial Services Agency is to keep and make available for public inspection a registry of Credit Rating Agencies containing information on the Credit Rating Agencies to which the Commissioner has granted registration, at the office of the Financial Services Agency.

(体制整備の審査基準)

(Criteria for Examination of Organizational Systems)

第三百三条 法第六十六条の三十第一項第五号に規定する信用格付業を公正かつ的確に遂行するための必要な体制が整備されていると認められない法人であるかどうかの審査をするときは、第二百九十九条に掲げる事項を記載した書類及び第三百条第一項に掲げる書類のほか、登録申請者の役員又は使用人のうちに、経歴、暴力団員による不当な行為の防止等に関する法律第二条第二号に規定する暴力団又は同条第六号に規定する暴力団員との関係その他の事情に照らして業務の運営に不適切な資質を有する者があることにより、信用格付業の信用を失墜させるおそれがあると認められるかどうかを審査するものとする。

Article 303 When conducting an examination under Article 66-30, paragraph (1), item (v) of the Act as to whether the applicant for registration is a corporation not found to have established a system necessary for the fair and appropriate performance of the Credit Rating Business, it is to be examined, in addition to the documents describing the matters set forth in Article 299 and the documents listed in Article 300, paragraph (1), whether it is likely that the applicant for registration may be have a detrimental effect on the confidence in Credit Rating Business, on the grounds of any Officer or employee having qualities which render them unfit for the operation of the business in light of their careers, relationships with the Organized Crime Group set forth in Article 2, item (ii) of the Act on Prevention of Illegal Acts by Organized Crime

Group Members or relationships with the Organized Crime Group Members set forth item (vi) of that Article or any other circumstances.

(登録申請書記載事項の変更の届出)

(Notification of Changes to Matters Contained in Written Applications for Registration)

第三百四条 法第六十六条の三十一第一項の規定により届出を行う信用格付業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、別紙様式第二十七号により作成した変更後の内容を記載した書面及び当該書面の写し並びに次の各号に掲げる場合の区分に応じ当該各号に定める書類を添付して、金融庁長官に提出しなければならない。ただし、やむを得ない事由があるときは、当該各号に定める書類は、当該届出書の提出後遅滞なく提出すれば足りる。

Article 304 A Credit Rating Agency which intends to file the notification under Article 66-31, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency a written notification stating the particulars and date of and reason for the change, attaching a document stating the particulars after such change prepared in accordance with Appended Form No. 27, a copy thereof and the documents specified in the following items in accordance with the categories of the cases respectively set forth therein; provided, however, that the documents specified in each of the following items may be filed without delay after submission of the notification, if any unavoidable ground exists:

一 法第六十六条の二十八第一項第一号に掲げる事項について変更があった場合 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(i) in cases when there has been any change to the matters specified in Article 66-28, paragraph (1), item (i) of the Act: the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

二 法第六十六条の二十八第一項第二号に掲げる事項について変更があった場合 次に掲げる書類

(ii) in cases when there has been any change to the matters specified in Article 66-28, paragraph (1), item (ii) of the Act: the following documents:

イ 業務に係る人的構成及び組織等の業務執行体制を記載した書面

(a) a document stating the system for conducting business, such as the structure of personnel and the organization related to the business;

ロ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(b) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

ハ 新たに役員となった者に係る次に掲げる書類

(c) the following documents concerning a person that has newly assumed the position of Officer:



- (1) 履歴書（役員が法人であるときは、当該役員の前歴を記載した書面）
- 1. resume of the Officer (in cases when the Officer is a corporation, the document containing the background of the Officer);
- (2) 住民票の抄本（役員が法人である場合には、当該役員の前歴事項証明書）又はこれに代わる書面
- 2. extracts from the certificate of residence (in cases when the Officer is a corporation, its certificate of registered matters), or any other document in lieu thereof;
- (3) 婚姻前の氏名を、氏名に併せて別紙様式第二十七号により作成した変更後の内容を記載した書面に記載した場合において、(2)に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- 3. if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 27, and the document specified in 2. is not a document certifying the name used before marriage, a document certifying the name before marriage;
- (4) 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
- 4. the certificate issued by a public agency evidencing that none of the Officers falls under Article 29-4, paragraph (1), item (ii), (a) or (b) of the Act, or any other document in lieu thereof;
- (5) 法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員が誓約する書面
- 5. the documents in which each of the Officers pledges that the Officers do not fall under any of Article 29-4, paragraph (1), item (ii), (c) through (g) of the Act;
- 三 第二百九十八条第一号に掲げる事項について変更があった場合 新たに法第六十六条の二十八第一項に規定する国内における代表者又は第二百九十七条に規定する者となった者に係る次に掲げる書類
- (iii) in cases when there has been any change to the matter specified in Article 298, item (i): the following documents concerning a person that has newly assumed the position of Representative Person in Japan as set forth in Article 66-28, paragraph (1) of the Act, or has newly assumed the position of a person set forth in Article 297:
  - イ 履歴書
  - (a) the resume; and
  - ロ 住民票の抄本又はこれに代わる書面
  - (b) extracts from the certificate of residence, or any other document in lieu thereof;
  - ハ 婚姻前の氏名を、氏名に併せて別紙様式第二十七号により作成した変更後の内容を記載した書面に記載した場合において、ロに掲げる書類が当該婚姻前の氏名

を証するものでないときは、当該婚姻前の氏名を証する書面

(c) if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 27, and the document specified in (b) is not a document certifying the name used before marriage, a document certifying the name before marriage;

四 第二百九十八条第二号に掲げる事項について変更があった場合 信用格付業者と新たに関係法人となったものとの間の資本関係、人的関係及び最近一年間の業務上の関係の概要を記載した書面

(iv) in cases when there has been any change to the matter specified in Article 298, item (ii): a document describing the outline of the share-capital relationship, personnel relationship, and business relationship in the most recent one year, as between the Credit Rating Agency and its new Associated Corporation;

五 第二百九十八条第三号に掲げる事項について変更があった場合 次に掲げる事項を記載した書面

(v) in cases when there has been any change to the matter specified in Article 298, item (iii): a document describing the following matters:

イ 信用格付業者と新たに関係法人となったものとの間の資本関係、人的関係及び最近一年間の業務上の関係の概要

(a) an outline of the share-capital relationship, personnel relationship, and business relationship in the most recent one year, as between the Credit Rating Agency and its new Associated Corporation;

ロ 新たに関係法人となったもの（外国法人に限る。）の本店又は主たる営業所若しくは事務所が所在する国の国名及び当該国において外国行政機関等の監督を受けている場合には、その旨並びに当該外国行政機関等の名称及び所在地

(b) the name of the state if the head office, principal business office or principal office of the new Associated Corporation (limited to a foreign corporation) of the Credit Rating Agency is located; and, in cases when it is subject to supervision by any Foreign Administrative Organ, etc. in that state, to that effect, and the name and location of the Foreign Administrative Organ, etc.;

六 第二百九十八条第五号に掲げる事項について変更があった場合 新たに法令等遵守責任者、信用格付の付与に係る過程において格付アナリストを監督する責任を有する者又は監督委員会の委員となった者に関する次に掲げる書面

(vi) in cases when there has been any change to the matter specified in Article 298, item (v): the following documents concerning a person that has newly assumed the position of Chief Compliance Manager, a person in charge of supervising Rating Analysts in the process of determining a Credit Rating, and members of Monitoring Committee:

イ 履歴書

(a) the resumes;

ロ 住民票の抄本又はこれに代わる書面

(b) extracts from the certificate of residence, or any other document in lieu thereof; and

ハ 婚姻前の氏名を、氏名に併せて別紙様式第二十七号により作成した変更後の内容を記載した書面に記載した場合において、ロに掲げる書面が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(c) if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 27, and the document specified in (b) is not a document certifying the name used before marriage, a document certifying the name before marriage.

(業務の内容又は方法の変更の届出)

(Notification on Change to Contents or Means of Business)

第三百五条 法第六十六条の三十一第三項の規定により届出を行う信用格付業者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、第二百九十九条各号に掲げるもの（内容に変更があったものに限る。）を記載した書類を添付して、金融庁長官に提出しなければならない。

Article 305 A Credit Rating Agency which intends to file the notification under Article 66-31, paragraph (3) of the Act must submit to the Commissioner of the Financial Services Agency a written notification stating the particulars and date of and reason for the change, attaching a document stating the matters listed in the items of Article 299 (limited to those matters whose details have change).

## 第二節 業務

### Section 2 Business Affairs

(業務管理体制の整備)

(Establishment of Business Management Systems)

第三百六条 法第六十六条の三十三第一項の規定により信用格付業者が整備しなければならない業務管理体制は、次に掲げる要件を満たさなければならない。

Article 306 (1) The business management system required to be established by a Credit Rating Agency pursuant to the provisions of Article 66-33, paragraph (1) of the Act must satisfy the following requirements:

一 常に公正不偏の態度を保持し、自らの判断と責任において信用格付行為を行うための措置がとられていること。

(i) that measures have been implemented so that the Credit Rating Agency always maintains a fair and unbiased stance in order to perform its Credit Rating Activities at its sole judgment and responsibility;

二 格付担当者が連続して同一の格付関係者が利害を有する事項を対象とする信用格付の付与に係る過程に関与する場合において、当該格付関係者から独立した立場において公正かつ誠実にその業務を遂行するための次のいずれかの措置がとられていること。

(ii) that any of the following measures has been implemented, so that a Person in Charge of Rating, as a party independent from Persons Handling Ratings, fairly and faithfully carries out the business, even in cases when such Person in Charge of Rating is involved consecutively in the processes of determining Credit Ratings of the matters in which the same Person Concerned With Rating has an interest:

イ 信用格付の付与に係る過程に関与する主任格付アナリストが同一の格付関係者が利害を有する事項を対象とする信用格付の付与に係る過程に五年間連続して関与した場合には、その後二年間当該格付関係者が利害を有する事項を対象とする信用格付の付与に係る過程に関与しないための措置

(a) measures to be implemented so that, in cases when any Principal Rating Analyst involved in the process of determining a Credit Rating has, for five consecutive years, been involved in the process of determining a Credit Rating of the matter in which the same Person Concerned With Rating has an interest, such Principal Rating Analyst would refrain from being involved in the process of determining a Credit Rating of the matter in which the same Person Concerned With Rating has an interest for two subsequent years thereafter;

ロ 信用格付の付与に係る信用格付業者としての最終的な意思決定を合議体で行い、かつ、当該合議体の構成員の総数の三分の一以上の構成員について連続して同一の格付関係者が利害を有する事項を対象とする信用格付（資産証券化商品以外の信用状態に関する評価が信用格付の対象となる事項である場合において、同一事業年度内に当該信用格付の対象となる事項を対象とする二以上の信用格付を付与したときは、当該二以上の信用格付を一の信用格付とみなす。）の付与に係る過程に関与しないための措置

(b) measures to ensure that the final decision as a Credit Rating Agency in determining a Credit Rating is made by a council; and measures so that one third or more of the total of the council members would not be involved consecutively in the processes of determining Credit Ratings for the matter in which the same Persons Handling Ratings has an interest (in cases when the object of the Credit Rating is the assessment of the credit status of any subject other than Asset Securitization Products, and where two or more Credit Ratings with the same object were determined in the same business year, those two or more Credit Ratings are deemed to be a single Credit Rating);

三 公正に信用格付行為を行うことについて重要な疑義がある者を採用しないための措置がとられていること。

(iii) that the measures have been implemented, so as not to recruit any person that serious questions might be raised about as to competency in performing Credit Rating Activities in a fair manner;

四 信用格付業者の業務の適正を確保するための次に掲げる体制の整備に係る措置がとられていること。

(iv) that the measures for establishing the following systems for securing the proper business operation of the Credit Rating Agency have been implemented:

イ 役員の職務の執行が効率的に行われることを確保するための体制

(a) a system to ensure that the Officers will execute their respective duties efficiently;

ロ 役員の職務の執行に係る情報の保存及び管理に関する体制

(b) a system for the preservation and management of information on the execution of duties by Officers;

ハ 付与した信用格付と異なる信用格付を提供し、又は閲覧に供することを防止するための体制その他の信用格付行為に関する事務処理の誤りを防止するための体制

(c) a system to prevent the Credit Rating Agency from providing or being available for public inspection a Credit Rating different from the granted Credit Rating, or other system to prevent clerical errors related to Credit Rating Activity; and

ニ 損失の危険の管理に関する規程その他の体制

(d) regulations and any other system for management of risk of loss;

五 法令等遵守を確保するための次に掲げる措置がとられていること。

(v) that the following measures to secure Compliance With Laws and Regulations, etc. have been implemented:

イ 法令等遵守に関する方針及び手続の策定

(a) the formulation of policies and procedures for Compliance With Laws and Regulations, etc.;

ロ 法令等遵守責任者の選任その他法令等遵守に係る責任の所在の明確化に関する方針の策定

(b) the formulation of policies to clearly define responsibilities with regard to Compliance With Laws and Regulations, etc., such as the appointment of a Chief Compliance Manager;

ハ 使用人が法令等に反する行為を発見した場合の対応に関する次に掲げる措置

(c) the following measures in relation to handling cases when the act of an employee was found to be in violation of the laws and regulations, etc.:

(1) 信用格付業者の使用人が法令等に反する行為を発見した場合における当該行為の内容を役員及び法令等遵守責任者に通知するための措置

1. the measures to notify Officers and the Chief Compliance Manager with an account of the act of any employee of a Credit Rating Agency

committed in violation of laws and regulations, in cases when that act has been discovered;

(2) 当該通知を受けた役員及び法令等遵守責任者が信用格付業者において法令等に反する行為が行われることを防止するための適切な措置

2. the appropriate measures to be implemented by the Officers and Chief Compliance Manager as notified above, so as to prevent the Credit Rating Agency from committing any act which may violate laws and regulations, etc.; and

(3) 当該通知を行った者が当該通知を行ったことを理由として不利な取扱いを受けないことを確保するための措置

3. the measures to ensure that the person that has made the notification is not treated unfavorably on account of having made such notification;

六 信用格付の付与に係る過程の品質の管理の方針の策定及びその実施に関する次に掲げる措置がとられていること。

(vi) that the following measures for the formulation and enforcement of policies on managing the quality of the Credit Rating determination process have been implemented:

イ 信用格付業の業務を適正かつ円滑に遂行し得る専門的知識及び技能を有する人員を十分に確保するための措置（信用格付の付与に係る信用格付業者としての最終的な意思決定を合議体において行う場合には、当該合議体の構成員の選任方法及び当該合議体の意思決定の方法その他使用人の専門的知識及び技能が適正に発揮されることを確保するための措置を含む。）

(a) the measures to retain sufficient staffs with the expert knowledge and skills which enable them to implement appropriately and smoothly the operation of the Credit Rating Business (in cases when its final decision as a Credit Rating Agency in determining a Credit Rating is to be made by a council, the means of the appointment of the council members, the decision-making process of such council, and any other measures so as to ensure that employees can exercise their expert knowledge and skills in an appropriate manner are also included);

ロ 信用格付の付与のために用いられる情報について十分な品質を確保するための措置

(b) the measures to ensure that the information used in determining a Credit Rating is of sufficient quality;

ハ 信用格付の付与のために専門的知識及び技能を有する人員を十分に確保できない場合又は信用格付の付与のために用いられる情報について十分な品質を確保できない場合には、当該信用格付を付与しないための措置

(c) the measures to refrain from determining a Credit Rating, in cases when the Credit Rating Agency is unable to secure sufficient staff with expert knowledge and skills for determining a Credit Rating, or in cases when it is unable to secure a sufficient quality of the information it uses for

- determining a Credit Rating;
- ニ 格付付与方針等の妥当性及び実効性について検証を適正に行う機能を整備するための措置（資産証券化商品の原資産の信用状態の特性が変化した場合における当該資産証券化商品の格付付与方針等の妥当性及び実効性についての検証を適正に行うための措置を含む。）
- (d) the measures to put in place the functions to properly verify the appropriateness and effectiveness of the Rating Determination Policy, etc. (including measures to secure the proper verification of the appropriateness and effectiveness of a Rating Determination Policy, etc. for Asset Securitization Products, in cases of the occurrence of any change to the characteristics of the credit status of the Underlying Assets of the Asset Securitization Products);
- ホ 格付付与方針等について重要な変更を行ったときは、当該格付付与方針等に基づき付与した信用格付のうち、変更後の格付付与方針等に基づき更新するか否かについて判断すべき信用格付の範囲及び更新に要する期間を遅滞なく公表し、当該期間内に必要な更新を行うための措置
- (e) the measures to be implemented in cases of any material amendment to the Rating Determination Policy, etc., if any, so as to announce, without delay, the scope of Credit Ratings already determined in accordance with the former Rating Determination Policy, etc. but which require further consideration as to the necessity of being updated in accordance with the amended Rating Determination Policy, etc. and the period of time required for such updating, as well as to update the Credit Ratings within such period of time;
- ヘ 資産証券化商品（当該資産証券化商品の設計が過去に信用格付を付与した資産証券化商品の設計と著しく異なる場合に限る。）の信用状態に関する評価を対象とする信用格付を適切に付与することが可能であることを検証するための措置
- (f) the measures to verify the ability of the Credit Rating Agency in determining a Credit Rating whose object is assessment of the credit status of Asset Securitization Product (limited to cases when the design of the Asset Securitization Product deviates substantially from the design of the Asset Securitization Products to which it determined Credit Ratings in the past) in an appropriate manner;
- ト 付与した信用格付に係る検証及び更新を適切かつ継続的に実施するための措置（当該検証及び更新を実施しないこととした場合においては、その旨及びその他必要な事項を遅滞なく公表するための措置を含む。）
- (g) the measures so that the Credit Rating Agency will be able to implement the verification and updating of a Credit Rating already determined, in an appropriate manner and on an ongoing basis (in cases when it has decided not to implement such verification or updating, measures to announce, without delay, such fact and any other necessary information);

七 信用格付業に係る利益相反を防止するための次に掲げる措置がとられていること。  
(vii) that the following measures to avoid any Conflict of Interests which may

arise in connection with the Credit Rating Business have been implemented:

イ 信用格付行為のうち利益相反又はそのおそれのある行為（以下この章において「特定行為」という。）を適切な方法により特定し、当該行為が投資者の利益を害しないことを確保するための措置（次に掲げる措置を含む。以下この章において「利益相反回避措置」という。）

(a) the measures to identify Credit Rating Activities which entail any actual or potential Conflict of Interests (hereinafter referred to as "Specified Activities" in this Chapter) by an appropriate means, and to secure that those activities would not adversely affect the interests of investors (including the following measures; hereinafter referred to as the "Conflict Avoidance Measures" in this Chapter):

(1) 格付担当者が利益相反のおそれのある有価証券の売買その他の取引等を行わないための措置

1. the measures to prevent Person in Charge of Rating from conducting any Purchase and Sale or Other Transactions of Securities, etc. which may entail any Conflict of Interests;

(2) 役員又は使用人と格付関係者との間で利益相反のおそれのある場合において、当該格付関係者が利害を有する事項を対象とする信用格付の付与に係る過程に当該役員又は使用人が関与しないための措置

2. the measures to prevent any Officer or employee that has any potential Conflict of Interests with a Person Concerned With Rating, if any, from being involved in the process of determining the Credit Rating of any matter in which the Person Concerned With Rating has an interest;

(3) 信用格付業者と格付関係者との間で利益相反のおそれのある次に掲げる場合において、当該格付関係者が利害を有する事項を対象とする信用格付の付与において、投資者の利益を害しないことを確保するための措置

3. the measures to ensure that the Credit Rating Agency would not harm the interests of investors in the process of determining a Credit Rating of any Matter in Which Persons Handling Ratings Have Interests, in cases when there is any potential Conflict of Interests between the Credit Rating Agency and the relevant Person Concerned With Rating, and in cases when any of the following applies:

(i) 信用格付業者が格付関係者から融資（債務の保証及び担保の提供を含む。）を受けている場合

i. if the Credit Rating Agency has been furnished with loans (including the guarantee of obligations and the offering of collaterals) by Person Concerned With Rating;

(i i) 信用格付業者の総株主等の議決権の百分の五以上の議決権（第十五条の二に規定するものを除く。）を保有している者が格付関係者である場



- 合
- ii. if the holder of five percent or more of the Voting Rights Held by All the Shareholders, etc. of the Credit Rating Agency (excluding voting rights set forth in Article 15-2) falls under the category of a Person Concerned With Rating;
    - ( i i i ) 格付関係者が信用格付業者が発行する有価証券の引受人となる場合
  - iii. if the Person Concerned With Rating acts as the underwriter of Securities issued by the Credit Rating Agency; or
    - ( i v ) 格付関係者から信用格付行為に係る役務以外の役務の対価として多額の金銭その他の財産上の利益を受けている場合
  - iv. if the Credit Rating Agency has been furnished by the Person Concerned With Rating with a large amount of money or any other property benefit, as a consideration of services other than the services pertaining to Credit Rating Activities;
    - ( 4 ) 格付担当者が格付関係者の役員又はこれに準ずるものに就くことを目的として自ら働きかけを行うことを防止するための措置
  - 4. the measures to prevent Person in Charge of Rating from making any approach in an attempt to assume the position of an Officer or any other position equivalent thereto of the Person Concerned With Rating;
    - ( 5 ) 信用格付業者の役員又は使用人でなくなった格付アナリストが格付関係者の役員又はこれに準ずるものに就いた場合において、当該格付関係者が利害を有する事項を対象とする信用格付（信用格付業者の役員又は使用人でなくなった日前二年間に当該格付アナリストが付与に係る過程に参与した場合に限る。）の妥当性を検証するための措置
  - 5. the measures to be implemented so as to verify the appropriateness of a Credit Rating of any Matter in Which Person Concerned With Rating Has an Interest, in cases when any Rating Analyst that no longer assumes the position of Officer or employee of the Credit Rating Agency has assumed the position of an Officer or any other position equivalent thereto of such Person Concerned With Rating (limited to cases when such former Rating Analyst was involved in the process of determining such Credit Rating within two years prior to the day when the former Rating Analyst ceased to assume the office of Officer or employee of the Credit Rating Agency);
    - ロ 特定行為の種類及び利益相反回避措置の概要を適切な方法により公表するための措置
    - (b) the measures to announce the types of Specified Activities and the outline of Conflict Avoidance Measures, in an appropriate manner;
- 八 関連業務及びその他業務に係る行為が信用格付行為に不当な影響を及ぼさないための措置がとられていること。

- (viii) that the measures have been implemented so that activities pertaining to Ancillary Business or Other Lines of Business would not unreasonably affect the Credit Rating Activities;
- 九 資産証券化商品の信用状態に関する評価が信用格付の対象となる事項である場合において、第三者が独立した立場において当該信用格付の妥当性について検証することができるための次に掲げる措置がとられていること。
- (ix) that the following measures have been implemented so as to enable a third party, as an independent party, to verify the appropriateness of the Credit Rating, in cases when the object of the Credit Rating is the assessment of the credit status of any Asset Securitization Products:
- イ 第三者が当該信用格付の妥当性を評価するために重要と認められる情報の項目を整理して公表すること。
- (a) measures to itemize information that may be deemed valuable in an assessment by a third party of the appropriateness of the Credit Rating and to announce such information;
- ロ 格付関係者に対し、当該資産証券化商品に関する情報（イに基づき公表した項目を含む。）の公表その他の第三者が当該信用格付の妥当性について検証することができるための措置を講じるよう働きかけを行うこと。
- (b) measures to solicit Persons Handling Ratings to take measures to enable a third party to verify the appropriateness of the Credit Rating, such as the announcement of information on the Asset Securitization Products (including the items announced pursuant to (a) above);
- ハ 信用格付業者がロに基づき行った働きかけの内容及びその結果（当該資産証券化商品に関する情報の公表の状況について、格付関係者から聴取した結果をいう。）について公表すること。
- (c) measures to announce the details of the solicitation made by the Credit Rating Agency pursuant to (b) above, as well as the results thereof (meaning the results of the interviews with the Persons Handling Ratings in relation to the status of the disclosure of information on the Asset Securitization Products);
- 十 信用格付業者の役員及び使用人の報酬等（報酬、賞与その他の職務遂行の対価として信用格付業者から受ける財産上の利益をいう。以下この章において同じ。）の決定方針（次に掲げるものを内容とするものに限る。）を定め、かつ、当該決定方針が信用格付業の業務の公正かつ的確な実施に支障を及ぼさないことを確保するための措置（当該決定方針の見直しを定期的実施するための体制整備に係る措置を含む。）がとられていること。
- (x) that the measures have been implemented so as to formulate the policy for the determination of the Remuneration, etc. (remuneration, bonus and other benefits in property to be obtained from Credit Rating Agency in exchange for business; hereinafter the same applies in this chapter) of the Officers or employees of the Credit Rating Agency (limited to a policy which contains the

following details), and so as to ensure that such policy would not compromise the performance of the Credit Rating Business in a fair and accurate manner (including measures pertaining to the establishment of a system for periodically performing a review of such policy):

イ 法令等遵守責任者の報酬等の額が信用格付業の業務の実績の影響を受けないこと。

(a) that the amount of the Remuneration, etc. payable to the Chief Compliance Manager would not be affected by the performance outcome of the operation of the Credit Rating Business; and

ロ 格付担当者の報酬等の額が当該信用格付の手数料（信用格付の付与の対価として信用格付業者に対して支払われ、又は支払われるべき金銭その他の財産の価額をいう。以下この章において同じ。）の影響を受けないこと。

(b) that the amount of the Remuneration, etc. payable to Person in Charge of Ratings would not be affected by the amount of the Rating Fee for the Credit Rating (the amount of pecuniary and price of other properties to be paid to Credit Rating Agency in exchange for determining Credit Ratings; hereinafter the same applies in this chapter);

十一 格付担当者が当該信用格付の手数料に関する交渉に参加することを防止するための措置がとられていること。

(xi) that the measures have been implemented, so as to prevent the Person in Charge of Ratings from participating in the negotiation process for determining the Rating Fee for the Credit Rating;

十二 信用格付業の業務に関して知り得た情報の管理及び秘密の保持を適切に行うための次に掲げる措置がとられていること。

(xii) that the following measures have been implemented, so as to properly manage information which may come to the attention in the course of the performance of the Credit Rating Business, as well as to properly maintain the confidentiality thereof:

イ 信用格付業の業務に関して知り得た情報及び秘密を信用格付業を公正かつ的確に遂行するために必要と認められる目的以外の目的のために利用しないことを確保するための措置

(a) the measures to ensure that any information or secrecy which may come to the attention in the course of performance of the Credit Rating Business would not be used for any other purpose than the purpose deemed necessary for implementing the Credit Rating Business in a fair and accurate manner;

ロ 秘密の範囲及び業務上知り得る者を特定し、管理の方法を定めることにより、その漏えいの防止を図るための措置

(b) the measures to prevent the leakage of secrecy, by means of identifying the scope of such secret and the scope of persons that may obtain such secrecy in the course of their business, and specifying the means of the

management of such secrecy;

十三 信用格付業者に対する苦情を適切かつ迅速に処理するための措置（当該苦情を当該信用格付業者の役員に報告するための体制整備に関する措置を含む。）がとられていること。

(xiii) that the measures have been implemented, so as to appropriately and swiftly address the complaints raised against the Credit Rating Agency (including measures concerning the establishment of a system for reporting such complaints to Officers of the Credit Rating Agency);

十四 格付方針等に従い、信用格付業の業務を遂行するための措置（格付アナリストに対する研修に係る措置を含む。）がとられていること。

(xiv) that the measures for the performance of the Credit Rating Business in accordance with the Rating Policy, etc. (including measures pertaining to training of Rating Analysts) have been implemented;

十五 金融商品又は法人の信用状態の評価の結果に関する一般的な性質に関して、虚偽の表示をし、又は重要な事項につき誤解を生ぜしめるべき表示を行わないための措置がとられていること。

(xv) that the measures have been implemented, so as to prevent the false representation of the general features of the assessment results of the credit status of any financial instruments or corporations, or to prevent any representation which may lead to any misperception as to any material information;

十六 関連業務に係る行為を行う場合において、当該行為が信用格付業に係る行為であると誤認されることを防止するための措置がとられていること。

(xvi) that the measures have been implemented, so as to prevent any act pertaining to Ancillary Business from being misperceived as an act pertaining to the Credit Rating Business, in cases when any act pertaining to Ancillary Business is to be conducted;

十七 信用格付業者において前各号に掲げる措置が適切に講じられることを確保するため、次に掲げる要件を満たす委員会（以下この章において「監督委員会」という。）の設置に関する措置がとられていること。

(xvii) that the measures for organizing a committee which satisfies all of the following requirements (hereinafter referred to as the "Monitoring Committee" in this Chapter) have been implemented, so as to ensure implementation of the measures as listed in each of the preceding items in an appropriate manner:

イ 委員のうち三分の一以上（委員が三名以下の場合にあっては、二名以上）は、信用格付業者、当該信用格付業者の子法人、当該信用格付業者を子法人とする他の法人又は当該信用格付業者を子法人とする他の法人の子法人（当該信用格付業者を除く。）の役員（監査役又は監事その他これらに準ずる者を除く。）又は使用人（以下イにおいて「関係役員等」という。）ではなく、かつ、過去五年以内に関係役員等となったことがない者（以下この章において「独立委員」とい

う。) であること。

(a) that one-third or more of the committee members (two or more committee members, in cases when the number of committee members is three or less) are persons not falling under the category of Officer (excluding an auditor, executive secretary or any other position equivalent thereto) or employee (hereinafter referred to as the "Relevant Officers and Employees, etc." in (a)) of the Credit Rating Agency, its Subsidiary Corporation, any other corporation which holds such Credit Rating Agency as its Subsidiary Corporation or any Subsidiary Corporation of any other corporation which holds such Credit Rating Agency as its Subsidiary Corporation (excluding such Credit Rating Agency), and are persons not having assumed the positions of the Relevant Officers and Employees, etc. within the past five years (such committee member is hereinafter referred to as the "Independent Member" in this Chapter);

ロ 委員の過半数が金融に係る専門的知識を有する者であること。

(b) that the majority of the committee members have expert knowledge related to finance;

ハ 独立委員の報酬等の額が信用格付業者の信用格付業の業務の実績の影響を受けないこと。

(c) that the amount of the Remuneration, etc. of the Independent Members is not affected by the performance outcome of the Credit Rating Business of the Credit Rating Agency;

ニ 独立委員は、不正行為を行った場合、職務上の義務違反があると認められた場合又は法令に基づく場合を除いては、在任中、その意に反して罷免されることがないこと。

(d) that, during the respective tenures, the Independent Member will not be dismissed in opposition to the Independent Member's intension, except in cases when the Independent Member has committed any wrongful act, if the Independent Member is found to have committed any breach of the obligations in the course of duties, or where so required under the laws and regulations;

ホ 独立委員の意見が定期的に監督委員会に提出されること。

(e) that the opinions of the Independent Members are periodically submitted to the Monitoring Committee.

2 前項第二号の規定は、信用格付業者の役員及び使用人の数、信用格付業に係る業務の特性、規模、複雑性その他の事情を勘案し、当該規定を遵守することが困難であり、かつ、他の代替的な措置を講じることにより当該信用格付業者の役員及び使用人が格付関係者から独立した立場において公正かつ誠実にその業務を遂行することができることと認められる場合であって、金融庁長官が承認したときは、適用しない。

(2) The provisions of item (ii) of the preceding paragraph do not apply in cases when, taking into account the number of Officers and employees of the Credit

Rating Agency, the nature, size, and complexity of the Credit Rating Business and any other circumstances, the Credit Rating Agency is found to have difficulty in complying with those provisions, and if it is found that that implementation of any alternative measures would enable its Officers and employees to carry out its business independently from the Persons Handling Ratings and in a fair and faithful manner, provided that approval from the Commissioner of the Financial Services Agency is obtained.

- 3 第一項第十七号の規定は、信用格付業者の役員及び使用人の数、信用格付業に係る業務の特性、規模、複雑性その他の事情を勘案し、当該規定を遵守することが困難であり、かつ、他の代替的な措置を講じることにより当該信用格付業者において同項各号（第十七号を除く。）に掲げる措置が適切に講じられることを確保することができると認められる場合であつて、金融庁長官が承認したときは、適用しない。
- (3) The provisions of paragraph (1), item (xvii) do not apply in cases when, taking into account the number of Officers and employees of the Credit Rating Agency, the nature, size, and complexity of the Credit Rating Business and other circumstances, the Credit Rating Agency is found to have difficulty in complying with those provisions, and if it is found that that implementation of any alternative measures would ensure enabling the Credit Rating Agency to implement properly the measures listed in the items of that paragraph (excluding item (xvii)), provided that approval from the Commissioner of the Financial Services Agency is obtained.
- 4 信用格付業者は、前二項の規定による承認を受けようとするときは、承認申請書に次に掲げる書類を添付して金融庁長官に提出しなければならない。
- (4) In cases when the Credit Rating Agency intends to obtain an approval pursuant to the provisions of preceding two paragraphs, it must submit to the Commissioner of the Financial Services Agency a written application for approval, attaching thereto the following documents:
  - 一 理由書
    - (i) a written statement on the reasons;
  - 二 役員及び使用人の数を記載した書面
    - (ii) a document describing the number of Officers and employees;
  - 三 信用格付業に係る業務の特性、規模、複雑性その他の事情を記載した書面
    - (iii) a document describing the nature, size, complexity and any other circumstances of the Credit Rating Business;
  - 四 他の代替的な措置の内容を記載した書面
    - (iv) a document describing the details of alternative measures; and
  - 五 その他参考となるべき事項を記載した書類
    - (v) a document containing any other matters which would serve as reference information.
- 5 二以上の信用格付業者（当該二以上の信用格付業者が関係法人であり、かつ、共通の国内における代表者又は第二百九十七条に規定する者を有する場合に限る。）が共

同して信用格付行為を業として行う場合には、当該二以上の信用格付業者が共同して業務管理体制を整備することができる。

(5) In cases when two or more Credit Rating Agencies (limited to cases when those two or more Credit Rating Agencies are Associated Corporations, and if they share Representative Persons in Japan or persons prescribed in Article 297) are to jointly carry out Credit Rating Activities in the course of trade, those two or more Credit Rating Agencies may jointly establish their business management systems.

6 第一項（第二号、第四号、第七号イ（3）から（5）まで、第九号及び第十七号に限り、信用格付業者（外国法人に限る。以下この項及び次項において同じ。）の国内における営業所又は事務所に係るものを除く。）の規定は、他の代替的な措置を講じることにより当該信用格付業者が公正かつ的確に業務を遂行することができるものと認められ、かつ、当該代替的な措置を講じることにより当該信用格付業者が公正かつ的確に業務を遂行することについて、当該信用格付業者が外国行政機関等の適切な監督を受けていると認められる場合であって、金融庁長官が承認したときは、適用しない。

(6) The provisions of paragraph (1) (limited to items (ii), (iv) and (vii), (a), 3. through 5.; excluding the provisions pertaining to domestic business offices of a Credit Rating Agency (limited to a foreign corporation; hereinafter the same applies in this paragraph and the following paragraph)) do not apply, in cases when the Credit Rating Agency is considered to be able to carry out the business fairly and appropriately by implementing an alternative measure, where it is considered to be under appropriate supervision of Foreign Administrative Organ that the Credit Rating Agency is able to carry out the business fairly and appropriately by implementing the alternative measure, and if the Commissioner of the Financial Services Agency approves it.

7 信用格付業者は、前項の規定による承認を受けようとするときは、承認申請書に次に掲げる書類を添付して金融庁長官に提出しなければならない。

(7) In cases when Credit Rating Agency intends to obtain an approval under the preceding paragraph, it must submit application for approval with the following documents to the Commissioner of the Financial Services Agency:

一 理由書

(i) a written statement on the reasons;

二 他の代替的な措置の内容を記載した書面

(ii) a written description of other alternative measures;

三 外国行政機関等の適切な監督を受けていることを証する書面

(iii) a certificate that the Credit Rating Agency is under appropriate supervision of a Foreign Administrative Organ;

四 その他参考となるべき事項を記載した書類

(iv) a written description of other matters to be referred;

五 前各号に掲げる書類に記載された法令に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係

条文

(v) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters pertaining to the laws and regulations referred to on the documents specified in the preceding item, as well as the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

8 金融庁長官は、第二項、第三項又は第六項の承認に条件若しくは期限を付し、これらを変更し、又は当該承認を取り消すことができる。

(8) The Commissioner of the Financial Services Agency may make the approval under paragraphs (2), (3) and (6) conditional, set its expiry date, change or rescind it.

(格付関係者)

(Persons Handling Ratings)

第三百七条 法第六十六条の三十三第二項に規定する内閣府令で定める者は、次の各号に定める場合の区分に応じ、当該各号に定める者（これらの者と実質的に同一であると認められる者を含む。）とする。

Article 307 (1) The persons specified by Cabinet Office Order, as referred to in Article 66-33, paragraph (2) of the Act, are the parties set forth in the following items, in accordance with the categories of parties as set forth respectively therein (including persons considered to be equivalent to these parties substantially):

一 法人の信用状態に関する評価が信用格付の対象となる事項である場合 当該法人（金融商品取引法第二条に規定する定義に関する内閣府令第二十四条第一項第四号に掲げるものを除く。）及び当該法人に係る組成に関する事務の受託者

(i) in cases when the object of a Credit Rating is the assessment of the credit status of any corporation: that corporation (excluding the corporation set forth in Article 24, paragraph (1), item (iv) of Cabinet Office Order on Definitions under Article 2 of the Financial Instruments and Exchange Act), and the consignee of the business affairs related to the structures of the corporation; and

二 金融商品の信用状態に関する評価が信用格付の対象となる事項である場合 当該金融商品（当該金融商品が有価証券である場合に限る。）又は債務者（当該金融商品が債権である場合に限る。）及び当該金融商品の組成に関する事務の受託者

(ii) in cases when the object of a Credit Rating is the assessment of the credit status of a financial instrument: that financial instrument (limited to cases when the financial instrument is Securities) or debtor (limited to cases when the financial instrument is claim), and consignees of the business affairs related to the structure of the financial instrument.

2 前項の規定にかかわらず、資産証券化商品の信用状態に関する評価が信用格付の対象となる事項である場合における法第六十六条の三十三第二項に規定する内閣府令で



定める者は、次に掲げる者（これらの者と実質的に同一であると認められる者を含む。）とする。

(2) Notwithstanding the provisions of the preceding paragraph, the person specified by Cabinet Office Order, as referred to Article 66-33, paragraph (2) of the Act, in cases when the object of a Credit Rating is the assessment of the credit status of the Asset Securitization Products, is as follows:

一 当該資産証券化商品が第二百九十五条第三項第一号イ又はロに掲げる要件を満たす場合における同号イ（１）又はロ（１）若しくは（２）の原資産の主たる保有者

(i) a principal holder of the Underlying Assets as specified in Article 295, paragraph (3), item (i), (a), 1., (b), 1. or 2., when the Asset Securitization Products satisfy the requirements set forth in Article 295, paragraph (3), item (i), (a) or (b);

二 当該資産証券化商品が第二百九十五条第三項第一号ハ又はニに掲げる要件を満たす場合における同号ハ（１）又はニ（１）の第三者（主たるものに限る。）

(ii) a third party (limited to a principal third party) as set forth in Article 295, paragraph (3), item (i), (c), 1. or (d), 1., when the Asset Securitization Products satisfy the requirements set forth in Article 295, paragraph (3), item (i), (c) or (d);

三 当該資産証券化商品が第二百九十五条第三項第一号イ又はハに掲げる要件を満たす場合における同号イ又はハの特別目的法人

(iii) a Special Purpose Corporation as set forth in Article 295, paragraph (3), item (i), (a) or (c), in cases when the Asset Securitization Products satisfy the requirements set forth in Article 295, paragraph (3), item (i), (a) or (c); and

四 当該資産証券化商品の組成に関する事務の受託者

(iv) a consignee of business affairs related to the structures of the Asset Securitization Products.

3 信用格付の対象となる事項が第二百九十五条第三項第一号イからホまでに掲げる要件のいずれかを満たす有価証券又は資金の貸付けに係る債権であって、同号へに掲げる要件を満たすものの信用状態に関する評価である場合においては、同号への原資産の信用状態に関する評価を信用格付の対象とみなして、第一項第二号の規定を適用し、信用格付の対象となる事項が同条第三項第一号イからホまでに掲げる要件のいずれかを満たす有価証券又は資金の貸付けに係る債権であって、同号トに掲げる要件を満たすものの信用状態に関する評価である場合においては、資金の貸付けに係る契約を締結する一の者が発行した有価証券又は当該者に対する資金の貸付けに係る債権の信用状態に関する評価を信用格付の対象とみなして、第一項第二号の規定を適用する。

(3) In cases when the object of Credit Rating is Securities or claim pertaining to a monetary loan satisfying any of the requirements set forth in Article 295, paragraph (3), item (i), (a) to (e) and the assessment of credit status of financial instruments prescribed in the same item, (f), the assessment of credit status of the Underlying Assets under the same item, (f) is deemed to be the object of Credit Rating and the provisions of paragraph (1), item (ii) apply; and

in cases when the object of Credit Rating is Securities or claim pertaining to a monetary loan satisfying any of the requirements set forth in Article 295, paragraph (3), item (i), (a) to (e) and the assessment of credit status of financial instruments prescribed in the same item, (g), the assessment of credit status of Securities issued by the identical person that concludes the contract of the monetary loan or the claim pertaining to the monetary loan to that person is deemed to be the object of Credit Rating and the provisions of paragraph (1), item (ii) apply.

(格付関係者との密接な関係)

(Close Relationships with Persons Handling Ratings)

第三百八条 法第六十六条の三十五第一号に規定する内閣府令で定める密接な関係は、次に掲げる場合における信用格付業者又はその役員若しくは使用人と格付関係者との間の関係とする。

Article 308 (1) The close relationship specified by Cabinet Office Order, as referred to in Article 66-35, item (i) of the Act, is the relationship between the Credit Rating Agency or its Officers or employees, and the Persons Handling Ratings, in cases when any of the following situations applies:

一 信用格付業者の格付担当者が当該格付関係者の役員又はこれに準ずる者である場合

(i) if the Person in Charge of Ratings at the Credit Rating Agency is the Officer of the Person Handling Ratings or has assumed any other position equivalent thereto;

二 信用格付業者の格付担当者が当該格付関係者の役員又はこれに準ずる者の親族（配偶者並びに一親等内の血族及び姻族に限る。）である場合（前号に掲げる場合を除く。）

(ii) if the Person in Charge of Ratings of the Credit Rating Agency is the relative (limited to a spouse, and a relative by blood and a relative by affinity of the first degree of kinship) of the Officer or any other person equivalent thereto of the Persons Handling Ratings (excluding the cases specified in the preceding item);

三 信用格付業者又はその格付担当者が当該格付関係者が発行者である有価証券（法第二条第一項第一号及び第二号に掲げる有価証券並びに同項第十七号に掲げる有価証券（同項第一号及び第二号に掲げる有価証券の性質を有するものに限る。）を除く。）の保有者である場合

(iii) if the Credit Rating Agency or its Person in Charge of Rating is a holder of Securities (excluding Securities listed in Article 2, paragraph (1), items (i) and (ii) and those prescribed in item (xvii) of the same paragraph (limited to Securities which fulfill the requirements listed in items (i) and (ii) of the same paragraph in nature) issued by the Person Concerned With Rating; or

四 信用格付業者又はその格付担当者がデリバティブ取引（当該格付関係者が発行す

る有価証券又は当該格付関係者に関するものに限る。)に関する権利を有する者である場合

(iv) if the Credit Rating Agency or its Person in Charge of Ratings is a person entitled to any rights related to Derivatives Transactions (limited to Derivative Transactions related to the Persons Handling Ratings or Securities issued by the Person Handling Ratings).

2 前項第三号の所有者及び同項第四号の権利を有する者には、自己又は他人（仮設人を含む。）の名義をもって有価証券を所有する者（売買その他の契約に基づき有価証券の引渡請求権を有する者を含む。）又は権利を有する者のほか、次に掲げる者を含むものとする。

(2) The holder as set forth in item (iii) of the preceding paragraph and the person entitled to the right set forth in item (iv) of that paragraph are to include the persons listed in the following items, in addition to a person that, under its name or any other person's name (including a fictitious name), owns the Securities (including a person that has a right to request the delivery of Securities based on a purchase and sale or any other contract) or is entitled to such right:

一 金銭の信託契約その他の契約又は法律の規定に基づき、有価証券の発行者の株主として議決権その他の権利を行使することができる権限又は当該議決権その他の権利の行使について指図を行うことができる権限を有する者

(i) a person that has been vested with the authority to exercise the voting rights or any other rights as a shareholder of the issuing company of Securities or the authority to give instructions on the exercise of the voting rights or any other rights, in accordance with the provisions of a monetary trust agreement or any other contracts or of the laws; and

二 投資一任契約その他の契約又は法律の規定に基づき、有価証券に対する投資をするために必要な権限を有する者

(ii) a person that has been vested with the authority necessary to make an investment in Securities, in accordance with the provisions of a Discretionary Investment Contract or any other contracts or of the laws.

(格付関係者が利害を有する事項)

(Matters in Which Persons Handling Ratings Have Interests)

第三百九条 法第六十六条の三十五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 309 The matters specified by Cabinet Office Order, as referred to in Article 66-35, item (i) of the Act are as follows:

一 格付関係者の信用状態に関する評価

(i) the assessment of the credit status of the Person Concerned With Rating;

二 格付関係者が金融商品の発行者（当該金融商品が有価証券である場合に限る。）又は債務者（当該金融商品が債権である場合に限る。）である場合における当該金

融商品の信用状態に関する評価

- (ii) in cases when the Person Concerned With Rating is the issuer of financial instruments (limited to cases when the financial instruments are Securities) or debtor (limited to cases when the financial instruments are claims) thereof, the assessment of the credit status of the financial instruments; and
- 三 格付関係者が組成に関する事務の受託者である場合における当該組成に係る金融商品又は法人の信用状態に関する評価
- (iii) in cases when the Person Concerned With Rating is the consignee of business affairs related to certain structures, the assessment of the credit status of financial instruments or corporations pertaining to the structures.

(信用格付に重要な影響を及ぼすべき事項)

(Matters Which May Materially Influence Credit Ratings)

第三百十条 法第六十六条の三十五第二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 310 The matters specified by Cabinet Office Order, as referred to in Article 66-35, item (ii) of the Act, are as follows:

- 一 法人、当該法人が発行する有価証券又は当該法人に対する債権の信用状態に関する評価が信用格付の対象となる事項である場合における当該法人の組織形態並びに主要な資産及び負債の構成
- (i) in cases when the object of the Credit Rating is the assessment of the credit status of a corporation, Securities issued by the corporation or a claim against the corporation, the organizational scheme of the corporation and the composition of the principal assets and liabilities thereof; and
- 二 金融商品又は法人の信用状態に関する評価が信用格付の対象となる事項である場合における当該金融商品又は当該法人の設計に関する重要な事項
- (ii) in cases when the object of the Credit Rating is the assessment of financial instruments or a corporation, material matters on the structure of the financial instruments or the corporation.

(禁止の対象から除かれる助言の態様)

(Type of Advice Excluded from Application of Prohibition)

第三百十一条 法第六十六条の三十五第二号に規定する内閣府令で定める場合は、格付関係者からの求めに応じ、当該格付関係者から提供された情報又は事実が信用格付の付与に与える影響について、格付付与方針等及びこれに関連する事項に基づき説明をした場合とする。

Article 311 The case specified by Cabinet Office Order, as referred to in Article 66-35, item (ii) of the Act, is cases when the Credit Rating Agency, in response to a demand from the Person Concerned With Rating, has provided an explanation as to how the information or facts provided by the Person Concerned With Rating may affect the determination of Credit Rating, in

accordance with the Rating Determination Policy, etc. and any matter incidental thereto.

(禁止行為)

(Prohibited Acts)

第三百十二条 法第六十六条の三十五第三号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 312 The acts specified by Cabinet Office Order, as referred to in Article 66-35, item (iii) of the Act, are as follows:

一 信用評価（法第二条第三十四項に規定する信用評価をいう。以下この章において同じ。）を行う前に、あらかじめ、定められた信用格付を当該信用評価の結果として提供し、又は閲覧に供することを格付関係者との間で約束する行為（格付付与方針等及びこれに関連する事項に基づき予想される信用格付を格付関係者に対してあらかじめ提供する行為を除く。）

(i) an act to promise any Person Concerned With Rating, prior to implementing the Credit Assessment (meaning a Credit Assessment as defined in Article 2, paragraph (34) of the Act; hereinafter the same applies in this Chapter), to provide or offer for inspection the certain Credit Rating as a result of the Credit Assessment (excluding an act to provide in advance any Person Concerned With Rating with a Credit Rating estimated based on the Rating Determination Policy, etc. and any other information incidental thereto);

二 信用格付業者の格付担当者が信用格付の付与に係る過程において、格付関係者から金銭又は物品（同一日における総額が三千元以下であり、かつ、業務上必要と認められるものを除く。）の交付を受け、その交付を要求し、又はその交付の申込みを承諾する行為

(ii) the act of any Person in Charge of Rating of a Credit Rating Agency, in the process of determining a Credit Rating, of accepting any money or goods delivered by any Person Concerned With Rating, to demand the delivery thereof, or to accept an offer for the delivery thereof (excluding cases when the total value of such money or goods received in the same day is three thousand yen or less, and the cases as may be necessary in the course of trade); and

三 信用格付の対象となる事項が資産証券化商品の信用状態に関する評価であり、当該資産証券化商品又はその原資産の信用状態に関する評価を対象として他の信用格付業者が信用格付を付与していたことのみを理由として、当該資産証券化商品の信用状態に関する評価を対象とする信用格付の付与を拒む行為

(iii) in cases when the object of a Credit Rating is the assessment of the credit status of Asset Securitization Products, the act of refusing to determine a Credit Rating for the assessment of credit status of such Asset Securitization Products, merely on the reason that any other Credit Rating Agency had already determined a Credit Rating for the assessment of the credit status of

such Asset Securitization Products or the relevant Underlying Assets.

(格付方針等の記載事項)

(Matters to Be Contained in Rating Policies)

第三百十三条 法第六十六条の三十六第一項に規定する格付方針等は、次に掲げる事項を記載して定めなければならない。

Article 313 (1) A Rating Policy, etc. as referred to in Article 66-36, paragraph (1) of the Act must provide for the following matters:

一 信用格付の付与に係る方針及び方法（以下この章において「格付付与方針等」という。）

(i) the policy and means concerning the determination of Credit Ratings (hereinafter referred to as the "Rating Determination Policy, etc." in this Chapter); and

二 信用格付を提供し、又は閲覧に供する行為に係る方針及び方法（以下この条において「格付提供方針等」という。）

(ii) the policy and means concerning acts to provide or offer for inspection the Credit Ratings (hereinafter referred to as the "Rating Provision Policy, etc." in this Article).

2 格付付与方針等は、次に掲げる要件を満たすものでなければならない。

(2) The Rating Determination Policy, etc. must satisfy the following requirements:

一 厳格かつ体系的なものであること。

(i) that it is rigorous and systematic;

二 収集した金融商品又は法人の信用状態（当該信用状態に関する評価が信用格付の対象となる事項であるものに限る。）に係るすべての情報資料を総合して判断するものであること。

(ii) that it provides that, for the purpose of making a judgment, any and all collected information pertaining to the credit status of financial instruments and corporations (limited to cases when the object of the Credit Rating is the assessment of such credit status) is comprehensively taken into account;

三 信用格付の対象となる事項の区分及びその細目に応じ、次に掲げる事項が記載されていること。

(iii) that it provides for the following matters, in accordance with the categories of objects of Credit Rating and detailed items thereof:

イ 信用状態に関する評価の前提となる事項及び信用状態に関する評価の結果を示す等級を定めるために用いる基準

(a) the criteria used for identifying the matters which serve as the assumptions for the assessment of the credit status, and the criteria used for the setting of grades indicating the results of the assessments of the credit status; and

ロ 信用格付の付与に係る方法の概要

- (b) an outline of the means for the determination of Credit Ratings;
- 四 付与した信用格付を提供し、又は閲覧に供する行為を行う前に、あらかじめ、当該信用格付の付与に当たり信用格付業者が利用した主要な情報に関し、格付関係者が事実の誤認の有無について確認することが可能となるための方針及び方法（当該格付関係者が意見を述べるために必要な合理的な時間を確保するための方針及び方法を含む。）が記載されていること。
- (iv) that it provides for the guidelines and means which enable a Person Concerned With Rating, in advance of providing or offering for inspection the determined Credit Rating, to verify whether there was any factual misperception as to the principal information used by the Credit Rating Agency in assigning the Credit Rating (including guidelines and means for securing a reasonable length of time which allows the Person Concerned With Rating to express its opinions); and
- 五 格付関係者の依頼によらず信用格付の付与を行う場合における当該信用格付の付与に係る方針及び方法が記載されていること。
- (v) that it provides for the guidelines and means for determining a Credit Rating, in cases of determining a Credit Rating without a solicitation from any Person Concerned With Rating.
- 3 格付提供方針等は、次に掲げる要件を満たすものでなければならない。
- (3) The Rating Provision Policy, etc. must satisfy the following requirements:
- 一 付与した信用格付を提供し、又は閲覧に供する行為が当該信用格付の付与後遅滞なく行われることとされていること。
- (i) that it provides that acts to provide or to offer for inspection the determined Credit Ratings are to be implemented without delay after the determination of such Credit Rating;
- 二 付与した信用格付を提供し、又は閲覧に供する行為が広く一般に対して行われることとされていること。
- (ii) that it provides that the acts to provide or to offer for inspection the determined Credit Ratings should be implemented for the general public;
- 三 付与した信用格付を提供し、又は閲覧に供する場合には、次に掲げる事項をインターネットの利用その他の方法により公表することとされていること。ただし、資産証券化商品の信用状態に関する評価が信用格付の対象となる事項である場合には、ホに掲げる事項（第三百七条第二項第一号又は第二号に掲げる者の氏名又は名称に限る。）に代えて、同項第一号又は第二号に掲げる者の業種、規模及び所在する地域並びに公表しない合理的な理由を公表することができる。
- (iii) that it provides that, in cases when the determined Credit Ratings are to be provided or offered for inspection, the following matters are to be announced by use of the internet or by any other means; provided, however, that in cases when the object of the Credit Rating is the assessment of the credit status of Asset Securitization Products, the Credit Rating Agency may, in lieu of the information specified in (e) (limited to the names of the persons

set forth in Article 307, paragraph (2), item (i) or (ii)), announce the business type, business size and region if the parties listed in item (i) or (ii) of that paragraph are located as well as any enough reasons for not announcing that information:

イ 信用格付業者の商号又は名称及び登録番号並びに当該信用格付業者に対して直近一年以内に講じられた監督上の措置の内容

(a) the trade name or name and the registration number of the Credit Rating Agency, and the details of the supervisory measures taken against the Credit Rating Agency in the most recent one year;

ロ 信用格付を付与した年月日

(b) the year, month and date of determining the Credit Rating;

ハ 信用格付の付与に係る過程に関与した主任格付アナリストの氏名及び信用格付の付与について信用格付業者を代表して責任を有する者の氏名

(c) the name of the Principal Rating Analyst involved in the process of determining the Credit Rating, and the name of the person that, as a representative of the Credit Rating Agency, is responsible for determining Credit Ratings;

ニ 信用格付の付与に当たり採用した前項第三号に掲げる事項（同号ロに掲げる事項にあっては、重要なものに限る。）及び信用格付の対象となる事項の概要

(d) an outline of the matters set forth in item (iii) of the preceding paragraph (regarding the matters listed in (b) of the same item, limited to those important) and the objects of the Credit Rating, as adopted for the purpose of determining the Credit Rating;

ホ 格付関係者の氏名又は名称

(e) the name of the Person Concerned With Rating;

ヘ 信用格付の対象となる事項が資産証券化商品の信用状態に関する評価であり、かつ、過去に信用格付を付与した資産証券化商品の設計と著しく異なる場合には、その旨

(f) in cases when the object of the Credit Rating is the assessment of the credit status of the Asset Securitization Products, and where such products substantially deviates from the design of Asset Securitization Products that the Credit Rating Agency determined the Credit Rating in the past;

ト 信用格付の付与が格付関係者からの依頼によるものでない場合には、その旨及び信用格付の付与に係る過程において格付関係者から公表されていない情報（信用評価に重要な影響を及ぼすと認められるものに限る。）を入手したか否かの別

(g) in cases when the Credit Rating was determined without any solicitation from the Person Concerned With Rating, such fact, and information as to whether any undisclosed information by the Person Concerned With Rating (limited to cases when that information affects credit assessment substantially) had been obtained in the process of determining the Credit Rating;



- チ 付与した信用格付について更新を行わない場合には、その旨及びその理由
- (h) in cases when the Credit Rating Agency does not intend to update the determined Credit Rating, such fact and the reasons therefor;
- リ 付与した信用格付の前提、意義及び限界に関する当該信用格付の対象となる事項の区分に応じた説明（信用格付の変動の特性に関する説明及び信用格付の対象となる事項が信用状態の変化に関する情報が限定されている金融商品の信用状態に関する評価である場合における当該信用格付の限界に関する説明を含む。）
- (i) an explanation on the assumptions, significance and limitations of the determined Credit Rating, in accordance with the category of the object of such Credit Rating (including an explanation on the characteristics of the fluctuation of Credit Ratings; and also including an explanation on the limits of the Credit Rating, in cases when the object of the Credit Rating is the assessment of the credit status of the financial instruments with limited information on the transition of the credit status);
- ヌ 信用格付の付与に当たり利用した主要な情報に関する次に掲げる事項
- (j) the following matters concerning the principal information used in the course of determining the Credit Rating:
- (1) 当該情報の概要
  1. an outline of the information;
  - (2) 当該情報の品質を確保するために講じられた措置の概要
  2. an outline of the measures implemented for the purpose of the quality assurance of the information; and
  - (3) 当該情報の提供者
  3. the provider of the information;
- ル 付与した信用格付の対象となる事項が資産証券化商品の信用状態に関する評価に関するものである場合には、次に掲げる事項
- (k) the following matters, in cases when the object of the determined Credit Rating was in relation to the assessment of the credit status of the Asset Securitization Products:
- (1) 損失、キャッシュ・フロー及び感応度の分析に関する情報
  1. information on the analysis of loss, cash flow and responsiveness; and
  - (2) 付与した信用格付の対象となる事項が資産証券化商品の信用状態に関する評価であることを明示するための記号又は数字その他の表示（当該表示に基づき投資者が当該信用格付の意義及び限界を理解するための説明を含む。）
  2. the marks, numbers or any other symbol for clearly indicating that the object of the determined Credit Rating was the assessment of the credit status of Asset Securitization Products (including an explanation which allows investors to understand the significance and limits of the Credit Rating based on such symbol);
- 四 付与した信用格付の撤回に関する情報提供が遅滞なく行われることとされている

こと。

(iv) that it provides that information on the revocation of the determined Credit Rating is to be provided without delay; and

五 信用評価の結果の妥当性について、金融庁長官その他の行政機関がこれを保証したものと誤解されるおそれがある表示を行わないこととされていること。

(v) that it directs not to make any representation as to the appropriateness of the results of the Credit Assessment, which may lead to a misperception that such appropriateness has been guaranteed by the Commissioner of the Financial Services Agency or any other administrative organ.

(格付方針等の公表方法)

(Means of Announcement of Rating Policies)

第三百十四条 信用格付業者は、インターネットの利用その他の方法により、投資者及び信用格付の利用者が常に容易に閲覧できるよう格付方針等を公表しなければならない。

Article 314 (1) A Credit Rating Agency must announce its Rating Policy, etc. in a manner which always allows easy access by investors and Credit Rating users, by means of the use of the internet or any other means.

2 二以上の信用格付業者（当該二以上の信用格付業者が関係法人であり、かつ、共通の国内における代表者又は第二百九十七条に規定する者を有する場合に限る。）が共同して信用格付行為を業として行う場合には、当該二以上の信用格付業者が共同して格付方針等を定め、公表することができる。

(2) In cases when two or more Credit Rating Agencies (limited to cases when those two or more Credit Rating Agencies fall under the category of Associated Corporations, and if they share the same Representative Person in Japan or the person prescribed in Article 297) jointly perform Credit Rating Activities in the course of trade, those two or more Credit Rating Agencies may jointly formulate and announce the Rating Policy, etc.

3 信用格付業者は、格付方針等について重要な変更を行うときは、あらかじめ、変更する旨及びその概要を公表するものとする。ただし、やむを得ない事由があるときは、当該事由、変更した旨及びその概要を変更後遅滞なく公表すれば足りる。

(3) In cases when a Credit Rating Agency intends to effect any material change to its Rating Policy, etc., it is to, in advance, announce the fact that the change will be effected and an outline of such change; provided, however, that if any unavoidable ground exists, such unavoidable ground, the fact of the change and an outline thereof may be announced without delay after the change.

### 第三節 経理

#### Section 3 Accounting

(業務に関する帳簿書類)

(Books and Documents on Business Operations)

第三百十五條 法第六十六條の三十七の規定により信用格付業者が作成すべき帳簿書類は、次に掲げるものとする。

Article 315 (1) The books and documents to be prepared by a Credit Rating Agency pursuant to the provisions of Article 66-37 of the Act are as follows:

一 付与した信用格付に関する次に掲げる事項に係る記録

(i) the records pertaining to the following information on the Credit Ratings determined:

イ 付与した信用格付、当該信用格付を付与した年月日及び当該信用格付の対象となる事項

(a) the determined Credit Rating, the year, month and date of determining the Credit Rating, and the object of the Credit Rating;

ロ 第三百十三條第三項第三号に掲げる事項

(b) the matters set forth in Article 313, paragraph (3), item (iii);

ハ 信用格付の付与に係る過程に関与した格付アナリストの氏名及び信用格付の付与について信用格付業者を代表して責任を有する者の氏名

(c) the name of the Rating Analyst involved in the process of determining the Credit Rating; the name of the person, as a representative of the Credit Rating Agency, responsible for determining the Credit Rating;

ニ 信用格付の付与に係る信用格付業者としての最終的な意思決定を合議体で行う場合における当該合議体の構成員の氏名、当該合議体に提出された資料及び意思決定の根拠その他の記録（合議体で行わない場合には、その旨及びその理由）

(d) if the final decision as a Credit Rating Agency in determining the Credit Rating is to be adopted by a council, the names of the council members, the materials submitted to the council, the basis of the decision-making and any other records (if the final decision is adopted by means other than a council, to that effect and the reasons therefor);

ホ 関係法人が信用格付の付与に係る過程に関与した場合には、当該関係法人の名称及び所在地

(e) if any Associated Corporation was involved in the process of determining the Credit Rating, the name and address of such Associated Corporation;

ヘ 主として定量的分析に基づき信用評価を行った場合について、当該定量的分析に基づき信用評価を行った結果と付与された信用格付との間に重要な差異があるときは、当該差異の原因となった主な事項

(f) if the Credit Assessment was implemented based primarily on quantitative analysis, and if there exists a significant difference between the results of the Credit Assessment based on such quantitative analysis and the Credit Rating actually determined, the major grounds for such difference;

ト 信用格付の付与の基礎となる資料（格付関係者との交渉の経過を記録したものを含む。）

- (g) the materials which served as the basis for the determination of the Credit Rating (including records on the progress of negotiations with the Person Concerned With Rating);
  - チ 格付関係者からの依頼に基づき付与された信用格付であるか否かの別
- (h) information as to whether the Credit Rating was determined in response to solicitation from any Person Concerned With Rating;
  - リ 信用格付業者及びその格付担当者と格付関係者との間における利益相反の有無の確認その他利益相反を防止するために講じた措置の概要
- (i) an outline of the measures implemented to verify the existence of any Conflict of Interests between the Credit Rating Agency including its Person in Charge of Ratings and any Persons Handling Ratings, and any other measures implemented for preventing any Conflict of Interests;
  - 二 信用格付業者に対し手数料を支払った格付関係者に関する次に掲げる事項に係る記録
- (ii) the records on the following matters concerning the Person Concerned With Rating which had paid any Rating Fee to the Credit Rating Agency:
  - イ 氏名又は名称及び住所
  - (a) the name and address;
  - ロ 手数料の額
  - (b) the amount of the Rating Fee; and
  - ハ 手数料に係る役務の内容
  - (c) the details of the services for which the Rating Fee was paid;
  - 三 信用格付業者が提供する役務又は商品の概要を記載した書面
- (iii) the documents describing the outline of the services or products provided by the Credit Rating Agency;
  - 四 格付付与方針等の基礎となる信用評価に関する書面
- (iv) the documents concerning the Credit Assessment on which Rating Determination Policy etc. is based;
  - 五 法令等遵守の状況に関する調査の結果を記載した書面
- (v) the documents describing the results of an investigation on the status of Compliance With Laws and Regulations, etc.;
  - 六 特定行為及び利益相反回避措置を記載した書面
- (vi) the documents describing Specified Activities and Conflict Avoidance Measures;
  - 七 監督委員会の議事録
- (vii) the minutes of meetings of the Monitoring Committee;
  - 八 信用格付業者の役員又は使用人と格付関係者との間の重要な交渉（信用格付行為に関するものに限る。）の経過に関する記録
- (viii) the records on the progress of important negotiations between Officers or employees of the Credit Rating Agency and the Person Concerned With Rating (limited to records concerning Credit Rating Activities);

九 投資者その他信用格付の利用者から受領した書類又は電磁的記録（信用格付行為に関する苦情に関する記載を含むものに限る。）

(ix) the documents or electronic or magnetic records received from investors and any other users of Credit Ratings (limited to documents or electronic or magnetic records which contain any description of complaints regarding Credit Rating Activities); and

十 総勘定元帳

(x) the ledgers.

2 前項に掲げる帳簿書類は、その作成の日から五年間保存しなければならない。

(2) The books and documents as set forth in the preceding paragraph must be preserved for five years after the preparation thereof.

3 二以上の信用格付業者（当該二以上の信用格付業者が関係法人であり、かつ、共通の国内における代表者又は第二百九十七条に規定する者を有する場合に限る。）が共同して信用格付行為を業として行う場合には、当該二以上の信用格付業者が共同して帳簿書類を作成することができる。

(3) In cases when two or more Credit Rating Agencies (limited to cases when those two or more Credit Rating Agencies are Associated Corporations and they share the same Representative Person in Japan or the person prescribed in Article 297) perform Credit Rating Activities in cooperation in the course of trade, those two or more Credit Rating Agencies may also prepare books and documents in cooperation with each other.

（事業報告書）

(Business Report)

第三百十六条 法第六十六条の三十八の規定により信用格付業者が提出すべき事業報告書は、別紙様式第二十八号により作成しなければならない。

Article 316 (1) A business report to be submitted by a Credit Rating Agency pursuant to the provisions of Article 66-38 of the Act must be prepared in accordance with Appended Form No. 28.

2 信用格付業者は、前項の事業報告書を作成する場合には、一般に公正妥当と認められる企業会計の慣行に従うものとする。

(2) When a Credit Rating Agency prepares a business report as set forth in the preceding paragraph, it is to be subject to corporate accounting standards generally accepted as fair and appropriate.

（事業報告書の提出期限の承認の手続等）

(Procedures for Obtaining Approval on Time Limit for Submission of Business Report)

第三百十七条 外国法人である信用格付業者は、令第十八条の四の二ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

Article 317 (1) In cases when any Credit Rating Agency which is a foreign corporation intends to obtain approval under the proviso to Article 18-4-2 of the Order, it must submit to the Commissioner of the Financial Services Agency a written application for approval stating the following particulars:

一 商号又は名称

(i) the trade name or name;

二 登録年月日及び登録番号

(ii) the registration date and the registration number;

三 事業報告書の提出に関し当該承認を受けようとする期間

(iii) the period for which the approval is sought in relation to the submission of the business report;

四 事業報告書に係る事業年度終了の日

(iv) the last day of the business year pertaining to the business report; and

五 事業報告書の提出に関し当該承認を必要とする理由

(v) the reasons for seeking the approval with regard to the submission of the Business Report.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された外国法人である信用格付業者の代表者（法第六十六条の二十八第一項に規定する国内における代表者又は第二百九十七条に規定する者を含む。）が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) a document evidencing that the representative (including the Representative Person in Japan as set forth in Article 66-28, paragraph (1) of the Act and also including a person as set forth in Article 297) of the Credit Rating Agency which is a foreign corporation, as stated in the written application for approval, is a person that has been duly authorized to submit such written application for approval; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to laws and regulations or practices as set forth in the written application for approval, as well as copies of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

3 金融庁長官は、第一項の承認の申請があった場合において、外国法人である信用格付業者が、その本国の法令又は慣行により、その事業年度経過後三月以内に事業報告

書を提出することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後三月以内（直前事業年度に係る事業報告書の提出に関して当該承認を受けている場合にあっては、当該承認を受けた期間内）の日である場合にあっては、その直前事業年度）から当該申請に係る同項第五号の理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る事業報告書について、承認をするものとする。

(3) In cases when the application for approval set forth in paragraph (1) was filed, and if it is found to be impossible for a Credit Rating Agency which is a foreign corporation to submit the business report within three months after the end of the business year due to the laws and regulations or practices of its own state, the Commissioner of the Financial Services Agency is to grant approval with regard to the business report covering the business year containing the day of the filing of such application (in cases when such day falls within three months from the commencement of the business year (in cases when the approval has been granted with regard to the submission of a business report covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) through the business year immediately preceding the business year containing the day when the reason specified in paragraph (1), item (v) for which the application was filed would be eliminated or changed.

4 前項の承認は、同項の外国法人である信用格付業者が毎事業年度経過後三月以内に次に掲げる事項を記載した書類を金融庁長官に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval set forth in the preceding paragraph is to be granted on the condition that the Credit Rating Agency which is a foreign corporation, etc. as set forth in that paragraph submits to the Commissioner of the Financial Services Agency documents stating the following particulars within three months from the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to that stated in any document already submitted within five years prior to the submission of those documents, the statement of such matters may be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) that the reasons for the application for which approval was sought have not been eliminated or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) a letter of legal opinion prepared by a law expert referring to the matters specified in the preceding item, as well as a copy of the relevant provisions of

the applicable laws and regulations referred to in such letter of legal opinion.

(説明書類の記載事項)

(Matters to Be Contained in Explanatory Documents)

第三百十八条 法第六十六条の三十九に規定する内閣府令で定めるものは、次に掲げる事項とする。

Article 318 The matters specified by Cabinet Office Order, as referred to in Article 66-39 of the Act, are as follows:

一 信用格付業者の概況及び組織に関する次に掲げる事項

(i) the following matters concerning the profile and organizational structure of the Credit Rating Agency:

イ 商号又は名称

(a) the trade name or name;

ロ 登録年月日及び登録番号

(b) the registration date and registration number;

ハ 組織の概要

(c) an outline of the organizational structure;

ニ 株式の保有数の上位十位までの株主の氏名又は名称並びにその株式の保有数及び総株主等の議決権に占める当該株式に係る議決権の数の割合

(d) the name of the first to tenth-ranked shareholders based on the descending order of the number of shares held, the number of shares held by such shareholders, and the ratio of the number of the voting rights pertaining to such shares to the Voting Rights Held by All the Shareholders, etc.; and

ホ 法第六十六条の二十八第一項第二号から第五号までに掲げる事項

(e) the matters set forth in Article 66-28, paragraph (1), items (ii) through (v) of the Act;

二 信用格付業者の業務の状況に関する次に掲げる事項

(ii) the following matters concerning the status of the business of the Credit Rating Agency:

イ 直近の事業年度における業務の概要

(a) an outline of the business conducted in the most recent business year;

ロ 直近の事業年度における業務の状況を示す指標として次に掲げる事項

(b) the following matters, as the indicators of the status of the business of the Credit Rating Agency for the most recent business year:

(1) 売上高（信用格付行為の役務の対価及び信用格付行為以外の役務の対価の内訳を含む。）

1. the sales volume (including the proportion of the consideration for services of Credit Rating Activities and the consideration for services other than Credit Rating Activities);

(2) 信用格付業者が一の格付関係者（令第十五条の十六第一項各号及び第二



- 項各号に掲げる者を含む。) から信用格付業に係る売上高の百分の十を超える手数料を得ている場合には、当該格付関係者の氏名又は名称
2. in cases when the Credit Rating Agency receives a Rating Fee exceeding ten percent of the sales volume of the Credit Rating Business from a single Person Concerned With Rating (including the parties set forth in Article 15-16, paragraph (1), respective items and Article 15-16, paragraph (2), respective items of the Order) of the Person Concerned With Rating);
    - (3) 金融商品又は法人の信用状態 (当該信用状態に関する評価が信用格付の対象となる事項であるものに限る。) の変化に関する統計その他の情報
  3. statistical information or any other information on the transition of the credit status of the financial instruments or corporations (limited to cases when the object of the Credit Rating is the assessment of such credit status);
    - (4) 付与した信用格付の履歴に関する情報 (信用格付を付与した日から一年以上経過したものに限る。)
  4. information on the historical data of the determined Credit Rating (limited to information at the time when one year or more pass from the day when the Credit Rating was determined);
    - (5) 関連業務及びその他業務の業務の状況
  5. the status of Ancillary Business and Other Lines of Business; and
    - (6) 格付アナリストの総数
  6. the total number of Rating Analysts;
- ハ 信用格付業者と格付関係者との間の一般的な手数料の体系
- (c) the schedule of fees generally applicable between the Credit Rating Agency and the Person Concerned With Rating;
- 三 信用格付業者の業務管理体制の整備の状況 (次に掲げる事項の概要を含む。)
- (iii) the status of organizing the business management system of the Credit Rating Agency (including an outline of the following matters):
- イ 格付担当者が連続して同一の格付関係者が利害を有する事項を対象とする信用格付の付与に係る過程に関与する場合において、当該格付関係者から独立した立場において公正かつ誠実にその業務を遂行するために講じる措置
    - (a) the measures to be implemented so that a Person in Charge of Rating, as a party independent of a Person Concerned With Rating, fairly and faithfully carries out the business, even in cases when such Person in Charge of Rating is involved consecutively in the processes of determining Credit Ratings of the matter in which the same Person Concerned With Rating has an interest;
  - ロ 信用格付業の業務の適正を確保するための体制の整備に係る措置 (第三百六条第一項第四号に規定する措置をいう。)
- (b) the measures to be implemented for establishing systems for securing the

proper operation of the Rating Agency Services (meaning the measures as set forth in Article 306, paragraph (1), item (iv));

ハ 法令等遵守を確保するための措置

(c) the measures for securing Compliance With Laws and Regulations, etc.;

ニ 信用格付の付与に係る過程の品質の管理の方針の策定及びその実施に関する次に掲げる措置

(d) the following measures concerning drafting of policies on the quality management of the Credit Rating determination process and the implementation thereof:

(1) 格付アナリストの採用及び研修に関する方針

1. the policy for the recruitment and training of Rating Analysts;

(2) 格付アナリストの配置

2. the allocation of the Rating Analysts;

(3) 信用格付の付与のために用いられる情報について十分な品質を確保するために講じる措置

3. the measures to be implemented so that the information used for determining a Credit Rating is of sufficient quality;

(4) 格付付与方針等の妥当性及び実効性について検証を適正に行う機能を整備するための措置

4. measures to put in place the functions to properly verify the appropriateness and effectiveness of the Rating Determination Policy, etc.;

(5) 格付付与方針等について重要な変更を行ったときは、当該格付付与方針等に基づき付与した信用格付のうち、変更後の格付付与方針等に基づき更新するか否かについて判断すべき信用格付の範囲及び更新に要する期間を遅滞なく公表し、当該期間内に必要な更新を行うための措置

5. the measures to be implemented in cases of any material amendment to the Rating Determination Policy, etc., if any, so as to announce, without delay, the scope of the Credit Ratings already determined in accordance with the former Rating Determination Policy, etc. but which require further consideration as to the necessity for being updated in accordance with the amended Rating Determination Policy, etc. and the period of time required for such updating, as well as to update the Credit Ratings within such period of time;

(6) 資産証券化商品（当該資産証券化商品の設計が過去に信用格付を付与した資産証券化商品の設計と著しく異なる場合に限る。）の信用状態に関する評価を対象とする信用格付を適正に付与することが可能であることを検証するための措置

6. the measures to be implemented to verify the ability in determining a Credit Rating whose object is assessment of the credit status of Asset Securitization Product (limited to cases when the design of the Asset

Securitization Product deviates substantially from the design of the Asset Securitization Products to which it determined Credit Ratings in the past) in an appropriate manner;

(7) 付与した信用格付に係る検証及び更新を適切かつ継続的に実施するために講じる措置

7. the measures so that the Credit Rating Agency will be able to implement the verification and updating of a Credit Rating already determined, in an appropriate manner and on an ongoing basis;

ホ 特定行為の種類及び利益相反回避措置

(e) the types of Specified Activities and Conflict Avoidance Measures;

ヘ 信用格付業者の役員又は使用人でなくなった格付アナリストが格付関係者の役員又はこれに準ずるものに就いた場合において、当該格付関係者が利害を有する事項を対象とする信用格付の妥当性を検証するために講じる措置

(f) the measures to be implemented so as to verify the appropriateness of a Credit Rating of any Matter in Which Person Concerned With Rating Has an Interest, in cases when any Rating Analyst that no longer assumes the position of Officer or employee of the Credit Rating Agency is to assume the position of an Officer or any other position equivalent thereto of the Person Concerned With Rating;

ト 関連業務及びその他業務に係る行為が信用格付行為に不当な影響を及ぼさないための措置

(g) the measures to be implemented so that activities pertaining to Ancillary Business and Other Lines of Business would not unreasonably affect the Credit Rating Activities;

チ 資産証券化商品の信用状態に関する評価が信用格付の対象となる事項である場合において、第三者が独立した立場において当該信用格付の妥当性について検証することができるために講じる措置

(h) the measures to enable a third party, as an independent party, to verify the appropriateness of the Credit Rating, in cases when the object of the Credit Rating is the assessment of the credit status of any Asset Securitization Products;

リ 信用格付業者の役員及び使用人の報酬等の決定方針が信用格付業の業務の公正かつ的確な実施に支障を及ぼさないことを確保するための措置

(i) the measures to be implemented to ensure that the policy for the determination of the Remuneration, etc. of the Officers or employees of the Credit Rating Agency would not compromise the performance of Credit Rating Business in a fair and accurate manner;

ヌ 格付担当者が当該信用格付の手数料に関する交渉に参加することを防止するために講じる措置

(j) the measures to be implemented so as to prevent the Responsible Rating Analysts from participating in the negotiation process for the

determination of the Rating Fee for the Credit Rating;

ル 信用格付業の業務に関して知り得た情報の管理及び秘密の保持を適切に行うために講じる措置

(k) the measures to be implemented so as to properly manage information which may come to the attention of the Credit Rating Agency in the course of its Credit Rating Business, as well as to properly maintain the confidentiality thereof;

ヲ 信用格付業者に対する苦情を適切かつ迅速に処理するための措置

(l) the measures to be implemented so as to appropriately and swiftly address complaints raised against the Credit Rating Agency;

ワ 監督委員会の運営方針並びに委員の氏名及び選任方法（独立委員の独立性に関する考え方を含む。）

(m) the operational policies of the Monitoring Committee, and names of the members and the means of the appointment of the members (including a basic stance on the independence of the Independent Members); and

カ 信用格付業者並びにその役員及び使用人が遵守すべき行動規範

(n) the code of conduct to be complied with by the Credit Rating Agency as well as its Officers and employees;

四 格付方針等の概要

(iv) an outline of the Rating Policy, etc.;

五 信用格付業者の関係法人及び子法人の状況に関する次に掲げる事項

(v) the following matters concerning the status of the Associated Corporations and Subsidiary Corporations of the Credit Rating Agency:

イ 信用格付業者並びにその関係法人及び子法人の集団の構成

(a) the composition of the group of the Credit Rating Agency and its Associated Corporations and Subsidiary Corporations; and

ロ 関係法人及び子法人の商号又は名称並びに主たる営業所又は事務所の所在地及び主たる事業の内容

(b) the trade name or name, and locations of the principal business office or principal office of Associated Corporations and Subsidiary Corporations, as well as the details of their respective principal businesses.

（説明書類の縦覧方法）

(Means of Public Inspection of Explanatory Documents)

第三百十九条 信用格付業者は、説明書類の写しをすべての営業所又は事務所に備え置き、公衆の縦覧に供するとともに、インターネットの利用その他の方法により、投資者及び信用格付の利用者が常に容易に閲覧できるよう公表しなければならない。

Article 319 (1) A Credit Rating Agency must keep copies of explanatory documents at all of its business offices or offices and always make them available for public inspection, and, in addition to this, must announce them by means such as via the internet so as to allow easy inspection by investors and

Credit Ratings users.

2 二以上の信用格付業者（当該二以上の信用格付業者が関係法人であり、かつ、共通の国内における代表者又は第二百九十七条に規定するものを有する場合に限る。）が共同して信用格付行為を業として行う場合には、当該二以上の信用格付業者が共同して説明書類を作成し、公表することができる。

(2) In cases when two or more Credit Rating Agencies (limited to cases when those two or more Credit Rating Agencies fall under the category of Associated Corporations, and if they share the same representative persons in Japan or the person set forth in Article 297) jointly perform Credit Rating Activities in the course of trade, those two or more Credit Rating Agencies may jointly prepare and announce the explanatory documents.

（説明書類の縦覧期限の承認の手続等）

(Procedures for Obtaining Approval on Periods of Public Inspection of Explanatory Documents)

第三百二十条 外国法人である信用格付業者は、令第十八条の四の三ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官に提出しなければならない。

Article 320 (1) In cases when any Credit Rating Agency which is a foreign corporation intends obtain approval under the proviso to Article 18-4-3 of the Order, it must submit to the Commissioner of the Financial Services Agency a written application for approval stating the following particulars:

一 商号又は名称

(i) the trade name or name;

二 登録年月日及び登録番号

(ii) the registration date and the registration number;

三 説明書類の縦覧に関し当該承認を受けようとする期間

(iii) the period for which the approval is sought in relation to the public inspection of the explanatory documents;

四 説明書類に係る事業年度終了の日

(iv) the last day of the business year pertaining to the explanatory documents;  
and

五 説明書類の縦覧に関し当該承認を必要とする理由

(v) the reasons for seeking the approval with regard to the public inspection of the explanatory documents.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application set forth in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された外国法人である信用格付業者の代表者（法第六十六

条の二十八第一項に規定する国内における代表者又は第二百九十七条に規定する者を含む。) が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) a document evidencing that the representative (including the Representative Person in Japan as set forth in Article 66-28, paragraph (1) of the Act and also including a person as set forth in Article 297) of the Credit Rating Agency which is a foreign corporation, as stated in the written application for approval, is a person that has been duly authorized to submit such written application for approval; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to laws and regulations or practices as set forth in the written application for approval, as well as copies of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

3 金融庁長官は、第一項の承認の申請があつた場合において、外国法人である信用格付業者が、その本国の法令又は慣行により、その事業年度経過後四月を経過した日から説明書類を備え置き、公衆の縦覧に供するとともに、インターネットの利用その他の方法により公表することができないと認められるときは、当該申請のあつた日の属する事業年度（その日が事業年度開始後四月以内（直前事業年度に係る説明書類の縦覧に関して当該承認を受けている場合にあっては、当該承認を受けた期間内）の日である場合にあっては、その直前事業年度）から当該申請に係る同項第五号の理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る説明書類について、承認をするものとする。

(3) In cases when the application for approval set forth in paragraph (1) has been filed, and where, due to the laws and regulations or practices of its own state, it is found to be impossible for a Credit Rating Agency which is a foreign corporation to keep and make available for public inspection the explanatory documents and to announce them by such means as use of the internet from the day on which four months have elapsed after the end of each business year, the Commissioner of the Financial Services Agency is to grant approval with regard to the explanatory documents covering the business year containing the day of the filing of such application (in cases when such day falls within four months from the commencement of the business year (in cases when the approval has been granted with regard to the submission of a business report covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) through the business year immediately preceding the business year containing the day when the reason specified in paragraph (1), item (v) for which the application

was filed would be eliminated or changed.

4 前項の承認は、同項の外国法人である信用格付業者が毎事業年度経過後四月以内に次に掲げる事項を記載した書類を金融庁長官に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年以内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval set forth in the preceding paragraph is to be granted on the condition that the Credit Rating Agency which is a foreign corporation, etc. as set forth in that paragraph submits to the Commissioner of the Financial Services Agency the documents stating the following particulars within four months from the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to that stated in any document already submitted within five years prior to the submission of those documents, the statement of such matters may be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) that the reasons for application for which approval was sought have not been eliminated or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) a letter of legal opinion prepared by a law expert referring to the matters specified in the preceding item, as well as a copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

#### 第四節 監督

#### Section 4 Supervision

(廃業等の届出)

(Notification of Discontinuation of Business)

第三百二十一条 法第六十六条の四十第一項の規定により届出を行う者は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を金融庁長官に提出しなければならない。

Article 321 (1) A person that intends to file a notification pursuant to the provisions of Article 66-40, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency a written notification stating the matters listed in the following items, in accordance with the categories of the cases set forth respectively therein:

一 法第六十六条の四十第一項第一号に該当する場合（次号及び第三号に掲げる場合を除く。） 廃止の年月日及び理由

(i) the case falling under Article 66-40, paragraph (1), item (i) of the Act (excluding cases when the following item and item (iii) apply): the date of

and reason for the discontinuation;

二 法第六十六条の四十第一項第一号に該当する場合（分割により信用格付業に係る事業の全部を承継させたときに限る。） 次に掲げる事項

(ii) the case falling under Article 66-40, paragraph (1), item (i) of the Act (limited to cases when the Credit Rating Agency has had all of its business pertaining to Credit Rating Business succeeded to through a split): the following matters:

イ 承継先の商号又は名称

(a) the trade name or name of the successor; and

ロ 分割の年月日及び理由

(b) the date of and reasons for the split;

三 法第六十六条の四十第一項第一号に該当する場合（信用格付業の全部を譲渡したときに限る。） 次に掲げる事項

(iii) the case falling under Article 66-40, paragraph (1), item (i) of the Act (limited to cases when the entire Credit Rating Business was transferred): the following matters:

イ 譲渡先の商号、名称又は氏名

(a) the trade name or name of the transferee; and

ロ 譲渡の年月日及び理由

(b) the date of the transfer and the reasons therefor;

四 法第六十六条の四十第一項第二号に該当する場合 次に掲げる事項

(iv) the case falling under Article 66-40, paragraph (1), item (ii) of the Act: the following matters:

イ 合併の相手方の商号又は名称

(a) the trade name or name of the counterparty to the merger;

ロ 合併の年月日及び理由

(b) the date of and reasons for the merger; and

ハ 合併の方法

(c) the means of implementing the merger;

五 法第六十六条の四十第一項第三号に該当する場合 次に掲げる事項

(v) the case falling under Article 66-40, paragraph (1), item (iii) of the Act: the following matters:

イ 破産手続開始の申立てを行った年月日

(a) the day when the petition for the commencement of bankruptcy proceedings was filed; and

ロ 破産手続開始の決定を受けた年月日

(b) the day when the order for the commencement of bankruptcy proceedings was issued;

六 法第六十六条の四十第一項第四号に該当する場合 解散の年月日及び理由

(vi) the case falling under Article 66-40, paragraph (1), item (iv) of the Act: the date of and reasons for the dissolution.



2 前項の届出書には、次の各号に掲げる場合の区分に応じ、当該各号に定める書類を添付しなければならない。

(2) The documents listed in the following items must be attached to the written notification set forth in the preceding paragraph, in accordance with the categories of the cases set forth respectively therein:

一 法第六十六条の四十第一項第二号に該当する場合 合併契約の内容及び合併の手続を記載した書面

(i) the case falling under Article 66-40, paragraph (1), item (ii) of Act: the document stating the contents of the merger agreement and the procedures for the merger; and

二 法第六十六条の四十第一項第三号に該当する場合 破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(ii) the cases falling under item Article 66-40, paragraph (1), item (iii) of Act: a copy of the written judgment on the order for the commencement of bankruptcy proceedings, or a document stating the details of the order for the commencement of bankruptcy proceedings.

(廃業等の公告等)

(Public Notice on Discontinuation of Business)

第三百二十二条 法第六十六条の四十第三項の規定による公告は、官報又は時事に関する事項を掲載する日刊新聞紙により行うものとする。

Article 322 (1) The public notice under Article 66-40, paragraph (3) of the Act is to be given by means of publication in the Official Gazette or in a daily newspaper that publishes matters on current affairs.

2 法第六十六条の四十第四項に規定する届出書には、次に掲げる事項を記載するものとする。

(2) The following matters are to be stated in a written notification as set forth in Article 66-40, paragraph (4) of the Act:

一 商号又は名称

(i) the trade name or name;

二 登録年月日及び登録番号

(ii) the registration date and the registration number;

三 該当事由

(iii) the grounds on which the notification was filed; and

四 該当事由の発生予定年月日

(iv) the day when the grounds for filing the notification are scheduled to occur.

(所在不明者の公告)

(Public Notice for Persons Whose Whereabouts Are Unidentifiable)

第三百二十三条 法第六十六条の四十二第三項の規定による公告は、官報により行うものとする。

Article 323 The public notice prescribed in Articles 66-42, paragraph (3) of the Act is to be given by means of publication in the Official Gazette.

(監督処分公告)

(Public Notice of Supervisory Disposition)

第三百二十四条 法第六十六の四十三の規定による公告は、官報により行うものとする。

Article 324 The public notice prescribed in Articles 66-43 of the Act is to be given by means of publication in the Official Gazette.

(適用上の注意)

(Matters to Be Taken into Account for Purpose of Application)

第三百二十五条 金融庁長官は、法第六十六条の四十一、第六十六条の四十二第一項若しくは第二項又は第六十六条の四十五第一項に規定する権限を行使する場合には、個別の信用格付又は信用評価の方法の具体的な内容に關与しないよう配慮するものとする。

Article 325 In cases when the Commissioner of the Financial Services Agency exercises the authority under Article 66-41, Article 66-42, paragraphs (1) or (2) or Article 66-45, paragraph (1) of the Act, the Commissioner is to pay attention not to be involved in the individual Credit Ratings or the specific details of the means of Credit Assessment.

## 第五章 高速取引行為者

### Chapter V High-Speed Traders

#### 第一節 総則

#### Section 1 General Provisions

(登録の申請)

(Application for Registration)

第三百二十六条 法第六十六条の五十の登録を受けようとする者は、別紙様式第二十九号により作成した法第六十六条の五十一第一項の登録申請書に、当該登録申請書の写し及び同条第二項又は第三項の規定により当該登録申請書に添付すべき書類又は電磁的記録を添付して、その者の本店等の所在地を管轄する財務局長（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つては福岡財務支局長、国内に営業所又は事務所を有しない場合にあつては関東財務局長）に提出しなければならない。

Article 326 (1) A person that intends to obtain a registration under Article 66-50 of the Act must submit a written application for registration under Article 66-51, paragraph (1) of the Act prepared using Appended Form 29, attaching a copy of the written application for registration and the documents or electronic or magnetic records to be attached to the written application for registration pursuant to paragraphs (2) or (3) of that Article, to the Director-General of a Local Finance Bureau with jurisdiction over the location of the Head Office, etc.

of such person (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when the operator has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau).

2 前項の登録申請書は、別紙様式第二十九号に準じて英語で作成することができる。

(2) The document under the preceding paragraph may be prepared in English in accordance with Appended Form 29.

3 第一項の登録申請書に添付すべき書類は、英語で記載することができる。

(3) The documents to be attached to the written application for registration under paragraph (1) may be prepared in English.

(登録申請書の記載事項)

(Matters to Be Stated in a Written Application for Registration)

第三百二十七条 法第六十六条の五十一第一項第七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 327 The cases to be specified by Cabinet Office Order as referred to in Article 66-51, paragraph (1), item (vii) of the Act are as follows:

一 外国法人であって国内における代表者を定めていない者又は外国に住所を有する個人であるときは、国内における代理人の氏名、商号又は名称

(i) in cases when the applicant is a foreign corporation that has not appointed a representative person in Japan, or an individual domiciled in a foreign state, the trade name or name of its agent in Japan; and

二 外国法人又は外国に住所を有する個人であるときは、国内における主たる営業所又は事務所の名称及び所在地

(ii) in cases when the applicant is a foreign corporation or an individual domiciled in a foreign state, the name and location of the main business office or other office in Japan.

(業務の内容及び方法)

(Business Content and Means of Conducting Business)

第三百二十八条 法第六十六条の五十一第二項第二号に規定する内閣府令で定めるものは、次に掲げるものとする。

Article 328 The documents to be specified by Cabinet Office Order as referred to in Article 66-51, paragraph (2), item (ii) of the Act are as follows:

一 業務運営に関する基本原則

(i) the basic principles of business operations;

二 業務執行の方法

(ii) the means of execution of business;

三 業務分掌の方法

(iii) the allocation of business operations;

四 取引戦略ごとに、当該取引戦略の概要（次に掲げる事項を含む。）

- (iv) the outline of each of the transaction strategies (including the matters specified in the following):
  - イ 取引戦略の種類
  - (a) the categories of transaction strategies;
  - ロ 高速取引行為に係る金融商品取引所等の名称又は商号
  - (b) the name or trade name of the Financial Instruments Exchange, etc. pertaining to the High-Speed Trading;
  - ハ 高速取引行為の対象とする有価証券又は市場デリバティブ取引の種類
  - (c) the types of Securities or Market Derivatives Transactions subject to the High-Speed Trading;
- 五 高速取引行為に係る業務に関し、法令等を遵守させるための指導に関する業務を統括する者の氏名及び役職名
- (v) in relation to business relating to High-Speed Trading, the name and job title of the person supervising the business of guidance for the compliance with laws and regulations, etc.;
- 六 高速取引行為に係る業務を管理する責任者の氏名及び役職名
- (vi) the name and job title of the person responsible for the management of business pertaining to the High-Speed Trading;
- 七 高速取引行為に係る電子情報処理組織その他の設備の概要、設置場所及び保守の方法
- (vii) the outline, location and means of maintaining the electronic data processing system and other facilities for the High-Speed Trading; and
- 八 高速取引行為に係る電子情報処理組織その他の設備の管理を十分に行うための措置の内容
- (viii) the details of the measures to ensure sufficient management of the electronic data processing systems and other facilities for the High-Speed Trading.

(登録申請書の添付書類)

(Documents to Be Attached to Written Application for Registration)

第三百二十九条 法第六十六条の五十一第二項第四号に規定する内閣府令で定める書類は、次に掲げる書類とする。

Article 329 (1) The documents to be specified by Cabinet Office Order as referred to in Article 66-51, paragraph (2), item (iv) of the Act are as follows:

一 業務に係る人的構成及び組織等の業務執行体制を記載した書面

(i) the documents stating the system for conducting business, such as its structure of personnel and the organizational structure pertaining to the business;

二 法人であるときは、次に掲げる書類

(ii) in cases when the applicant for registration is a corporation, the following documents:

- イ 役員の履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）
- (a) the resume of the Officer (in cases when the Officer is a corporation, a document containing the background of the officer);
- ロ 役員（登録申請者が外国法人であって国内における代表者を定めていない者であるときは、国内における代理人を含む。以下ロ及びハにおいて同じ。）の住民票の抄本（役員が法人であるときは、当該役員の登記事項証明書）又はこれに代わる書面
- (b) an extract of the certificate of residence of the Officer (in cases when the applicant for registration is a foreign corporation which has not appointed its representative person in Japan, including the agent in Japan; hereinafter the same applies in (b) and (c)) (in cases when the Officer is a corporation, a certificate of registered information of the Officer) or a document in lieu thereof;
- ハ 役員の婚姻前の氏名を当該役員の氏名に併せて法第六十六条の五十一第一項の登録申請書に記載した場合において、ロに掲げる書類が当該役員の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面
- (c) if the name of an Officer that was used before marriage is stated together with the current name of the Officer in a written application for registration under Article 66-51, paragraph (1) of the Act, and the document specified in (b) is not a document certifying the name of the Officer used before marriage, a document certifying the name before marriage;
- ニ 役員が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面
- (d) the certificates issued by a public agency evidencing that none of the Officers falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof;
- ホ 役員が法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員が誓約する書面
- (e) the documents in which the Officer pledges that the Officer does not fall under Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act;
- ヘ 最終の貸借対照表（関連する注記を含む。）及び損益計算書（関連する注記を含む。）
- (f) the latest balance sheet (including notes in reference thereto) and profit and loss statement (including notes in reference thereto);
- 三 個人であるときは、次に掲げる書類
- (iii) in cases when the applicant for registration is an individual, the following documents:
- イ 登録申請者の履歴書
- (a) the resume of the applicant for registration;
- ロ 登録申請者（登録申請者が外国に住所を有する個人であるときは、国内におけ

る代理人を含む。ハにおいて同じ。) の住民票の抄本 (国内における代理人が法人であるときは、当該国内における代理人の登記事項証明書) 又はこれに代わる書面

- (b) an extract of the certificate of residence of the applicant for registration (in cases when the applicant for registration is an individual domiciled in a foreign state, including the agent in Japan; hereinafter the same applies in
- (c) (in cases when the agent in Japan is a corporation, a certificate of registered information of the agent in Japan) or a document in lieu thereof;

ハ 登録申請者の婚姻前の氏名を当該登録申請者の氏名に併せて法第六十六条の五十一第一項の登録申請書に記載した場合において、ロに掲げる書類が当該登録申請者の婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

- (c) if the name of the applicant for registration that was used before marriage is stated together with the current name of the applicant for registration in a written application for registration under Article 66-51, paragraph (1) of the Act, and the document specified in (b) is not a document certifying the name of the applicant for registration used before marriage, a document certifying the name before marriage;

ニ 登録申請者が法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

- (d) the certificates issued by a public agency evidencing that the applicant for registration does not fall under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof;

ホ 別紙様式第一号の二により作成した書面

- (e) a document prepared using Appended Form 1-2;

四 前条第五号及び第六号に規定する者の履歴書

- (iv) the resumes of persons provided in items (v) and (vi) of the preceding Article;

五 純財産額を算出した書面

- (v) a document stating the calculated Net Assets.

2 前項第二号へに掲げる書類を添付する場合において、貸借対照表 (関連する注記を含む。) が電磁的記録で作成されているとき、又は損益計算書 (関連する注記を含む。) について書面に代えて電磁的記録の作成がされているときは、書類に代えて電磁的記録 (次条に定めるものに限る。) を添付することができる。

- (2) When attaching the documents specified in paragraph (1), item (ii), (f), if the balance sheet (including the notes in reference thereto) is prepared by means of an electronic or magnetic records, or if an electronic or magnetic record is prepared for a profit and loss statement (including the notes in reference thereto) instead of a written document, the electronic or magnetic records (limited to those provided in the following Article) may be attached instead of the written document.

(電磁的記録)

**(Electronic or Magnetic Record)**

第三百三十条 法第六十六条の五十一第三項に規定する内閣府令で定める電磁的記録は、次に掲げる構造のいずれかに該当するものとする。

Article 330 (1) The electronic or magnetic records to be specified by Cabinet Office Order as referred to in Article 66-5, paragraph (3) of the Act must have a structure specified in the following:

一 日本工業規格X六二二三に適合する九十ミリメートルフレキシブルディスクカートリッジ

(i) a 90mm flexible magnetic disc cartridge conforming to JIS X6223;

二 日本工業規格X〇六〇六及びX六二八二に適合する直径百二十ミリメートルの光ディスク

(ii) a 120mm optical disc conforming to JIS X0606 and X6282.

2 前項第一号の電磁的記録への記録は、次に掲げる方式に従ってしなければならない。

(2) Entry of information into the electronic or magnetic records under item (i) of the preceding paragraph must be completed in accordance with the following specifications:

一 トラックフォーマットについては、日本工業規格X六二二五に規定する方式

(i) track format: Means prescribed in JIS X6225;

二 ボリューム及びファイル構成については、日本工業規格X〇六〇五に規定する方式

(ii) volume and file composition: Means prescribed in JIS X0605.

3 第一項の電磁的記録には、次に掲げる事項を記載しなければならない。

(3) The following matters must be recorded in the electronic or magnetic record under paragraph (1):

一 登録申請者の商号又は名称

(i) the trade name or name of the applicant for registration; and

二 申請年月日

(ii) the date of the application.

(高速取引行為者登録簿の縦覧)

**(Public Inspection of High-Speed Traders Register)**

第三百三十一条 管轄財務局長等は、その登録をした高速取引行為者に係る高速取引行為者登録簿を当該高速取引行為者の本店等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つては福岡財務支局、国内に営業所又は事務所を有しない場合にあつては関東財務局）に備え置き、公衆の縦覧に供するものとする。

Article 331 A Competent Director-General of Local Finance Bureau, etc. is to keep the register of High-Speed Traders pertaining to the High-Speed Traders registered by such Competent Director-General of Local Finance Bureau, etc. at the local finance bureau with jurisdiction over the location of the head office,

etc. of the High-Speed Traders (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof; or in cases when the High-Speed Trader has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau) and make them available for public inspection.

(人的構成の審査基準)

(Criteria for Examination of the Structure of Personnel)

第三百三十二条 法第六十六条の五十三第三号に規定する高速取引行為に係る業務を適確に遂行するに足りる人的構成を有しない者であるかどうかの審査をするときは、登録申請者が次に掲げるいずれかの基準に該当するかどうかを審査するものとする。

Article 332 When conducting an examination under Article 66-53, paragraph item (iii) of the Act as to whether the applicant for registration lacks a structure of personnel sufficient to conduct a High-Speed Trading in the appropriate manner, it is to be examined whether the applicant for registration falls under any of the following criteria:

一 その行う業務に関する十分な知識及び経験を有する役員又は使用人の確保の状況並びに組織体制に照らし、当該業務を適正に遂行することができないと認められること。

(i) that the applicant for registration is found not to be able to conduct the business in a proper manner, considering status of securing Officers or employees having sufficient knowledge and experience for conducting the business as well as its organizational structure; and

二 役員又は使用人のうちに、経歴、暴力団員による不当な行為の防止等に関する法律第二条第二号に規定する暴力団又は同条第六号に規定する暴力団員との関係その他の事情に照らして業務の運営に不適切な資質を有する者があることにより、高速取引行為に係る業務の信用を失墜させるおそれがあると認められること。

(ii) that the applicant for registration is found to be likely to cause a loss of confidence in a High-Speed Trading, on the grounds of having any Officer or employee with qualities unfit for the operation of the business in light of such Officer's or employee's career, relationship with the Organized Crime Group specified in Article 2, item (ii) of the Act on Prevention of Illegal Acts by Organized Crime Group Members or relationship with the Organized Crime Group Members set forth item (vi) of that Article or any other circumstances.

(純財産額の算出)

(Calculation of Amount of Net Assets)

第三百三十三条 法第六十六条の五十三第七号の規定により算出する純財産額は、第十四条の規定に準じて計算しなければならない。

Article 333 The amount of Net Assets to be calculated pursuant to Article 66-53,



item (vii) of the Act must be calculated in accordance with the provisions of Article 14.

(登録申請書記載事項の変更の届出)

(Notification of Changes in Matters Stated in Written Applications for Registration)

第三百三十四条 法第六十六条の五十四第一項の規定により届出を行う高速取引行為者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、別紙様式第二十九号により作成した変更後の内容を記載した書面及び当該書面の写し並びに次の各号に掲げる場合の区分に応じ当該各号に定める書類を添付して、所管金融庁長官等に提出しなければならない。ただし、やむを得ない事由があるときは、当該各号に定める書類は、当該届出書の提出後遅滞なく提出すれば足りる。

Article 334 (1) A High-Speed Trader which submits a notification pursuant to Article 66-54, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency or Other Competent Official a written notification stating the details of the change, change date and the reason for the change, attaching a document stating the content after the change prepared using Appended Form 29 and a copy thereof, as well as the documents specified in the following items according to the categories as respectively specified in these items; provided, however, that the documents specified in the items may be submitted without delay after submission of the written notification:

一 法第六十六条の五十一第一項第一号に掲げる事項について変更があった場合 次  
に掲げる書類

(i) in cases when there is a change to the matters specified in Article 66-51, paragraph (1), item (i) of the Act: the following documents:

イ 当該変更に係る事項を記載した登記事項証明書（個人であるときは、住民票の抄本）又はこれに代わる書面

(a) a certificate of registered information (in cases of an individual, an extract of residence certificate) stating the matters relating to the change or a document in lieu thereof;

ロ 婚姻前の氏名を、氏名に併せて別紙様式第二十九号により作成した変更後の内容を記載した書面に記載した場合において、イに掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(b) if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 29, and the document specified in (a) is not a document certifying the name used before marriage, a document certifying the name before marriage;

二 法第六十六条の五十一第一項第二号又は第四号に掲げる事項について変更があった場合 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(ii) in cases when there has been any change to the matters specified in Article

66-51, paragraph (1), item (ii) or (iv) of the Act: the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

三 法第六十六条の五十一第一項第三号に掲げる事項について変更があった場合 次に掲げる書類

(iii) in cases when there is a change to the matters specified in Article 66-51, paragraph (1), item (iii) of the Act: the following documents:

イ 業務に係る人的構成及び組織等の業務執行体制を記載した書面

(a) the documents stating the system for conducting business, such as its structure of personnel and the organizational structure pertaining to business;

ロ 当該変更に係る事項を記載した登記事項証明書又はこれに代わる書面

(b) the certificate of the registered matters containing the particulars so changed, or any other document in lieu thereof;

ハ 新たに役員となった者に係る次に掲げる書類

(c) the following documents relevant to the person that has newly assumed positions as Officer:

(1) 履歴書（役員が法人であるときは、当該役員の沿革を記載した書面）

1. the resume (in cases when the Officer is a corporation, a document containing the background of the Officer);

(2) 住民票の抄本（役員が法人であるときは、当該役員の前住所を記載した住民票の写し又はこれに代わる書面）

2. the extracts of the certificates of residence (in cases when any of the Officers is a corporation, the certificate of registered information of the Officer), or any other document in lieu thereof;

(3) 婚姻前の氏名を、氏名に併せて別紙様式第二十九号により作成した変更後の内容を記載した書面に記載した場合において、(2)に掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

3. if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 29, and the document specified in 2. is not a document certifying the name used before marriage, a document certifying the name before marriage;

(4) 法第二十九条の四第一項第二号イ及びロに該当しない旨の官公署の証明書又はこれに代わる書面

4. the certificates issued by a public agency evidencing that none of the Officers falls under Article 29-4, paragraph (1), item (ii), (a) and (b) of the Act, or any other document in lieu thereof;

(5) 法第二十九条の四第一項第二号ハからリまでのいずれにも該当しない者であることを当該役員が誓約する書面

5. the documents in which the Officer pledges that the Officer does not fall

under Article 29-4, paragraph (1), item (ii), (c) through (i) of the Act;  
四 第三百二十七条第一号に掲げる事項について変更があった場合 新たに国内における代理人となった者に係る次に掲げる書類

(iv) in the case of any change in the matters specified in Article 327, item (i):  
the following documents relating to the person that newly assumed the position of the agent in Japan:

イ 住民票の抄本（国内における代理人が法人であるときは、当該国内における代理人の登記事項証明書）又はこれに代わる書面

(a) an extract copy of the certificate of residence (or, in cases when the agent in Japan is a corporation, a certificate of registered information of the agent in Japan), or a document in lieu thereof;

ロ 婚姻前の氏名を、氏名に併せて別紙様式第二十九号により作成した変更後の内容を記載した書面に記載した場合において、イに掲げる書類が当該婚姻前の氏名を証するものでないときは、当該婚姻前の氏名を証する書面

(b) if the name that was used before marriage is stated together with the current name in a document setting forth the matters after the change prepared using Appended Form 29, and the document specified in (a) is not a document certifying the name used before marriage, a document certifying the name before marriage.

2 前項の届出書及び同項各号に定める書類は、英語で記載することができる。

(2) The written notification under the preceding paragraph and the documents specified in the items of that paragraph may be prepared in English.

3 第一項の書面は、別紙様式第二十九号に準じて英語で作成することができる。

(3) The document under paragraph (1) may be prepared in English in accordance with Appended Form 29.

4 所管金融庁長官等は、高速取引行為者から管轄財務局長等の管轄する区域を超えて本店等の所在地を変更したことの届出を受理した場合には、届出書及び高速取引行為者登録簿のうち当該高速取引行為者に係る部分その他の書類を、当該届出に係る変更後の本店等の所在地を管轄する財務局長（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つては福岡財務支局長、国内に営業所又は事務所を有しない場合にあつては関東財務局長）に送付し、又は送付させるものとする。

(4) In cases when the Commissioner of the Financial Services Agency or Other Competent Official has received from any High-Speed Trader a notification on the relocation of the Head Office, etc. filed beyond the jurisdictional district of the Competent Finance Bureau Commissioner, etc., the commissioner or official is to send or instruct to send the written notification, the portion of the registry of High-Speed Traders pertaining to the High-Speed Trader and any other documents to the Director-General of a Local Finance Bureau with jurisdiction over the relocated address of the Head Office, etc. notified thereunder (in cases when such location falls within the jurisdictional district of the Fukuoka Local Finance Branch Bureau, to the Director-General thereof;

or in cases when the Financial Instruments Business Operator has no business office or other office in Japan, to the Director-General of the Kanto Finance Bureau).

5 前項の規定による書類の送付を受けた財務局長又は福岡財務支局長は、当該高速取引行為者に係る事項を高速取引行為者登録簿に登録するものとする。

(5) The Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau who has received the documents sent pursuant to the provisions of the preceding paragraph is to register the matters related to the High-Speed Trader in the registry of Financial Instruments Business Operators.

(業務の内容又は方法の変更の届出)

(Notification of Change of Contents and Means of Conducting Business)

第三百三十五条 法第六十六条の五十四第三項の規定により届出を行う高速取引行為者は、変更の内容、変更年月日及び変更の理由を記載した届出書に、第三百二十八条各号に掲げるもの（内容に変更のあるものに限る。）を記載した書類及び第三百二十九条第一項第四号に掲げる書類（内容に変更のあるものに限る。）を添付して、所管金融庁長官等に提出しなければならない。

Article 335 (1) A High-Speed Trader which intends to file the notification under Article 66-54, paragraph (3) of the Act must submit to the Commissioner of the Financial Services Agency or Other Competent Official a written notification stating the particulars and date of and the reason for the change, attaching a document stating the matters specified in the items of Article 328 (limited to those matters whose details have been changed) and a document specified in Article 329, paragraph (1), item (iv) (limited to those matters whose details have been changed).

2 前項の届出書及び書類は、英語で記載することができる。

(2) The written notification and documents under the preceding paragraph may be prepared in English.

## 第二節 業務

### Section 2 Business Affairs

(業務管理体制の整備)

(Establishment of Operational Control Systems)

第三百三十六条 法第六十六条の五十五の規定により高速取引行為者が整備しなければならない業務管理体制は、次に掲げる要件を満たさなければならない。

Article 336 The operational control system to be established by a High-Speed Trader pursuant to Article 66-55 of the Act must fulfill the following requirements:

一 高速取引行為に係る業務を適確に遂行するための社内規則等（社内規則その他こ

れに準ずるものをいう。)を整備し、当該社内規則等を遵守するための従業員に対する研修その他の措置がとられていること。

(i) that internal rules, etc. (meaning internal rules and other rules equivalent thereto) for securing the appropriate execution of the business pertaining to the High-Speed Trading are established, and training for employees and other measure are conducted to ensure compliance with the internal rules, etc.; and

二 高速取引行為に係る電子情報処理組織その他の設備の管理を十分に行うための措置がとられていること。

(ii) that the measures to ensure sufficient management of the electronic data processing systems and other facilities for the High-Speed Trading have been taken.

(業務の運営の状況が公益に反し又は投資者の保護に支障を生ずるおそれがあるもの)

(Circumstances Where the State of the Operation of Business Is Likely to Go Against Public Interest or Compromise the Protection of Investors)

第三百三十七条 法第六十六条の五十七第二号に規定する内閣府令で定める状況は、次に掲げる状況とする。

Article 337 The circumstances to be specified by Cabinet Office Order as referred to in Article 66-57, item (ii) of the Act are as follows:

一 その取り扱う法人関係情報に関する管理について法人関係情報に係る不公正な取引の防止を図るために必要かつ適切な措置を講じていないと認められる状況

(i) where it is found that that the High-Speed Trader, in connection with the management of the Corporate Information it handles, has not implemented the measures necessary and appropriate for the prevention of unfair transactions based on Corporate Information;

二 取引所金融商品市場における上場金融商品等の相場若しくは相場若しくは取引高に基づいて算出した数値を変動させ、若しくはくぎ付けし、固定し、若しくは安定させ、又は取引高を増加させることにより実勢を反映しない作為的なものを形成させるべき当該上場金融商品等に係る買付け若しくは売付け若しくはデリバティブ取引又はこれらの申込み若しくは委託等をする行為を防止するための売買管理が十分でないとして認められる状況

(ii) where it is found that that the High-Speed Trader has not established the trading management sufficient for prevention of making the sale, purchase or Derivative Transactions pertaining to the Listed Financial Instruments, etc. traded on a Financial Instruments Exchange Market or making application or accepting the Entrustment, etc. thereof., which may result in the formation of a manipulative quotation not reflecting actual market status through causing fluctuation, pegging, fixing or stabilizing the quotation thereof or a figure calculated based on a quotation or the transaction

volumes thereof, or by increasing the transaction volumes thereof.

### 第三節 経理

#### Section 3 Accounting

(業務に関する帳簿書類)

(Business-Related Books and Documents)

第三百三十八条 法第六十六条の五十八の規定により高速取引行為者が作成すべき帳簿書類は、次に掲げるものとする。

Article 338 (1) The books and documents to be prepared by a High-Speed Trader pursuant to Article 66-58 of the Act are as follows:

一 高速取引行為のうち次に掲げるものに係る業務を行う者であるときは、注文伝票及び取引日記帳

(i) in cases when the High-Speed Trader is a person engaged in the business of High-Speed Trading pertaining to the following, order forms and a transaction diary:

イ 法第二条第四十一項第一号に掲げる行為

(a) the act specified in Article 2, paragraph (41), item (i) of the Act;

ロ 法第二条第四十一項第二号に掲げる行為

(b) the act specified in Article 2, paragraph (41), item (ii) of the Act;

ハ 令第一条の二十二第二号に掲げる行為（法第二条第四十一項第一号に掲げる行為を行わせることとなる金銭その他の財産の運用に係るものを除く。）

(c) the act specified in Article 1-22, item (ii) of the Order (excluding the act pertaining to the investment of money or other properties for which the act specified in Article 2, paragraph (41), item (i) is to be conducted);

二 高速取引行為のうち次に掲げるものに係る業務を行う者であるときは、運用明細書及び発注伝票

(ii) in cases when the High-Speed Trader is a person engaged in the business of High-Speed Trading pertaining to the following, an investment statement and order forms:

イ 令第一条の二十二第一号に掲げる行為

(a) the act specified in Article 1-22, item (i) of the Order;

ロ 令第一条の二十二第二号に掲げる行為（法第二条第四十一項第一号に掲げる行為を行わせることとなる金銭その他の財産の運用に係るものに限る。）

(b) the act specified in Article 1-22, item (ii) of the Order (limited to the act pertaining to the investment of money or other properties for which the act specified in Article 2, paragraph (41), item (i) is to be conducted).

2 前項各号に掲げる帳簿書類は、英語で記載することができる。

(2) The books and documents under the items of the preceding paragraph may be prepared in English.

3 第一項各号の規定にかかわらず、外国法人又は外国に住所を有する個人である高速

取引行為者は、外国の法令に基づいて作成される書類であって同項各号に掲げる帳簿書類に類するもの（以下この条において「外国帳簿書類」といい、外国帳簿書類が外国語で作成される場合にあつては、次に掲げる書類（次項において「外国帳簿書類等」という。））をもって、第一項各号に掲げる帳簿書類に代えることができる。

(3) Notwithstanding the provisions of the items of paragraph (1), a High-Speed Trader which is a foreign corporation or an individual domiciled in a foreign state may substitute the books and documents specified in the items of paragraph (1) with the documents prepared pursuant to the laws and regulations of the foreign state similar to the books and documents specified in the items of that paragraph (hereinafter referred to as "Foreign Books and Documents" in this Article, and in cases when the Foreign Books and Documents are prepared in a foreign language, the following documents(referred to as "Foreign Books and Documents, etc." in the following paragraph)):

一 外国帳簿書類

(i) the Foreign Books and Documents; and

二 外国帳簿書類の様式の訳文

(ii) a Japanese translation of the forms of the Foreign Books and Documents.

4 第一項各号に掲げる帳簿書類及び外国帳簿書類等は、同項第一号の注文伝票及び同項第二号の発注伝票並びにこれらに類する外国帳簿書類等にあつては、その作成の日から七年間、同項第一号の取引日記帳及び同項第二号の運用明細書並びにこれらに類する外国帳簿書類等にあつては、その作成の日から十年間保存しなければならない。

(4) In relation to the books and documents and Foreign Books and Documents, etc. specified in the items of paragraph (1), the order forms under item (i) of that paragraph and the order forms under item (ii) of that paragraph as well as the Foreign Books and Documents, etc. similar thereto must be preserved for seven years from the date of preparation thereof, and the transaction diary under item (i) of that paragraph and the investment statement under item (ii) of that paragraph as well as the Foreign Books and Documents, etc. similar thereto must be preserved for ten years from the date of preparation thereof.

5 第一百五十八条第一項（第二号を除く。）、第二項（第三号及び第四号を除く。）及び第三項（第四号及び第六号を除く。）並びに第一百五十九条第一項（第二号を除く。）及び第二項（第七号及び第九号を除く。）の規定は高速取引行為者が第一項第一号に規定する行為に関し同号の注文伝票及び取引日記帳を作成する場合について、第七十条第一項及び第二項並びに第七十一条第一項、第二項（第二号、第四号及び第五号を除く。）及び第三項（第五号を除く。）の規定は高速取引行為者が第一項第二号に規定する行為に関し同号の運用明細書及び発注伝票を作成する場合について、それぞれ準用する。

(5) The provisions of Article 158, paragraph (1) (excluding item (ii)), paragraph (2) (excluding items (iii) and (iv)) and paragraph (3) (excluding items (iv) and (vi)) as well as Article 159, paragraph (1) (excluding item (ii)) and paragraph

(2) (excluding items (vii) and (ix)) apply mutatis mutandis to cases when a High-Speed Trader prepares the order forms and transaction diary under paragraph (1), item (i) in relation to the acts specified in that item, and the provisions of Article 170, paragraphs (1) and (2) and Article 171, paragraph (1), paragraph (2) (excluding items (ii), (iv) and (v)) and paragraph (3) (excluding item (v)) apply mutatis mutandis to cases when a High-Speed Trader prepares the investment statement and order forms under paragraph (1), item (ii) in relation to the act specified in that item.

6 前項の規定によるもののほか、第一項第一号の注文伝票及び同項第二号の発注伝票並びにこれらに類する外国帳簿書類には、注文に関し金融商品取引所等が通知した次に掲げる事項を記載しなければならない。

(6) Beyond the provisions of the preceding paragraph, in the order forms under paragraph (1), item (i) and the order forms under paragraph (1), item (ii) as well as the Foreign Books and Documents similar thereto, the following matters notified by a Financial Instruments Exchange, etc. in relation to the orders must be stated:

一 タイムスタンプ（当該金融商品取引所等が当該注文の受付をした時刻をいう。）

(i) a time stamp (meaning the time when the Financial Instruments Exchange, etc. accepted the relevant order); and

二 注文受付番号（当該金融商品取引所等が当該注文を識別するための番号、記号その他の符号をいう。）

(ii) an order acceptance number (meaning a number, code or other mark for the Financial Instruments Exchange, etc. to identify the order).

7 第五項の規定によるもののほか、第一項各号に掲げる帳簿書類及び外国帳簿書類は、次に掲げるところにより作成しなければならない。

(7) Beyond the provisions of paragraph (5), the books and documents and Foreign Books and Documents specified in the items of paragraph (1) must be prepared according to the following:

一 第一項第一号の注文伝票及び同項第二号の発注伝票並びにこれらに類する外国帳簿書類については、注文を作成するために用いたプログラムの内容を確認することができるようにすること。

(i) the order forms under paragraph (1), item (i) and the order forms under item (ii) of that paragraph as well as the Foreign Books and Documents similar thereto must be prepared so as to enable the confirmation of the details of the program used for the creation of orders;

二 注文に関し金融商品取引所等が定める方式によることその他の第一項各号に掲げる帳簿書類及び外国帳簿書類に記載すべき事項を容易に検索することができるように体系的に構成する方式によること。

(ii) the documents must be prepared by the means determined by the Financial Instruments Exchange, etc. in relation to orders and other means whereby the matters to be stated in the books and documents and Foreign Books and



Documents specified in the items of paragraph (1) are laid out in a systematically organized way so as to enable easy retrieval.

(事業報告書)

(Business Reports)

第三百三十九条 法第六十六条の五十九の規定により高速取引行為者が提出する事業報告書は、別紙様式第三十号により作成しなければならない。

Article 339 (1) A Business Report to be submitted by a High-Speed Trader

pursuant to Article 66-59 of the Act must be prepared using Appended Form 30.

2 前項の事業報告書は、別紙様式第三十号に準じて英語で作成することができる。

(2) The Business Report under the preceding paragraph may be prepared in English in accordance with Appended Form 30.

3 高速取引行為者（会社に限る。）は、第一項の事業報告書を作成する場合には、一般に公正妥当と認められる企業会計の慣行に従うものとする。

(3) When a High-Speed Trader (limited to a company) prepares a Business Report under the preceding paragraph, it is to be subject to corporate accounting standards generally accepted as fair and appropriate.

4 高速取引行為者（会社を除く。）は、第一項の事業報告書を作成する場合には、一般に公正妥当と認められる会計の慣行に従うものとする。

(4) When a High-Speed Trader (excluding a company) prepares a Business Report under paragraph (1), it is to be subject to accounting standards generally accepted as fair and appropriate.

(事業報告書の提出期限の承認の手続等)

(Procedures for Obtaining Approval on Time Limit for Submission of Business Report)

第三百四十条 外国法人又は外国に住所を有する個人である高速取引行為者（以下この条において「外国法人等である高速取引行為者」という。）は、令第十八条の四の十一ただし書の承認を受けようとするときは、次に掲げる事項を記載した承認申請書を所管金融庁長官等に提出しなければならない。

Article 340 (1) When a High-Speed Trader which is a foreign corporation or an individual domiciled in a foreign state (hereinafter referred to as "High-Speed Trader Which is a Foreign Corporation, etc." in this Article) intends to obtain an approval under the proviso to Article 18-4-11 of the Order, it must submit a written application for approval stating the following particulars to the Commissioner of the Financial Services Agency or Other Competent Official:

一 商号、名称又は氏名

(i) the trade name or name;

二 登録年月日及び登録番号

(ii) the date and number of registration;

三 事業報告書の提出に関し当該承認を受けようとする期間

(iii) the period for which the approval is sought in relation to the submission of the Business Report;

四 事業報告書に係る事業年度終了の日

(iv) the last day of the business year pertaining to the Business Report; and

五 事業報告書の提出に関し当該承認を必要とする理由

(v) the reasons for seeking the approval with regard to the submission of the Business Report.

2 前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application specified in the preceding paragraph:

一 定款又はこれに代わる書面

(i) the articles of incorporation, or any other document in lieu thereof;

二 当該承認申請書に記載された外国法人等である高速取引行為者の代表者が当該承認申請書の提出に関し正当な権限を有する者であることを証する書面

(ii) a document evidencing that the representative of the High-Speed Trader

Which is a Foreign Corporation, etc. as stated in the written application for approval is a person that has been duly authorized to submit such written application for approval; and

三 当該承認申請書に記載された法令又は慣行に関する事項が真実かつ正確であることについての法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(iii) a letter of legal opinion prepared by a law expert regarding the trueness and correctness of the matters related to laws and regulations or practices as specified in the written application for approval, as well as copies of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

3 所管金融庁長官等は、第一項の承認の申請があった場合において、外国法人等である高速取引行為者が、その本国の法令又は慣行により、その事業年度経過後三月以内に事業報告書を提出することができないと認められるときは、当該申請のあった日の属する事業年度（その日が事業年度開始後三月以内（直前事業年度に係る事業報告書の提出に関して当該承認を受けている場合にあっては、当該承認を受けた期間内）の日である場合にあっては、その直前事業年度）から当該申請に係る同項第五号に規定する理由について消滅又は変更があることとなる日の属する事業年度の直前事業年度までの事業年度に係る事業報告書について、承認をするものとする。

(3) In cases when the application for approval specified in paragraph (1) was filed, and if it is found that impossible for the High-Speed Trader Which is a Foreign Corporation, etc. to submit the Business Report within three months after the end of the business year due to the laws and regulations or practices of its own state, the Commissioner of the Financial Services Agency or Other Competent Official is to grant an approval with regard to the Business Report covering the business year containing the day of the filing of such application (in cases

when such day falls within three months from the commencement of the business year (in cases when the approval has been granted with regard to the submission of a Business Report covering the immediately preceding business year, within the period approved), the business year immediately preceding such business year) through the business year immediately preceding the business year containing the day when the reason specified in item (v) of that paragraph for which the application was filed would be extinguished or changed.

4 前項の承認は、同項の外国法人等である高速取引行為者が毎事業年度経過後三月以内に次に掲げる事項を記載した書類を所管金融庁長官等に提出することを条件として、行われるものとする。ただし、第二号に掲げる事項については、当該書類の提出前五年内に提出された書類に記載された事項と同一の内容のものである場合には、当該事項は記載しないことができる。

(4) The approval specified in the preceding paragraph is to be granted on the condition that the High-Speed Trader Which is a Foreign Corporation, etc. as specified in that paragraph submits to the Commissioner of the Financial Services Agency or Other Competent Official the documents stating the following particulars within three months after the end of each business year; provided, however, that with regard to the matters specified in item (ii), if the substance of such matters is identical to that stated in any document already submitted within five years prior to the submission of those documents, the statement of such matters may be omitted:

一 当該事業年度中に当該承認に係る申請の理由について消滅又は変更がなかった旨

(i) that the reasons for application for which approval was sought have not been extinguished or changed in the relevant business year; and

二 前号に掲げる事項に関する法律専門家の法律意見書及び当該法律意見書に掲げられた関係法令の関係条文

(ii) the letter of legal opinion prepared by a law expert referring to the matters specified in the preceding item, as well as the copy of the relevant provisions of the applicable laws and regulations referred to in such letter of legal opinion.

5 第一項の承認申請書、第二項各号に掲げる書類及び前項の書類は、英語で記載することができる。

(5) The written application for approval under paragraph (1), the documents specified in the items of paragraph (2) and the documents under the preceding paragraph may be prepared in English.

#### 第四節 監督

#### Section 4 Supervision

(開始等の届出を行う場合)

(Cases When Notification for Commencement Is Required)

第三百四十一条 法第六十六条の六十第四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 341 The cases to be specified by Cabinet Office Order as referred to in Article 66-60, item (iv) of the Act are as follows:

一 法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）若しくはハ又は第六十六条の五十三第五号ロ若しくはハ、第六号イ若しくはロ若しくは第七号に該当することとなった場合

(i) if the High-Speed Trader falls under Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the laws and regulations of the foreign state equivalent to the Act) or (c) of the same item, or Article 66-53, item (v), item (b) or (c), item (vi), item (a) or (b) or item (vii);

二 役員が法第二十九条の四第一項第二号イからリまでのいずれかに該当することとなった事実を知った場合

(ii) if the High-Speed Trader has become aware that any of its Officers, etc. has come to fall under Article 29-4, paragraph (1), item (ii), (a) through (i) of the Act;

三 破産手続開始、再生手続開始又は更生手続開始の申立てが行われた事実を知った場合（外国法人又は外国に住所を有する個人にあつては、主たる営業所又は事務所の所在する国において当該国の法令に基づき同種類の申立てが行われた事実を知った場合を含む。）

(iii) if the High-Speed Trader has learned the fact that a petition for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings was filed (in the case of a foreign corporation or an individual domiciled in a foreign state, including cases when such corporation or individual has learned the fact that the same type of petition was filed in the state where its head office or principal office is located, pursuant to the laws and regulations of that state;

四 定款（これに準ずるものを含む。第三百四十三条第一項第六号において同じ。）を変更した場合

(iv) if the High-Speed Trader has changed its articles of incorporation (including documents equivalent thereto; the same applies in Article 343, paragraph (1), item (vi));

五 役職員に法令等に反する行為（高速取引行為に係る業務又はこれに付随する業務以外の業務に係るものにあつては、当該高速取引行為者の業務の運営又は財産の状況に重大な影響を及ぼすおそれのあるものに限る。次号並びに次条第一項第八号及び第九号において「事故等」という。）があつたことを知った場合

(v) if the High-Speed Trader has learned an act of violation of Laws and Regulations, etc. by its Officers or employees (with regard to any act relevant to a business other than business pertaining to the High-Speed Trading and business incidental thereto, limited to that which may have a material

impact on the High-Speed Trader's business operation or the status of its property; referred to as "Problematic Conduct, etc." in the following item and paragraph (1), items (viii) and (ix) of the following Article);

六 前号の事故等の詳細が判明した場合

(vi) if the details of the Problematic Conduct, etc. under the preceding item have been revealed;

七 訴訟若しくは調停（高速取引行為に係る業務又はこれに付随する業務以外の業務に係るものにあつては、当該高速取引行為者の業務の運営又は財産の状況に重大な影響を及ぼすおそれがあるものに限る。）の当事者となった場合又は当該訴訟若しくは調停が終結した場合

(vii) if the High-Speed Trader has become a party to any action or conciliation (with regard to any action or conciliation relevant to a business other than the High-Speed Trading or any business incidental thereto, limited to that which may have a material impact on the High-Speed Trader's business operations or the status of its property), or where such action or conciliation has been concluded; or

八 外国法人又は外国に住所を有する個人にあつては、法に相当する外国の法令に基づく行政官庁の不利益処分を受けた場合（法第二十九条の四第一項第一号イに該当する場合を除く。）

(viii) in the case of a foreign corporation or an individual domiciled in a foreign state, and where such corporation or individual has been subject to any adverse disposition rendered by an administrative agency under the laws and regulations of the foreign state equivalent to the Act (excluding cases when such corporation or individual falls under Article 29-4, paragraph (1), item (i), (a) of the Act).

(届出書に記載すべき事項)

(Matters to Be Stated in a Written Notification)

第三百四十二条 法第六十六条の六十の規定により届出を行う高速取引行為者は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を所管金融庁長官等に提出しなければならない。

Article 342 (1) A High-Speed Trader that intends to file a notification pursuant to the provisions of Article 66-60 of the Act must submit to the Commissioner of the Financial Services Agency or Other Competent Official a written notification stating the matters listed in the following items, in accordance with the categories of the cases set forth respectively therein:

一 法第六十六条の六十第一号に該当する場合 次に掲げる事項

(i) the case falling under Article 66-60, item (i) of the Act: the following matters:

イ 業務を開始し、休止し、又は再開した営業所又は事務所の名称

(a) the name of the business office or other office if the business was

- commenced, suspended or restarted;
- ロ 開始の年月日、休止の期間及び理由又は再開の年月日及び理由
- (b) the date of commencement, the period and reason for suspension and the date of and reason for restart;
- 二 法第六十六条の六十第二号に該当する場合 次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに掲げる事項
- (ii) in the case of falling under Article 66-60, item (ii): the documents specified in the following (a) through (c) in accordance with the categories of cases listed in those (a) through (c):
- イ 他の法人と合併した場合にあっては、次に掲げる事項
- (a) in the case of a merger with another corporation, the following matters:
- (1) 合併の相手方の商号又は名称
1. the trade name or name of the other party to the merger;
- (2) 合併の年月日及び理由
2. the date of and reasons for the merger;
- (3) 合併の方法
3. the means of implementing the merger;
- ロ 分割により他の法人の事業の全部又は一部を承継した場合にあっては、次に掲げる事項
- (b) in the case of the succession of all or part of the business of any other corporation through a split, the following matters:
- (1) 分割の相手方の商号又は名称
1. the trade name or name of the other party to the split;
- (2) 分割の年月日及び理由
2. the date of and reasons for the split; and
- (3) 承継した事業の内容
3. the contents of the business succeeded to;
- ハ 他の法人から事業の全部又は一部を譲り受けた場合にあっては、次に掲げる事項
- (c) in cases of acquiring all or part of the business from any other corporation, the following matters:
- (1) 譲受けの相手方の商号又は名称
1. the trade name or name of the transferor;
- (2) 譲り受けた年月日及び理由
2. the date of and reasons for the acquisition; and
- (3) 譲り受けた事業の内容
3. the contents of the acquired business;
- 三 法第六十六条の六十第三号に該当する場合 破産手続開始、再生手続開始又は更生手続開始の申立てを行った年月日及び理由
- (iii) in cases falling under Article 66-60, item (iii) of the Act: the date of and reason for filing the petition for the commencement of bankruptcy

proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings;

四 前条第一号に該当する場合 次のイからトまでに掲げる場合の区分に応じ、当該イからトまでに掲げる事項

(iv) in the case of falling under item (vii) of the preceding Article: the matters specified in the following (a) through (g) in accordance with the categories of cases specified in those (a) through (g):

イ 高速取引行為者が法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）に該当することとなった場合にあっては、次に掲げる事項

(a) in cases when a High-Speed Trader has come to fall under Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act), the following matters:

(1) 法に相当する外国の法令の規定により当該高速取引行為者が当該外国において受けている同種類の登録等又は法に相当する外国の法令の規定により当該高速取引行為者が当該外国において行った法第六十三条第二項若しくは第六十三条の三第一項の規定による届出と同種類の届出の内容

1. contents of the same type of the Registration, etc. obtained by the High-Speed Trader in the foreign state pursuant to the laws and regulations of the foreign state equivalent to the Act or the same type of the notification under Article 63, paragraph (2) or Article 63-3, paragraph (1) of the Act made by the High-Speed Trader pursuant to the laws and regulations of the foreign state equivalent to the Act;

(2) 当該登録等又は届出の年月日

2. the date of the Registration, etc. or notification;

(3) 当該登録等を取り消され、又は当該届出に係る業務の廃止を命ぜられた年月日及び理由

3. the date of and reason for the rescission of the Registration, etc. or order for suspension of the business pertaining to the notification;

(4) 当該登録等を取り消され、又は当該届出に係る業務の廃止を命ぜられた業務の内容

4. the details of the business for which the Registration, etc. was rescinded or suspension of the business pertaining to the notification was ordered;

ロ 高速取引行為者が法第二十九条の四第一項第一号ハに該当することとなった場合にあっては、次に掲げる事項

(b) in cases when a High-Speed Trader has come to fall under Article 29-4, paragraph (1), item (i), (c) of the Act, the following documents:

(1) 違反した法令の規定

1. the provisions of the laws and regulations which were violated; and

- (2) 刑の確定した年月日及び罰金の額
2. the date when the punishment became final and binding, and the amount of the fine imposed;
- ハ 高速取引行為者が法第六十六条の五十三第五号ロに該当することとなった場合  
にあつては、資本金の額又は出資の総額が令第十八条の四の九第一項に定める金額に満たなくなつた年月日及び理由
- (c) in cases when a High-Speed Trader falls under Article 66-53, item (v), (b) of the Act, the day when the amount of stated capital or the total amount of investment fell below the amount specified in Article 18-4-9, paragraph (1) of the Order and the reason therefor;
- ニ 高速取引行為者が法第六十六条の五十三第五号ハに該当することとなった場合  
にあつては、国内における代表者又は国内における代理人を定めていない者に該当した年月日
- (d) in cases when a High-Speed Trader falls under Article 66-53, item (v), (c) of the Act, the day when it fell under the person that has not appointed a representative or agent in Japan;
- ホ 高速取引行為者が法第六十六条の五十三第六号イに該当することとなった場合  
にあつては、次に掲げる事項
- (e) in cases when a High-Speed Trader has come to fall under Article 66-53, item (vi), (a) of the Act, the following documents:
- (1) 該当することとなつた者の氏名
1. the name of the person that has come to fall under that provision;
- (2) 当該者が法第二十九条の四第一項第二号イに該当することとなつた場合  
にあつては、後見開始の審判又は保佐開始の審判を受けた年月日
2. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, the day when such person became subject to the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;
- (3) 当該者が法第二十九条の四第一項第二号ロに該当することとなつた場合  
にあつては、破産手続開始の決定を受けた年月日
3. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when such person became subject to the order for the commencement of bankruptcy proceedings;
- (4) 当該者が法第二十九条の四第一項第二号ハ又はロに該当することとなつた場合  
にあつては、刑の確定した年月日及び刑の種類
4. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the punishment became final and binding, and the type of punishment;
- (5) 当該者が法第二十九条の四第一項第二号ニ又はホに該当することとなつた場合  
にあつては、取り消され、又は命ぜられた年月日及び理由
5. in cases when the person has come to fall under Article 29-4, paragraph



- (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons therefor;
- (6) 当該者が法第二十九条の四第一項第二号へ又はトに該当することとなった場合にあつては、行政手続法第十五条の規定による通知があつた年月日及びその理由並びに法第五十条の二第一項、第六十条の七（法第六十条の十四第二項において準用する場合を含む。次号へにおいて同じ。）、第六十三条の二第二項、第三項（法第六十三条の三第二項において準用する場合を含む。次号へにおいて同じ。）若しくは第四項、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由
6. in cases when the person falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act, and the date of and reason for the notification under Article 50-2, paragraph (1) of the Act, Article 60-7 of the Act (including cases when it is applied mutandis pursuant to Article 60-14, paragraph (2) of the Act; the same applies in (f) of the following item), Article 63-2, paragraph (2) of the Act, Article 63-2, paragraph (3) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 63-3, paragraph (2) of the Act; the same applies in (f) of the following item), Article 63-2, paragraph (4) of the Act, Article 66-19, paragraph (1) of the Act, Article 66-40, paragraph (1) of the Act or Article 66-61, paragraph (1) of the Act; and
- (7) 当該者が法第二十九条の四第一項第二号チに該当することとなった場合にあつては、解任又は解職を命ぜられた年月日及び理由
7. in cases when the person has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act, the date when a dismissal or removal was ordered and the reasons therefor;
- へ 高速取引行為者が法第六十六条の五十三第六号ロに該当することとなった場合にあつては、国内における代理人を定めていない者に該当した年月日
- (f) in cases when a High-Speed Trader falls under Article 66-53, item (vi), (b) of the Act, the day when it fell under the person that has not appointed a representative or agent in Japan;
- ト 高速取引行為者が法第六十六条の五十三第七号に該当することとなった場合にあつては、純財産額が令第十八条の四の十に定める金額に満たなくなった年月日及び理由
- (g) in cases when a High-Speed Trader falls under Article 66-53, item (vii) of the Act, the day when the Net Assets become less than the amount specified in Article 18-4-10 of the Order and the reason therefor;
- 五 前条第二号に該当する場合 次に掲げる事項
- (v) the cases falling under item (ii) of the preceding Article: the following matters:

- イ 法第二十九条の四第一項第二号イからリまでのいずれかに該当することとなった役員の氏名又は名称
- (a) the name of the Officer that has come to fall under any of Article 29-4, paragraph (1), item (ii), (a) through (i) of the Act;
- ロ 当該役員が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の審判又は保佐開始の審判を受けた年月日
- (b) in cases when the Officer has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, the day when such person became subject to the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;
- ハ 当該役員が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定を受けた年月日
- (c) in cases when the Officer has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, the day when such person became subject to the order for the commencement of bankruptcy proceedings;
- ニ 当該役員が法第二十九条の四第一項第二号ハ又はリに該当することとなった場合にあっては、刑の確定した年月日及び刑の種類
- (d) in cases when the Officer has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, the day when the punishment became final and binding, and the type of punishment;
- ホ 当該役員が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合にあっては、取り消され、又は命ぜられた年月日及び理由
- (e) in cases when the Officer has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, the date of rescission or order and the reasons therefor;
- ヘ 当該役員が法第二十九条の四第一項第二号ヘ又はトに該当することとなった場合にあっては、行政手続法第十五条の規定による通知があった年月日及びその理由並びに法第五十条の二第一項、第六十条の七、第六十三条の二第二項から第四項まで、第六十六条の十九第一項、第六十六条の四十第一項又は第六十六条の六十一第一項の規定による届出をした年月日及びその理由
- (f) in cases when the Officer falls under Article 29-4, paragraph (1), item (ii), (f) or (g) of the Act, the date of and reason for the notice under Article 15 of the Administrative Procedure Act and the date of and reason for the notification under Article 50-2, paragraph (1), Article 60-7, Article 63-2, paragraphs (2) through (4), Article 66-19, paragraph (1), Article 66-40, paragraph (1) or Article 66-61, paragraph (1) of the Act; and
- ト 当該役員が法第二十九条の四第一項第二号チに該当することとなった場合にあっては、解任又は解職を命ぜられた年月日及び理由
- (g) in cases when the has come to fall under Article 29-4, paragraph (1), item (ii), (h) of the Act, the date when a dismissal or removal was ordered and the reasons therefor;

六 前条第三号に該当する場合 次に掲げる事項

(vi) the cases falling under item (iii) of the preceding Article: the following matters:

イ 破産手続開始、再生手続開始又は更生手続開始の申立てが行われた年月日及び理由

(a) the date of and reason for the filing of petitions for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings; and

ロ 破産手続開始、再生手続開始又は更生手続開始の申立てを行った者の商号、名称又は氏名

(b) the trade name or name of the person that has filed petitions for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings; and

七 前条第四号に該当する場合 次に掲げる事項

(vii) the cases falling under item (iv) of the preceding Article: the following matters:

イ 変更の内容及び理由

(a) the particulars and reasons for the change; and

ロ 変更の年月日

(b) the date of change;

八 前条第五号に該当する場合 次に掲げる事項

(viii) in cases of falling under item (v) of the preceding Article: the following matters:

イ 事故等が発生した営業所又は事務所の名称

(a) the name of the business office or other office if an act against the laws and regulations, etc. occurred;

ロ 事故等を惹起した役職員の氏名又は名称及び役職名

(b) affiliation, name, and title of the Officer or employee that caused the Problematic Conduct, etc.; and

ハ 事故等の概要

(c) outline of the Problematic Conduct, etc.;

九 前条第六号に該当する場合 次に掲げる事項

(ix) the cases falling under item (vi) of the preceding Article: the following matters:

イ 事故等が発生した営業所又は事務所の名称

(a) the name of the business office or other office if an act against the laws and regulations, etc. occurred;

ロ 事故等を惹起した役職員の氏名又は名称及び役職名

(b) affiliation, name, and title of the Officer or employee that caused the Problematic Conduct, etc.;

ハ 事故等の詳細

(c) details of the Problematic Conduct, etc.; and

ニ 社内処分を行った場合はその内容

(d) in cases when any internal action has been taken, the details thereof;

十 前条第七号に該当する場合 次のイ及びロに掲げる場合の区分に応じ、当該イ及びロに掲げる事項

(x) in the case of falling under item (vii) of the preceding Article: the matters specified in the following (a) and (b) in accordance with the categories of cases specified in those (a) and (b):

イ 訴訟又は調停の当事者となった場合にあっては、次に掲げる事項

(a) in cases when it has become the party to a suit or conciliation: the following matters:

(1) 訴訟又は調停の当事者の氏名又は名称及び住所

1. the name and address of the party of the suit or conciliation;

(2) 訴訟の提起又は調停の申立てが行われた年月日

2. the day when the action or conciliation was filed;

(3) 管轄裁判所名

3. the name of the court with jurisdiction; and

(4) 事件の内容

4. the details of the case;

ロ 訴訟又は調停が終結した場合にあっては、次に掲げる事項

(b) in cases when the action or conciliation has been concluded, the following matters:

(1) 訴訟又は調停の当事者の氏名又は名称及び住所

1. the name and address of the party of the suit or conciliation;

(2) 訴訟又は調停が終結した年月日

2. the day when the action or conciliation was concluded; and

(3) 判決又は和解の内容

3. the details of the judgment or settlement;

十一 前条第八号に該当する場合 次に掲げる事項

(xi) the cases falling under item (viii) of the preceding Article: the following matters:

イ 不利益処分の内容

(a) the details of the adverse disposition; and

ロ 不利益処分を受けた年月日及び理由

(b) the date when the Financial Instruments Business Operator, etc. came to be subject to the adverse disposition and the reasons therefor.

2 前項の届出書は、英語で記載することができる。

(2) The written notification under the preceding paragraph may be prepared in English.

(届出書に添付すべき書類)

**(Documents to Be Attached to Written Notification)**

第三百四十三条 法第六十六条の六十の規定により届出を行う高速取引行為者は、前条第一項の届出書に、次の各号に掲げる場合の区分に該当する場合には、当該各号に定める書類を添付しなければならない。

Article 343 (1) In cases of falling under any of the categories of the cases listed in the following items, a High-Speed Trader which makes a notification under Article 66-60 of the Act must attach the document specified in the relevant item to the written notification stating the matters prescribed in paragraph (1) of the preceding Article:

一 法第六十六条の六十第二号に該当する場合 次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに掲げる書類

(i) in the case of falling under Article 66-60, item (ii): the documents specified in the following (a) through (c) in accordance with the categories of cases listed in those (a) through (c):

イ 他の法人と合併した場合にあっては、次に掲げる書類

(a) in the case of a merger with another corporation, the following documents:

(1) 合併契約の内容及び合併の手続を記載した書面

1. the document stating the contents of the merger agreement and the procedures for the merger;

(2) 当事者の最近の貸借対照表（関連する注記を含む。ロ（2）及びハ（2）において同じ。）

2. the latest balance sheets of the parties (including notes in reference thereto; the same applies in item (b), 2. and (c), 2.); and

(3) 合併後の純財産額を記載した書面

3. the Net Assets after the completion of the merger;

ロ 分割により他の法人の事業の全部又は一部を承継した場合にあっては、次に掲げる書類

(b) in the case of the succession of all or part of the business of any other corporation through a split, the following documents:

(1) 吸収分割契約の内容及び分割の手続を記載した書面

1. the document stating the contents of the absorption-type split agreement and the procedures for the split;

(2) 当事者の最近の貸借対照表

2. the latest balance sheets of the parties; and

(3) 分割後の純財産額を記載した書面

3. the document stating the Net Assets after the completion of the split;

ハ 他の法人から事業の全部又は一部を譲り受けた場合にあっては、次に掲げる書類

(c) in cases of acquiring all or part of the business from any other corporation,

the following documents:

- (1) 事業の譲受けの契約の内容及び事業の譲受けの手続を記載した書面
1. the document stating the contents of the business acquisition contract and the procedures for the acquisition of the business;
- (2) 当事者の最近の貸借対照表
2. the latest balance sheets of the parties; and
- (3) 事業の譲受け後の純財産額を記載した書面
3. the document specifying the Net Assets after the acquisition of the business;

二 法第六十六条の六十第三号に該当する場合 次に掲げる書類

(ii) the case falling under Article 66-60, item (iii) of the Act: the following documents:

- イ 破産手続開始、再生手続開始又は更生手続開始の申立てに係る書面の写し
- (a) the copies of the documents related to the filing of petitions for the commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings; and
- ロ 最近の日計表
- (b) the latest daily accounts sheet;

三 第三百四十一条第一号に該当する場合 次のイからホまでに掲げる場合の区分に応じ、当該イからホまでに掲げる書類

(iii) in the case of falling under Article 341, item (i): the matters specified in the following (a) through (e) in accordance with the categories of cases listed in those (a) through (e):

イ 高速取引行為者が法第二十九条の四第一項第一号イ（法に相当する外国の法令の規定に係る部分に限る。）に該当することとなった場合にあっては、次に掲げる書類

(a) in cases when a High-Speed Trader has come to fall under Article 29-4, paragraph (1), item (i), (a) of the Act (limited to the part pertaining to the provisions of the laws and regulations of a foreign state equivalent to the Act), the following documents:

- (1) 取消し又は廃止を命ずる書面の写し又はこれに代わる書面
1. a copy of the written order for rescission or discontinuation, or any other document in lieu thereof; and
- (2) 当該外国の法令及びその訳文
2. a copy of the laws and regulations of the foreign state and the Japanese translation thereof;

ロ 高速取引行為者が法第二十九条の四第一項第一号ハに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面

(b) in cases when a High-Speed Trader has come to fall under Article 29-4, paragraph (1), item (i), (c) of the Act, a copy of the judgment document on

the final and binding judgment, or a document stating the details of the final and binding judgment;

ハ 高速取引行為者が法第六十六条の五十三第五号ロに該当することとなった場合にあっては、登記事項証明書又はこれに代わる書面

(c) in cases when the High-Speed Trader has come to fall under Article 66-53, item (v), (b) of the Act, a certificate of registered information or any other document in lieu thereof;

ニ 高速取引行為者が法第六十六条の五十三第六号イに該当することとなった場合にあっては、次に掲げる書類

(d) in cases when a High-Speed Trader has come to fall under Article 66-53, item (vi), (a) of the Act, the following documents:

(1) 当該高速取引行為者が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面

1. in cases when the High-Speed Trader has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

(2) 当該高速取引行為者が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

2. in cases when the High-Speed Trader has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on an order for the commencement of bankruptcy proceedings, or the document stating the details of the order for the commencement of bankruptcy proceedings;

(3) 当該高速取引行為者が法第二十九条の四第一項第二号ハ又はハに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面

3. in cases when the High-Speed Trader has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

(4) 当該高速取引行為者が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合において、外国において取り消され、又は命ぜられたときにあつては、取消し又は廃止を命ずる書面の写し又はこれに代わる書面並びに取消し又は廃止の根拠となる外国の法令及びその訳文

4. in cases when the High-Speed Trader has come to fall under Article 29-4, paragraph (1), item (ii), (d) or (e) of the Act, and if a rescission or order

was effected in a foreign state, a copy of the written order for rescission or discontinuation of business or a document in lieu thereof, as well as a copy of the laws and regulations of the foreign state which served as the basis of such rescission or discontinuation of business and the Japanese translation thereof;

ホ 高速取引行為者が法第六十六条の五十三第七号に該当することとなった場合にあっては、純財産額が令第十八条の四の十に定める金額に満たなくなった日の日計表及び純財産額を算出した書面

(e) in cases when a High-Speed Trader falls under Article 66-53, item (vii) of the Act, a daily accounting sheet as of the day when the Net Assets become less than the amount specified in Article 18-4-10 of the Order, and the document specifying the calculated Net Assets as of that day;

四 第三百四十一条第二号に該当する場合 次に掲げる書類

(iv) the cases falling under Article 341, item (ii): the following documents:

イ 役員が法第二十九条の四第一項第二号イに該当することとなった場合にあっては、後見開始の決定若しくは保佐開始の決定の審判書の写し又は後見開始の決定若しくは保佐開始の決定の内容を記載した書面

(a) in cases when the Officer has come to fall under Article 29-4, paragraph (1), item (ii), (a) of the Act, a copy of the written ruling for the commencement of a guardianship or ruling for the commencement of a curatorship, or the document stating the details of the ruling for the commencement of a guardianship or ruling for the commencement of a curatorship;

ロ 役員が法第二十九条の四第一項第二号ロに該当することとなった場合にあっては、破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(b) in cases when the Officer has come to fall under Article 29-4, paragraph (1), item (ii), (b) of the Act, a copy of the written judgment on an order for the commencement of bankruptcy proceedings, or the document stating the details of the order for the commencement of bankruptcy proceedings;

ハ 役員が法第二十九条の四第一項第二号ハ又はりに該当することとなった場合にあっては、確定判決の判決書の写し又は確定判決の内容を記載した書面

(c) in cases when the Officer has come to fall under Article 29-4, paragraph (1), item (ii), (c) or (i) of the Act, a copy of the judgment document on the final and binding judgment, or a document stating the details of the final and binding judgment;

ニ 役員が法第二十九条の四第一項第二号ニ又はホに該当することとなった場合において、外国において取り消され、又は命ぜられたときにおいて、取消し又は廃止を命ずる書面の写し又はこれに代わる書面並びに取消し又は廃止の根拠となる外国の法令及びその訳文

(d) in cases when the Officer has come to fall under Article 29-4, paragraph



(1), item (ii), (d) or (e) of the Act, and if a rescission or order was effected in a foreign state, a copy of the written order for rescission or discontinuation of business or a document in lieu thereof, as well as a copy of the laws and regulations of the foreign state which served as the basis of such rescission or discontinuation of business and the Japanese translation thereof;

五 第三百四十一条第三号に該当する場合 最近の日計表

(v) the cases falling under Article 341, item (iii): the latest daily account sheet;

六 第三百四十一条第四号に該当する場合 変更後の定款

(vi) the cases falling under Article 341, item (iv): the articles of incorporation after the change;

七 第三百四十一条第八号に該当する場合 当該不利益処分を規定する外国の法令及びその訳文

(vii) the cases falling under Article 341, item (viii): a copy of the laws and regulations of a foreign state which provides for the adverse disposition, and the Japanese translation thereof.

2 前項各号に定める書類は、英語で記載することができる。

(2) The written notification under the items of the preceding paragraph may be prepared in English.

(廃業等の届出)

(Notification of the Discontinuation of Business)

第三百四十四条 法第六十六条の六十一第一項の規定により届出を行う者は、次の各号に掲げる場合の区分に応じ、当該各号に定める事項を記載した届出書を所管金融庁長官等に提出しなければならない。

Article 344 (1) A person that intends to file a notification pursuant to the provisions of Article 66-61, paragraph (1) of the Act must submit to the Commissioner of the Financial Services Agency or Other Competent Official a written notification stating the matters listed in the following items, in accordance with the categories of the cases set forth respectively therein:

一 法第六十六条の六十一第一項第一号に該当する場合 その旨及び死亡の年月日

(i) the case falling under Article 66-61, paragraph (1), item (i) of the Act: to that effect and the date of death;

二 法第六十六条の六十一第一項第二号に該当する場合 廃止の年月日及び理由

(ii) the case falling under Article 66-61, paragraph (1), item (ii) of the Act: the date of and reason for the discontinuation;

三 法第六十六条の六十一第一項第三号に該当する場合 次に掲げる事項

(iii) the case falling under Article 66-61, paragraph (1), item (iii) of the Act: the following matters:

イ 合併の相手方の商号又は名称

(a) the trade name or name of the other party to the merger;

ロ 合併の年月日及び理由

(b) the date of and reasons for the merger;

ハ 合併の方法

(c) the means of implementing a merger;

四 法第六十六条の六十一第一項第四号に該当する場合 次に掲げる事項

(iv) the case falling under Article 66-61, item (iv) of the Act: the following matters:

イ 破産手続開始の申立てを行った年月日

(a) the day when the petition for the commencement of bankruptcy proceedings was filed; and

ロ 破産手続開始の決定を受けた年月日

(b) the day when the order for the commencement of bankruptcy proceedings was issued;

五 法第六十六条の六十一第一項第五号に該当する場合 解散の年月日及び理由

(v) the case falling under Article 66-61, paragraph (1), item (v) of the Act: the date of and reason for the dissolution;

六 法第六十六条の六十一第一項第六号に該当する場合 次に掲げる事項

(vi) the case falling under Article 66-61, paragraph (1), item (vi) of the Act: the following matters:

イ 承継先の商号又は名称

(a) the trade name or name of the successor; and

ロ 分割の年月日及び理由

(b) the date of and reasons for the split;

七 法第六十六条の六十一第一項第七号に該当する場合 次に掲げる事項

(vii) the case falling under Article 66-61, paragraph (1), item (vii) of the Act: the following matters:

イ 譲渡先の商号、名称又は氏名

(a) the trade name or name of the transferee; and

ロ 譲渡の年月日及び理由

(b) the date of and reasons for the transfer.

2 前項の届出書には、次の各号に掲げる場合の区分に応じ、当該各号に定める書類を添付しなければならない。

(2) The documents listed in the following items must be attached to the written notification specified in the preceding paragraph, in accordance with the categories of the cases set forth respectively therein:

一 法第六十六条の六十一第一項第一号又は第二号に該当する場合 最近の日計表

(i) the case falling under Article 66-61, paragraph (1), item (i) or (ii) of the Act: the latest daily accounts sheet;

二 法第六十六条の六十一第一項第三号に該当する場合 合併契約の内容及び合併の手続を記載した書面

(ii) in case falling under Article 66-61, paragraph (1), item (iii) of the Act: the document stating the contents of the merger agreement and the procedures

for the merger;

三 法第六十六条の六十一第一項第四号に該当する場合 破産手続開始の決定の裁判書の写し又は破産手続開始の決定の内容を記載した書面

(iii) in case falling under Article 66-61, paragraph (1), item (iv) of the Act: a copy of the written judgment on an order for the commencement of bankruptcy proceedings, or a document stating the details of the order for the commencement of bankruptcy proceedings;

四 法第六十六条の六十一第一項第六号に該当する場合 新設分割計画又は吸収分割契約の内容及び分割の手続を記載した書面

(iv) in case falling under Article 66-61, paragraph (1), item (vi) of the Act: the document stating the contents of the incorporation-type split plan or the absorption-type split agreement, and the procedures for the split; and

五 法第六十六条の六十一第一項第七号に該当する場合 事業譲渡契約の内容を記載した書面

(v) in case falling under Article 66-61, paragraph (1), item (vii) of the Act: the document stating the details of the business transfer contract.

3 第一項の届出書及び前項各号に定める書類は、英語で記載することができる。

(3) The written notification under paragraph (1) and the documents specified in the items of the preceding paragraph may be prepared in English.

(所在不明者の公告)

(Public Notice for Persons Whose Whereabouts Are Unidentifiable)

第三百四十五条 法第六十六条の六十三第三項の規定による公告は、官報により行うものとする。

Article 345 The public notice prescribed in Article 66-63, paragraph (3) of the Act is to be given by means of publication in the Official Gazette.

(監督処分公告)

(Public Notice of Supervisory Disposition)

第三百四十六条 法第六十六条の六十五の規定による公告は、官報により行うものとする。

Article 346 The public notice prescribed in Article 66-65 of the Act is to be given by means of publication in the Official Gazette.

## 第六章 雑則

### Chapter VI Miscellaneous Provisions

(参考人等に支給する旅費その他の費用)

(Travel Expenses and Other Expenses Payable for Witnesses)

第三百四十七条 法第九十一条の規定により、参考人又は鑑定人には、国家公務員等の旅費に関する法律（昭和二十五年法律第百十四号）の規定により一般職の職員の給

与に関する法律（昭和二十五年法律第九十五号）第六条第一項第一号イに規定する行政職俸給表（一）の二級の職員に支給する旅費に相当する旅費を支給する。

Article 347 (1) Pursuant to the provisions of Article 191 of the Act, travel expenses equivalent to those payable to officials at the second grade specified in the Administrative Service (I) Salary Schedule of Article 6, paragraph (1), item (i), (a) of the Act on Remuneration of Officials in Regular Service (Act No. 95 of 1950) are paid to witnesses or expert witnesses, as specified by the Act on Travel Expenses of National Public Officers, etc. (Act No. 114 of 1950).

2 鑑定人には、金融庁長官等が必要と認める場合においては、前項の規定による旅費のほか、相当な費用を支給することができる。

(2) In addition to the travel expenses set forth in the preceding paragraph, reasonable costs may be paid to expert witnesses, if the Commissioner of the Financial Services Agency and Other Officials deem it necessary.

（申請書等の提出先等）

(Part Designated to Receive Written Applications)

第三百四十八条 法第六十四条の七第一項（法第六十六条の二十五において準用する場合を含む。）又は第二項の規定により法第六十四条の七第一項に規定する登録事務を協会に行わせる場合は、登録申請書等の提出先は、当該協会（金融商品仲介業者が提出する場合にあっては、いずれかの所属金融商品取引業者等が加入する協会）とする。

Article 348 (1) In cases when the Association has been delegated to handle the Registration Work set forth in Article 64-7, paragraph (1) of the Act pursuant to the provisions of Article 64-7, paragraph (1) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 66-25) or paragraph (2) of that Article, the written application for registration, etc. is submitted to the Association (in cases when the written application is to be submitted by a Financial Instruments Intermediary Service Provider, the Association to which any of its Entrusting Financial Instruments Business Operators, etc. belongs).

2 法第二十九条、第三十三条の二、第六十六条の五十の登録を受けようとする者が第五条、第四十三条、第二百五十七条又は第三百二十六条第一項の登録申請書を財務局長又は福岡財務支局長に提出しようとする場合において、当該登録を受けようとする者の本店等の所在地が財務事務所、小樽出張所又は北見出張所の管轄区域内にあるときは、当該登録を受けようとする者は、当該登録申請書及びその写し一通並びに第五条、第四十三条、第二百五十七条又は同項の添付書類一部を財務事務所長、小樽出張所長又は北見出張所長を経由して提出しなければならない。

(2) In cases when any person that intends to obtain a registration under Article 29, Article 33-2 or Article 66-50 of the Act, where such person intends to submit a written application for registration under Article 5, Article 43, Article 257 or Article 326, paragraph (1) to the Director-General of a Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau, and if the location of the Head Office, etc. of the person seeking registration

falls within the jurisdictional district of the finance branch office, the Otaru Branch or the Kitami Branch, the person seeking the registration must submit a written application for registration and a copy thereof, as well as one copy of the attachments set forth respectively in Article 5, Article 43, Article 257 or that paragraph via the head of the finance branch office, the head of the Otaru Branch or the head of the Kitami Branch.

- 3 金融商品取引業者等、取引所取引許可業者、特例業務届出者、金融商品仲介業者又は高速取引行為者が申請書、届出書その他法、令又はこの府令に規定する書類（法第六十四条第三項（法第六十六条の二十五において準用する場合を含む。）の登録申請書並びに第二百五十二条、第二百五十三条及び第二百九十二条の規定による届出書を除く。）を管轄財務局長等又は特例業務届出管轄財務局長等に提出しようとする場合において、当該金融商品取引業者等の本店等の所在地、当該取引所取引許可業者の国内における代表者の住所、当該特例業務届出者の本店等の所在地、当該金融商品仲介業者の本店等の所在地又は当該高速取引行為者の本店等の所在地が財務事務所、小樽出張所又は北見出張所の管轄区域内にあるときは、当該金融商品取引業者等、当該取引所取引許可業者、当該特例業務届出者、当該金融商品仲介業者又は当該高速取引行為者は、当該書類及びその写し一通を財務事務所長、小樽出張所長又は北見出張所長を経由して提出しなければならない。

- (3) In cases when any Financial Instruments Business Operator, etc., Authorized Transaction-at-Exchange Operator, Person Notifying of Specially-Permitted Business, Financial Instruments Intermediary Service Provider or High-Speed Trader intends to submit to the Competent Director-General of Local Finance Bureau, etc. or the Competent Director-General of Local Finance Bureau, etc. for Specially-Permitted Business a written application, written notification or any other document prescribe by the Act, the Order or this Cabinet Office Order (excluding the written application for registration under Article 64, paragraph (3) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 66-25 of the Act) and the written notifications under Article 252, Article 253 and Article 292), and if the location of the Head Office, etc. of the Financial Instruments Business Operator, etc., the address of the Representative Person in Japan of the Authorized Transaction-at-Exchange Operator, the location of the Head Office, etc. of the Person Notifying of Specially-Permitted Business, the location of the Head Office, etc. of the Financial Instruments Intermediary Service Provider or the location of the Head Office, etc. of the High-Speed Trader falls within the jurisdictional district of the finance branch office, the Otaru Branch or the Kitami Branch, such Financial Instruments Business Operator, etc., Authorized Transaction-at-Exchange Operator, Person Notifying of Specially-Permitted Business, Financial Instruments Intermediary Service Provider or High-Speed Trader must submit the relevant document and a copy thereof via the head of the finance branch office, the head of the Otaru Branch or the head of the Kitami

**Branch.**

4 第三十一条の規定により金融商品取引業者（第一種金融商品取引業又は投資運用業を行う者に限る。）の取締役又は執行役（外国法人にあつては、国内における代表者又は取締役若しくは執行役若しくはこれらに準ずるもの（金融商品取引業に係る職務を行う者に限る。））が提出をする届出書並びに第二百四条、第二百四十一条、第二百四十三条、第二百八十六条及び第三百四十四条に規定する届出書の提出先については、前項に定めるところに準ずるものとする。

(4) With regard to the party designated to receive the written notification to be submitted by a director or executive officer (in the case of a foreign corporation, its Representative Person in Japan, director or executive officer or any other person holding a position equivalent thereto (limited to a person engaged in the business relevant to the Financial Instruments Business)) of a Financial Instruments Business Operator (limited to an operator engaged in a Type-I Financial Instruments Business or an Investment Management Business) pursuant to the provisions of Article 31 and the party designated to receive the written notifications set forth respectively in Article 204, Article 241, Article 243 Article 286 and Article 344, such parties designated to receive documents are dealt with in the same manner as those set forth in the preceding paragraph.

（情報通信の技術を利用する方法により提出することができる書類等）

**(Documents Which May Be Submitted by Means of Using Information and Communications Technology)**

第三百四十九条 この府令の規定により金融庁長官等に提出する書類のうち金融庁長官が定めるものは、情報通信の技術を利用する方法であつて金融庁長官が定めるものにより提出することができる。

Article 349 The documents to be submitted to the Commissioner of the Financial Services Agency, etc. pursuant to this Cabinet Office Order which are specified by the Commissioner of the Financial Services Agency may be submitted by means of using information and communications technology to be specified by the Commissioner of the Financial Services Agency.

（標準処理期間）

**(Standard Processing Period)**

第三百五十条 金融庁長官等は、次の各号に掲げる登録、認可、承認、許可又は確認に関する申請があつた場合は、その申請が事務所に到達した日から当該各号に定める期間内に、当該申請に対する処分をするよう努めるものとする。

Article 350 (1) In cases when any application for registration, authorization, approval, permission or confirmation listed in any of the following items has been filed, the Commissioner of the Financial Services Agency or other official is to endeavor to render the disposition related to such application within the

period set forth respectively in the relevant items, counting from the date of the arrival of such application at the relevant office:

一 法第二十九条、第三十三条の二、第六十六条、第六十六条の二十七及び第六十六条の五十の登録、法第三十条第一項の認可並びに法第六十条第一項及び第六十条の十四第一項の許可 二月

(i) a registration under Article 29, Article 33-2, Article 66, Article 66-27 and Article 66-50 of the Act, an authorization under Article 30, paragraph (1) of the Act and a permission under Article 60, paragraph (1) and Article 60-14, paragraph (1) of the Act of the Act: two months;

二 法第三十一条第四項の変更登録、同条第六項の認可、法第五十九条第一項の許可、法第三十五条第四項、第四十四条の三第一項ただし書及び第二項ただし書並びに第四十九条の四第二項並びに令第十五条の十三第三号の承認並びに法第三十九条第三項ただし書（法第六十六条の十五において準用する場合を含む。）の確認 一月

(ii) a registration of change under Article 31, paragraph (4) of the Act; an authorization under paragraph (6) of that Article; a permission under Article 59, paragraph (1) of the Act; an approval under Article 35, paragraph (4), the proviso to Article 44-3, paragraph (1), the proviso to Article 44-3, paragraph (2) and Article 49-4, paragraph (2) of the Act and under Article 15-13, item (iii) of the Order; and a confirmation under the proviso to Article 39, paragraph (3) of the Act (including cases when it is applied mutatis mutandis pursuant to Article 66-15 of the Act): one month.

2 前項の期間には、次に掲げる期間を含まないものとする。

(2) The period referred to in the preceding paragraph is not to include the following periods:

一 当該申請を補正するために要する期間

(i) a period required for any correction to the application;

二 当該申請をした者が当該申請の内容を変更するために要する期間

(ii) a period necessary for the applicant to amend the particulars of the application; and

三 当該申請をした者が当該申請に係る審査に必要と認められる資料を追加するために要する期間

(iii) a period necessary for the applicant to add any material which is deemed necessary for the examination of such application.

#### 附 則 [抄]

#### Supplementary Provisions [Extract]

(証券会社の行為規制等に関する内閣府令等の廃止)

(Repeal of the Cabinet Office Order on Securities Corporation's Conduct Control and Other Cabinet Office Orders)

第六条 次に掲げる府令は、廃止する。

Article 6 The following Cabinet Office Orders are repealed:

- 一 証券会社の行為規制等に関する内閣府令（昭和四十年大蔵省令第六十号）  
(i) the Cabinet Office Order on Securities Corporation's Conduct Control (Order of the Ministry of Finance No. 60 of 1965);
- 二 証券業協会の外務員登録事務等に関する内閣府令（平成十年総理府・大蔵省令第五号）  
(ii) the Cabinet Office Order on Registering Business, etc. of Sales Person of Japan Securities Dealers Association (Order of the Prime Minister's Office and the Ministry of Finance No. 5 of 1998);
- 三 証券取引法施行令第十七条の二第一項第二号及び同条第二項に規定する有価証券を定める内閣府令（平成十年総理府・大蔵省令第十二号）  
(iii) the Cabinet Office Order Specifying Securities Provided in Article 17-2, Paragraph (1), Item (ii) and Paragraph (2) of That Article of the Order for Enforcement of the Securities and Exchange Act (Order of the Prime Minister's Office and the Ministry of Finance No. 12 of 1998);
- 四 証券会社に関する内閣府令（平成十年総理府・大蔵省令第三十二号）  
(iv) the Cabinet Office Order on Securities Corporation (Order of the Prime Minister's Office and the Ministry of Finance No. 32 of 1998);
- 五 金融機関の証券業務に関する内閣府令（平成十年総理府・大蔵省令第三十五号）  
(v) the Cabinet Office Order on Securities Business Conducted by Financial Institution (Order of the Prime Minister's Office and the Ministry of Finance No. 35 of 1998);
- 六 証券会社の分別保管に関する内閣府令（平成十年総理府・大蔵省令第三十六号）  
(vi) the Cabinet Office Order on Securities Corporation's Segregated Custody (Order of the Prime Minister's Office and the Ministry of Finance No. 36 of 1998);
- 七 証券会社の自己資本規制に関する内閣府令（平成十三年内閣府令第二十三号）  
(vii) the Cabinet Office Order on Securities Corporation's Capital Requirements (Cabinet Office Order No. 23 of 2001); and
- 八 証券仲介業者に関する内閣府令（平成十六年内閣府令第一号）  
(viii) the Cabinet Office Order on Securities Broker (Cabinet Office Order No. 1 of 2004).

（証券会社に関する内閣府令の廃止に伴う経過措置）

(Transitional Measures Incidental to Repeal of the Cabinet Office Order on Securities Corporation)

第七条 旧証券取引法第五十一条第二項ただし書の規定により受けた承認は、第七十五条第二項の承認とみなす。

Article 7 The approval granted under the proviso to Article 51, paragraph (2) of the former Securities and Exchange Act is deemed to be the approval granted under Article 175, paragraph (2).



(金融機関の証券業務に関する内閣府令の廃止に伴う経過措置)

(Transitional Measures Incidental to Repeal of the Cabinet Office Order on Securities Business Conducted by Financial Institution)

第八条 旧証券取引法第六十五条の二第七項において準用する旧証券取引法第五十一条第二項ただし書の規定により受けた承認は、第百八十九条第二項の承認とみなす。

Article 8 The approval granted under the proviso to Article 51, paragraph (2) of the former Securities and Exchange Act as applied mutatis mutandis pursuant to Article 65-2, paragraph (7) of that Act is deemed to be the approval granted under Article 189, paragraph (2).

(証券会社の分別保管に関する内閣府令の廃止に伴う経過措置)

(Transitional Measures Incidental to Repeal of the Cabinet Office Order on Securities Corporation's Segregated Custody)

第九条 信託法の施行に伴う関係法律の整備等に関する法律（平成十八年法律第百九号）第二条の規定によりなお従前の例によることとされる信託の同法第一条の規定による改正前の信託法（大正十一年法律第六十二号）第八条第一項に規定する信託管理人は、受益者代理人とみなして、第百四十一条第一項第二号、第三号及び第十一号並びに第六項の規定を適用する。

Article 9 The trust manager set forth in Article 8, paragraph (1) of the Trust Act (Act No. 62 of 1922) prior to the revision by Article 1 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Trust Act (Act No. 109 of 2006) related the trust to which the provisions then in force remain applicable pursuant to Article 2 of that Act are deemed to be an agent for the beneficiaries, and the provisions of Article 141, paragraph (1), items (ii), (iii) and (xi) and Article 141, paragraph (6) apply.

(特定投資家として取り扱うよう申し出ることができる個人の要件に関する経過措置)

(Transitional Measures on Requirements for Individuals Who May Request Treatment as Professional Investors)

第十条 第六十二条第三号の適用については、施行日前に締結した法第二条第八項各号に掲げる行為を行うことを内容とする契約は、同条第三号の金融商品取引契約とみなす。

Article 10 For the purpose of the application of Article 62, item (iii), a contract for conducting any of the acts listed in the items of Article 2, paragraph (8) of the Act concluded before the enforcement date is deemed to be a Contract for Financial Instruments Transaction set forth in item (iii) of that Article.

(上場有価証券等書面の交付に関する経過措置)

(Transitional Measures on Delivery of Explanatory Documents on Listed

Securities)

第十三条 旧証券取引法第二条第九項に規定する証券会社は、施行日前においても、第八十条第一項第一号の規定の例により、顧客（当該証券会社がこの項の規定により書面を交付する日以前に附則第二条第一項の契約を締結した者に限る。）に対し、書面を交付することができる。この場合において、改正法附則第十八条第二項に規定するみなし登録第一種業者は、同号の規定により当該顧客に対して上場有価証券等書面を交付したものとみなす。

Article 13 (1) A securities corporation set forth in Article 2, paragraph (9) of the former Securities and Exchange Act may deliver the document to the customer (limited to the customer with which the securities company has concluded a contract under Article 2, paragraph (1) of the Supplementary Provisions before it delivers such document pursuant to this paragraph) prior to the enforcement date, as governed by the same rules as Article 80, paragraph (1), item (i). In this case, the Deemed Registered Type-I Business Operator prescribed in Article 18, paragraph (2) of the Supplementary Provisions of the revised Act is deemed to have delivered the Explanatory Document on Listed Securities, etc. to the customer pursuant to that item.

2 第八十条第一項第一号及び第三項の適用については、前項前段の規定により書面を交付した日を同号及び同条第三項の上場有価証券等書面を交付した日とみなす。

(2) For the purpose of the application of Article 80, paragraph (1), item (i) and, paragraph (3), the day when the document was delivered under the first sentence of the preceding paragraph is deemed to be the day when the Explanatory Document on Listed Securities, etc. under that item and paragraph (3) of that Article was delivered.

(契約締結前交付書面の交付に関する経過措置)

(Transitional Measures on the Delivery of Document for Delivery Prior to Conclusion of Contract)

第十四条 金融商品取引業者等が、施行日以後に金融商品取引契約を締結しようとする場合であって、施行日前に、当該金融商品取引契約と同種の内容の行為を行うことを内容とする契約について、顧客に対し、法第三十七条の三第一項の規定の例により書面を交付しているときには、当該顧客に対し、同項の規定により契約締結前交付書面を交付したものとみなして、第八十条第一項第二号の規定を適用する。

Article 14 (1) In cases when any Financial Instruments Business Operator, etc. intends to conclude any Contract for Financial Instruments Transaction on or after the enforcement date, and where it has delivered to its customer prior to the enforcement date a document with regard to the contract for conducting the same type of act as that provided for in such Contract for Financial Instruments Transaction as governed by the same rules as Article 37-3, paragraph (1) of the Act, such Financial Instruments Business Operator, etc. is deemed to have delivered to the customer the Document for Delivery Prior to

Conclusion of Contract pursuant to that paragraph, and the provisions of Article 80, paragraph (1), item (ii) apply.

2 金融商品取引業者等が、施行日以後に金融商品取引契約を締結しようとする場合であつて、施行日前に、当該金融商品取引契約と同種の内容の行為を行うことを内容とする契約について、顧客に対し、旧金融先物取引法第七十条第一項又は旧商品投資事業規制法第十六条の規定により書面を交付しているときには、当該顧客に対し、法第三十七条の三第一項の規定により契約締結前交付書面を交付したものとみなして、第八十条第一項第二号の規定を適用する。

(2) In cases when any Financial Instruments Business Operator, etc. intends to conclude any Contract for Financial Instruments Transaction on or after the enforcement date, and where it has delivered to its customer prior to the enforcement date a document with regard to the contract for conducting the same type of act as that provided for in such Contract for Financial Instruments Transaction pursuant to the provisions of Article 70, paragraph (1) of the former Financial Futures Trading Act or Article 16 of the former Act on Control for Business Pertaining to Commodity Investment, such Financial Instruments Business Operator, etc. is deemed to have delivered to the customer the Document for Delivery Prior to Conclusion of Contract pursuant to Article 37-3, paragraph (1) of the Act, and the provisions of Article 80, paragraph (1), item (ii) apply.

3 第八十条第一項第二号の適用については、前二項の規定により書面を交付した日を同号の契約締結前交付書面を交付した日とみなす。

(3) For the purpose of the application of Article 80, paragraph (1), item (ii), the date when the document was delivered under the preceding two paragraphs is deemed to be the day when the Document for Delivery Prior to Conclusion of Contract under that item was delivered.

(非公開情報の授受の禁止に関する経過措置)

(Transitional Measures on the Prohibition of the Provision of Undisclosed Information)

第十七条 第一百五十三条第一項第七号の規定は、証券取引法等の一部を改正する法律及び証券取引法等の一部を改正する法律の施行に伴う関係法律の整備等に関する法律の施行に伴う関係政令の整備等に関する政令（平成十九年政令第二百三十三号。以下「整備政令」という。）附則第十五条第二項、第十六条第二項、第十七条第二項及び第十八条第二項の規定により金融商品取引業者とみなされる者については、当分の間、適用しない。

Article 17 The provisions of Article 153, paragraph (1), item (vii) do not apply for the time being to any person that is deemed to be a Financial Instruments Business Operator pursuant to the provisions of Article 15, paragraph (2), Article 16, paragraph (2), Article 17, paragraph (2) and Article 18, paragraph (2) of the Supplementary Provisions of the Cabinet Order on Arrangement of

Relevant Cabinet Orders Incidental to Enforcement of the Act on Partial Revision of the Securities and Exchange Act and Enforcement of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Act on Partial Revision of the Securities and Exchange Act (Cabinet Order No. 233 of 2007; hereinafter referred to as the "Cabinet Order on Arrangement").

(帳簿書類に関する経過措置)

(Transitional Measures on Books and Documents)

第十八条 金融商品取引業者が、その行う金融商品取引業について、この府令の施行の日から起算して一年を経過する日までの間に第百五十七条第一項各号（第一号及び第二号を除く。以下この条において同じ。）又は第百八十一条第一項各号（第一号を除く。以下この条において同じ。）に掲げる帳簿書類に準ずる帳簿書類を作成した場合には、当該帳簿書類を第百五十七条第一項各号又は第百八十一条第一項各号に掲げる帳簿書類とみなす。

Article 18 In cases when, within the period before the day on which one year has elapsed from the day of the enforcement of this Cabinet Office Order, any Financial Instruments Business Operator has, in relation to the Financial Instruments Business it conducts, prepared books and documents equivalent to those listed in the items of Article 157, paragraph (1) (excluding items (i) and (ii); hereinafter the same applies in this Article) or in the items of Article 181, paragraph (1) (excluding item (i); hereinafter the same applies in this Article), such books and documents are deemed to be the books and documents listed in the items of Article 157, paragraph (1) or the items of Article 181, paragraph (1).

第十九条 登録金融機関が、その行う登録金融機関業務について、この府令の施行の日から起算して一年を経過する日までの間に第百八十四条第一項各号（第一号を除く。以下この条において同じ。）に掲げる帳簿書類に準ずる帳簿書類を作成した場合には、当該帳簿書類を第百八十四条第一項各号に掲げる帳簿書類とみなす。

Article 19 In cases when, within the period before the day on which one year has elapsed from the day of the enforcement of this Cabinet Office Order, any Registered Financial Institution has, in relation to the Registered Financial Institution Business it conducts, prepared books and documents equivalent to those listed in the items of Article 184, paragraph (1) (excluding item (i); hereinafter the same applies in this Article), such books and documents are deemed to be the books and documents listed in the items of Article 184, paragraph (1).

(処分等の効力)

(Effect of Dispositions)

第二十九条 改正法の施行前にした附則第六条の規定による廃止前の同条各号に掲げる

府令の規定によってした処分、手続その他の行為であつて、この府令の規定に相当の規定があるものは、改正法附則、整備政令附則又はこの附則に別段の定めがあるものを除き、この府令の相当の規定によってしたものとみなす。

Article 29 The dispositions imposed, procedures taken or other acts committed pursuant to the provisions of the Cabinet Office Orders listed in the items of Article 6 of the Supplementary Provisions prior to the revision by that Article before the enforcement of the revised Act, for which the corresponding provisions exist in the provisions of this Cabinet Office Order, are deemed to have been imposed, taken or committed pursuant to the corresponding provisions of this Cabinet Office Order, except as otherwise provided in the Supplementary Provisions of the Revised Act, the Supplementary Provisions of the Cabinet Order on Arrangement or these Supplementary Provisions.

(罰則の適用に関する経過措置)

(Transitional Measures on the Application of Penal Provisions)

第三十条 この府令の施行前にした行為に対する罰則の適用については、なお従前の例による。

Article 30 With regard to the application of penal provisions to acts committed prior to the enforcement of this Cabinet Office Order, the provisions then in force remain applicable.

別表（第百二十五条の八関係）

Appended Table (Re: Article 125-8)

公表事項 Matters for Publication	注意事項 Points Requiring Attention
一 当該取引が成立した年月日及び時間 (i) the date and time when the transaction was effected;	電子情報処理組織の異常若しくは保守点検又は通知すべき事項が著しく急激に増加したことその他やむを得ない事由がある場合においては、当該事由の消滅後速やかに公表すること。 In cases of malfunctioning or maintenance inspections of the electronic data processing system, or if matters to be publicized have dramatically and rapidly increased or if there is any other compelling reason, the publication is to be made promptly after such reason has ceased to exist.

二 当該取引に基づく自己及び相手方の債務を金融商品取引清算機関（当該金融商品取引清算機関が連携金融商品債務引受業務を行う場合には、連携清算機関等を含む。）又は外国金融商品取引清算機関に負担させる場合はその旨  
(ii) if the obligations of the party and other party under the transaction are to be assumed by a Financial Instruments Clearing Organization (in cases where the Financial Instruments Clearing Organization is to conduct a Collaborative Financial Instruments Obligation Assumption Services, including the Collaborating Clearing Organization, etc.) or a Foreign Financial Instruments Clearing Organization, to that effect;

三 取引の効力が生ずる日  
(iii) the date when the transaction takes effect;

四 取引の効力が消滅する日  
(iv) the date when the transaction ceases to be in effect;

五 日数の計算方法  
(v) the method of calculation of the number of days;

六 決済に用いる通貨の種類  
(vi) the type of currency to be used for the settlement;

七 契約の種類  
(vii) the type of contract;

八 当事者の一方が相手方と取り決めた金融商品の利率等又は金融指標の種類  
(viii) the Interest Rate, etc. for the financial instruments or the type of financial indicator agreed between a party and the other party;

九 当事者が想定元本として定めた金額（次号に該当する場合を除く。）

(ix) the amount determined by the parties as a notional principal (excluding the case falling under the following item);

十 当事者が想定元本として定めた金額が第百二十五条の八第二項各号に掲げる特定店頭デリバティブ取引の効力が生じる日から当該効力が消滅する日までの期間に応じ、当該各号に定める金額を超える場合にはその旨

(x) if the amount determined by the parties as a notional principal exceeds the amount provided in the items of Article 125-8, paragraph (2), according to the period from the day when the Specified Over-the-Counter Transactions of Derivatives specified in those items and the day when such transaction ceases to be in effect, to that effect;

十一 支払の周期

(xi) the schedule for payment;  
and

十二 計算の周期

(xii) the schedule for calculation.